



CPL Group Public Company Limited

Invitation to 2023 Annual General Meeting of Shareholders

April 25, 2023 at 14.00 hrs.

(E-AGM Only)

The registration will begin at 12.00 hrs.

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March 27, 2023

Subject: Invitation to the Annual General Meeting of Shareholders 2023 by Teleconference using Electronic Device (E-AGM).

To: All Shareholders.

**Enclosures:**

Documents accompanying Agenda

1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholder held on April 28, 2022 (Attachment 1)
2. From 56-1 One Report, together with the Financial Statement of the company for the financial year ended December 31, 2022 (Attachment 2)
3. Profiles of candidates nominated for election as directors of the Company (Attachment 3)
4. Profiles of the proposed Auditors for the year 2023 (Attachment 4)
5. Amend the objectives of the company and amending the memorandum of Association Clause 3 (Attachment 5)

Documents accompanying the Meeting

6. Notification of Meeting (Please see the separate document)
7. Registration documents, registration and meeting processes and voting procedures and vote counting.
8. Proxy Form A, B, and C.
9. Profiles of independent directors to serve as proxy of the shareholder and qualification of Independent directors.
10. Articles of Association of the Company concerning shareholder's meeting.
11. Personal Data Protection Notice (PDPA)

The Board of Director of CPL Group Public Company Limited has resolved that the Annual General shareholders' Meeting for the year 2023 will be held on April 25, 2022 14.00 hrs. Through electronic media according to the Emergency Decree on Electronic meeting B.E.2563, live from at CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280, Thailand. Please find the agenda as follows:

**Agenda 1 : To consider and adopt the Minute of the General Meeting of Shareholders 2022.**

**Objective and Reason:**

The company had prepared Minutes of the Annual General Meeting of shareholders 2022 held on April 28, 2022. The meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders as enclosed. (Attachment 1)

**Opinion of the Board:**

After due consideration, the Board of Directors was of the view that the Minutes were accurately and completely recorded and deemed it appropriate to propose that the shareholders meeting endorse Minutes of the Annual General Meeting of Shareholders 2022 which was convened on April 28, 2022 as proposed, in all respects.

**Voting Rule:**

The resolution for this agenda requires by the majority of votes of shareholders attending the meeting and authorized for voting.

**Agenda 2: To acknowledge the Company's Business Performance of 2022**

**Objective and Reason:**

The Operation results of the company for the year 2022 as reported in the annual report shall be distributed as attachment.

**Opinion of the Board:**

To acknowledge the operation results for the previous year.

**Voting Rule:**

This agenda requires no vote of shareholders.

**Agenda 3: To consider and approve the Statement of Finance Position and Statement of Comprehensive Income for the year ended December 31, 2022**

**Objective and Reason:**

According to the Public Limited Companies Act 1992 (including amendments), Section 112 and Article 29 of the Company's Articles of Association, the company is required to prepare a company performance report and prepare a balance sheet and profit and loss from the previous year to propose to the shareholders' meeting for consideration and approval.

**Opinion of the Board:**

It is deemed appropriate to propose to the Annual General Meeting of Shareholders approved the statement of financial position and income statement as at 31 December 2022, which the Company's certified public accountant has audited and certified and has been reviewed by the Audit Committee as detailed in Attachment 2

The summary of the consolidated financial statements compared with the previous year

Financial Statements	2022	2021
Total assets (million baht)	2,483.17	2,439.14
Total liability (million baht)	1,489.69	1,443.04
Shareholder equity (million baht)	993.50	996.10
Total revenue (million baht)	2,375.51	1,877.65
Net profit (Loss) (million baht)	19.43	69.05
Earnings (Loss) per shares (bath)	0.04	0.16

#### Voting Rule:

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

#### **Agenda 4 : To consider and approve Omission of Dividend Payment for the Company's performance of the year 2022**

#### Objective and Reason:

In accordance with Section 116 of the Public Limited Companies Act 1992 (as well as amended) and according to Article 36 of the Company's Articles of Association, the Company must allocate a portion of the annual net profit as a reserve not less than 5% of the annual net profit deducted by the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital. The company has a policy to pay dividends from its annual performance at the rate of 60% of the annual net profit after tax and after deducting all kinds of reserves as required by law and as required by regulations. The Board of Directors will consider the dividend payment to the shareholders and the payment of dividends. It must not significantly affect the normal operation however the company may pay less dividends than the policy stipulated above. This depends on the financial status, liquidity and need for working capital or expansion future business according to the Board of Directors, shareholders deems appropriate to propose a dividend payment at the annual general meeting next year from the operation year.

Description / Year Paid	2022	2021	2020
1. Amount of Shares (Million share)	439.84	439.84	439.84
2. Net Profit (Loss) (Million baht )	19.43	69.06	18.87
3 Profit (Loss) per shares	0.04	0.16	0.04
4. Total Dividend Payment per shares	-	0.05	0.02

### **Opinion of the Board:**

According to the company's performance for the year 2022, the company has a net profit of 19.43 million baht. The Board of Directors considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to approve the omission of dividend payment. And refrain from allocating profits and legal reserves for the year 2022 because the company needs to reserve money for working capital in business operations and investments.

### **Voting Rule:**

The resolution for this agenda requires by a majority vote of the shareholders attending the meeting and authorized for voting.

### **Agenda 5: To consider and approve the appointment of the directors to replace those who will retire by rotation in 2023**

#### **Objective and Reason:**

The Public Limited Company Regulations 2535 and Article 13 requires that in every Annual General Meeting. In one third of the directors shall retire from office if the number of directors to be divided into three parts, not exactly. Then the number nearest to one third of the Directors must retire in the first year and second year after company registration. Directors who retire by rotation may be re-elected to a new position.

At present the company have 9 directors. Therefore, 3 directors have to retire by rotation this year with the names as follow:

- |  |  |
|--|--|
| 1. Ms. Chen Yun Wen                    | Director / Member of Risk Management   |
| 2. Mr. Natthakit Wongcharoensin        | Director / Member of Nomination and<br>Remuneration Committee                    |
| 3. Pol. Lt. Gen Chayoot Thanataweeruch | Independent director/Member of the Audit Committee/<br>Member of Risk Management |

The company announced the news on the website of The Stock Exchange of Thailand and the company invites shareholders to nominate individuals that have qualified from November 15, 2022 until January 15, 2023 to be elected as directors. However, there was no shareholder nominating any person to be elected as directors of the Company.

The Nomination and Remuneration Committee considered the suitability of the person who deserves to be appointed as the Company's director considering important criteria such as the absence of prohibited qualifications in the position of director of the Company according to the Public Company Limited Act, 1992, morality, knowledge, competence, expertise, experience and suitability in diversity of qualifications of company directors as a whole the

Nomination and Remuneration Committee there was an opinion suggesting to reappoint the directors who retired by rotation to serve as directors of the Company for another term.

**Opinion of the Board:**

Board of Directors (Which directors with conflict of interest did not participate in the consideration) considered the opinion of the Nomination and Remuneration Committee on the appropriateness and maximum benefit of the Company. and saw that the directors who retired by rotation have full qualifications and do not have any prohibited characteristics as stipulated by law and is a qualified person with knowledge, ability and experience in various businesses including the Company's business According to the documents supporting the consideration of Agenda 5, the persons nominated to be appointed as independent directors will be able to express their opinions independently. And in accordance with the relevant rules In addition, the persons nominated this time have undergone a scrutiny process or careful consideration of the Board of Directors, and therefore recommend that the shareholders approve the appointment of the directors who retire by rotation upon returning. Hold a position as a director of the Company for another term.

**Voting Rule:**

The resolution for this agenda requires by the majority of votes of the shareholders attend the meeting and authorized for voting.

**Agenda 6 : To consider and approve the remuneration of the Company Board of director's for the year 2023**

**Objective and Reason:**

According to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as the shareholders' meeting will consider which may be defined as a certain amount or placed as a basis and will be scheduled from time to time or will be effective forever until there is a change, and in addition, allowances and benefits according to the company regulations

Nomination and Remuneration Committee has considered and proposed the criteria for determining the remuneration of directors from the operating results performance and responsibility of directors by comparing with reference to businesses in the same category as the company or similar. Which the company has paid remuneration to the directors in the form of compensation, meeting allowance and director bonus with the following payment policies:

	<b>Year 2023 (Proposed year)</b>	<b>Year 2022</b>	<b>Year 2021</b>
Directors' remuneration (MB/Year)	not exceed 8 MB	not exceed 8 MB	not exceed 6 MB
Number of Directors ( person)	9	9	9

Details of remuneration for each committee are as follows:

Positon	Year 2023 proposed to the meeting for approval		Year 2022	
	Monthly (Baht/per month)	Meeting Attendance	Monthly (Baht/per month)	Meeting Attendance
<b>1. Board of Director</b>				
Chairman	30,000.00	20,000.00	30,000.00	20,000.00
Member	20,000.00	15,000.00	20,000.00	15,000.00
<b>2. Audit Committee</b>				
Chairman	10,000.00	15,000.00	10,000.00	15,000.00
Member	10,000.00	10,000.00	10,000.00	10,000.00
<b>3. Sub Committee</b> (Nomination and Remuneration Committee, Risk Management Committee, Advisory investment Committee )				
Chairman	-	15,000.00	-	15,000.00
Member	-	10,000.00	-	10,000.00

**Objective and Reason:**

Agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the directors the Audit Committee for the year 2023 in the form of monthly remuneration, meeting allowance, annual remuneration and other compensation, in which the total amount shall not exceed 8,000,000 Baht which is the same remuneration as 2022.

**Voting Rule:**

The resolution for this agenda requires two – third of votes of the shareholders attending the meeting and authorized for voting.

**Agenda 7: To consider the appointment of the auditor and the audit fee for year 2023**

**Objective and Reason:**

In compliance with Section 120 of the Public Company Act B.E. 2535 which specify that the Shareholder's Meeting shall appoint the auditor and fix the auditor's remuneration annually and the same auditor of the past years could be appointed again. The announcement of the Capital Market Supervisory Board No. TorJor. 75/2 2018 Re: Rules, Conditions and Methods for Reporting Disclosures of Financial Position and the performance of the company issuing securities, effective since January 1, 2019, requires the company to arrange the rotation of auditors in the event that any auditor has performed



the review, audit, or has completed 7 cycles accounts whether they are connected or not The Company may appoint that auditor to be the Company's auditor after at least 5 consecutive fiscal years.

### Opinion of the Board

Approved the proposal of the Audit Committee that selected CWWP Co., Ltd. as the Company's auditing office. knowledgeable and experience in auditing which has served in accordance with the scope of powers and duties has always given good advice and suggestions to the Company including satisfactory performance Qualifications are not inconsistent with rules, announcements and related regulations. by a company that is an audit firm and the auditor has no conflict of interest relationship with the company, management, major shareholders or those related to such persons Therefore, it was resolved to propose to the general meeting of shareholders. To consider and approve the appointment of auditors and approve the audit fees as follows: which appeared information of all 4 auditors in the supporting documents for agenda 7

1. Appoint an auditor from CWWP Company Limited to be the Company's auditor in the year 2023 with the list of auditors as follows:

Name	Certified Public Accountant	Number of years of auditing for the Company
1. Ms. Waraporn Panpakdeenupong	12261	1 (2022)
2. Ms. Chonthicha Lertwilai	12258	1 (2021)
3. Ms. Wanraya Puttasatien	4387	1 (2020)
4. Ms. Waraporn Intaraprasit	7881	-

2. Approve Auditor fee for year 2023 amount of 1,730,000 baht. Audit Fee for year 2023 as detail below

Description	2023	2022	2021
Auditor Fee	950,000	950,000	920,000
Review quarter statement	660,000	660,000	600,000
Review cash flows statement	60,000	60,000	60,000
English Statement	60,000	60,000	60,000
	1,730,000	1,730,000	1,640,000

Relationship with the Company and related parties:

The nominated auditors above have no relationship with, and/or any conflict of interest in the Company, the Company's subsidiaries, executives, major shareholders or their related person Therefore, CWWP is able to audit and comment on the financial statements of the Company independently.

Services to the Company's subsidiaries and associated companies:

In 2023, CWWP has been nominated as the auditor of 1 subsidiaries and/or associated companies:

CPL Venture Plus Co., Ltd

**Voting Rule:**

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

**Agenda 8 : Consider and Approve the amendment of the Company's Articles of Association**

**Objective and Reason:**

According to the Public Company Act B.E. 2535, Section 31 states that an application for registration of amendments to the Memorandum of Association or the Articles of Association of the Company The applicant for registration must attach a reserve of the minutes of the shareholders' meeting which resolves to amend the Memorandum of Association or the articles of association of the company along with the registration application.

Board of Directors' meeting it was resolved to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association to be in line with the law and in accordance with government regulations and covers the business that the Company will operate in the future. Therefore, the Company revised 20, 21, 25, 27 and 35 (Attachment 5)

**Opinion of the Board:**

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of of the Company's Articles of Association of the Company's Memorandum of Association with all the details proposed. And proposed to the shareholders' meeting to consider and approve the authorization of the Board of Directors and or the person authorized by the Board of Directors is authorized to register the amendment of the Memorandum of Association at the Department of Business Development.

**Voting Rule:**

The resolution for this agenda requires three-fourths of votes of the shareholders attending the meeting and authorized for voting.

**Agenda 9 : Any other business (if any).**

Information for shareholders:

1. The Company has determined the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) which is March 17, 2023 in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535.
2. The Company has invited shareholders who wish to propose matters for the Board of Directors to consider including as the agenda of the 2023 Annual General Meeting of Shareholders or to propose qualified persons to be considered as directors of the Company. Shareholders can submit such wishes to the Company at least 3 months prior to the date of the Annual General Meeting of Shareholders in accordance with the principles of good corporate governance of the Stock Exchange of Thailand, that is, from November 15, 2022 to January 15, 2023 by The offer must be in accordance with the Company's regulations which are posted on the Company's website.

www.cpl.co.th including the company has notified the said invitation via electronic channels of the Stock Exchange of Thailand. There were no shareholders proposing the meeting agenda or nominating a person to be considered for appointment as a director in accordance with the Company's regulations to the Company.

3. A simple majority vote of the shareholders who are attending the meeting and casting their votes is required to pass a resolution for all agenda items, except for the following items:
  - Agenda 6, regarding the approval of directors' remuneration for the year 2023 requires a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. Shareholders attending the meeting and entitled to vote.
  - Agenda Item 8, regarding the approval of the amendment of the Company's objectives of the Memorandum of Association requires a vote of not less than three fourths (3/4) of the total number of votes of the shareholders attending the meeting and entitled
4. At the 2023 Annual General Meeting of Shareholders, the Company will use electronic registration and vote counting. The company will invite representatives from the legal advisory firm to be the auditor of the vote and oversee the meeting to be transparent and legal and the Company's Articles of Association, as well as the principles of good corporate governance in order to comply with the rules for the shareholders' meeting of the Office of the Securities and Exchange Commission.

Therefore, I would like to invite the shareholders to attend the meeting in the E-AGM system according to the specified measurement, time and system. The company has appoint InventTech Systems (Thailand) Co., Ltd. to organize meetings via electronic media by the company's system.

Invent Tech Systems (Thailand) Co., Ltd. has passed the audit in terms of meeting security standards through Electronic media from the Ministry of Digital Economy and Society The company will open for registration in the E-AGM system to attend the Annual General Meeting of Shareholders from 12.00 hrs.

The company requests cooperation from shareholders and proxies to study the conditions and methods of registration and the preparation of documents to verify their identity before the meeting date. to receive a username (USERNAME) and password (PASSWORD), as well as to study the voting method and the process of attending the meeting in detail Appears in Attachment 7 in order to protect the rights and benefits of the shareholders. In the event that the shareholders are unable to attend the meeting in person and wishes to assign a proxy to any independent director of the company to attend the meeting and vote on behalf of the shareholders Able to appoint 3 independent directors of the company. as detailed in attachment 9 together with the proxy's signature and stamp duty 20 and send the proxy form A. Form B. or Form C. (custodian) according to supporting documents for attending the meeting 8 together with relevant documents to

1. By mail : “Company Secretary Office” CPL Group Public Company Limited  
No. 700, Moo 6, Sukhumvit Road, Bang Pu Mai Sub-district, Muang District,  
Samut Prakan Province 10280
2. Email : [secretary@cpl.co.th](mailto:secretary@cpl.co.th) , [ir@cpl.co.th](mailto:ir@cpl.co.th)

For the convenience of document verification, we therefore ask for cooperation from shareholders and/or proxies to send documents to the company by April 21, 2023 and for the 2023 Annual General Meeting of Shareholders to be effective. The company invites shareholders to submit questions related to the meeting agenda in advance. By asking shareholders to submit questions with their names/registration numbers Shareholders/phone numbers that can be contacted via E-mail “Investor Relations” at [ir@cpl.co.th](mailto:ir@cpl.co.th) via registered mail to "Office of the Company Secretary" at the address above and because the Company will use the username (USERNAME) to register and count votes in proportion to the number of attendees in the meeting as follows: Shareholder or proxies Please verify your identity with other relevant supporting documents. The details appear in attachment 6 - 7.

Your sincerely,



Mr. Suwatchai Wongcharoensin  
Chairman

## Report of The Annual General Shareholder's Meeting for 2022

The Meeting was held on Thursday 28, April 2022 at 14.00 hrs. The Meeting through electronic means (E-AGM) according to the Emergency Decree on Electronic Meeting B.E.2563 (2020). E-AGM system is open for shareholders to register from 12.00, with Mr. Suwatchai Wongcharoensin, Chairman of the Board and Mr. Bunyati Rongdech the moderator of meeting.

### Directors attending the Meeting: (8 persons of 88.89 of all directors)

1. Mr. Suwatchai Wongcharoensin	Chairman of the Board
2. Mr. Puvasith Wongcharoensin	Chief Executive Officer
3. Mr. Kuo Shih Lun	Director
4. Mr. Kitichai Wongcharoensin	Director
5. Ms. Chen Yun Wen	Director
6. Mr. Nathakitt Wongchaorensin	Director
7. Pol. Lt. Gen Chayoot Thanataweeruch	Independent Director/ Member of the Audit Committee/ Member of Risk Management
8. Dr. Mongkol Laowarapong	Independent Director / Chairman of Risk Management Committee/ Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee

### Absent director (1 persons)

1. Mr. Supapat Ongsangkung	Independent Director/ Chairman of the Audit Committee/ Chairman of Investment Advisory Committee
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### Other Attendees

#### Executive Officers Present:

1. Mr. Niteepong Techamontrikul	Chief Finance Officer
2. Ms. Arjaree Suphasinwongchai	Company Secretary

### Auditor

1. Ms. Wanya Putasatien	Partner of CWWP Co., Ltd. vie electronic meeting
2. Ms. Choticha Lertwilai	Auditor of CWWP Co., Ltd. vie electronic meeting
3. Mr. Thamakorn Khiawpratoom	Auditor Representative of CWWP Co., Ltd.

### Legal Advisor

2. Mr. Wayuburt Kamart	Legal Advisor from Payap Khamarj Law Office
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### **Preliminary Proceedings: 14.00 p.m.**

Mr. Suwatchai Wongcharoensin was the Chairman of the meeting (“Chairman”) and Mr. Bunyati Rongdech was the moderator of the meeting. (“Moderator”)

The Chairman thanked the shareholders for taking the time to attend the Annual General Meeting of Shareholders of CPL Group Public Company Limited this time for the year 2022 due to the current situation of the coronavirus infection epidemic (COVID -19). The new outbreak in Thailand has widened the scope of the epidemic in many areas. The company has a concern about the health and safety of the shareholders. Including those who are incredibly involved in organizing the meeting, Therefore, the Annual General Meeting of Shareholders for the year 2022 is scheduled as an electronic means (E-Meeting).

Mr. Bunyati Rongdech, The moderator informed the meeting important rules for the meeting and voted as follows:

- In voting, One Share One Vote.
- For self-attending shareholders and proxies in Proxy Form A and Form B, they must vote only one of the following: agree, disagree or abstain, without dividing their votes in each agenda. In voting for each agenda item (except for Agenda No. 5 to consider the appointment of directors in place of those retiring by rotation.)
- In counting the votes, shareholders who disagree or abstain Vote through the E-Meeting system continue counting the votes. For shareholders who agree, there is no need to vote through the E-Meeting system.
- Proxies from foreign investors and appoint a custodian in Thailand to be a share depository and keeper, who use Proxy Form C, can determine the votes for each agenda item.
- In counting the votes, the Company will deduct the dissenting and abstained votes from the total number of votes of the shareholders who attend the meeting and have the right to vote and the remaining votes will be considered as agreeing votes.
- For Agenda 5: To consider the appointment of directors in place of those retiring by rotation allowing shareholders to vote through the E-Meeting system whether they agree, disagree or abstain. To count the votes, there will be a separate vote for each director. For shareholders who do not vote in any way through the E-Meeting system, it will be considered that they vote for approval.
- The resolution of the meeting will be based on the majority vote of the shareholders who attend the meeting and have the right to vote. Unless otherwise stipulated by law, that is, in Agenda 6 to consider and approve the directors' remuneration, which must be approved by a vote of not less than two-thirds of the total

number of votes of the shareholders who attend the meeting and have the right to vote. Agenda 8 to amend the objectives of the company and amending the memorandum of Association Clause 3 which requires approval by a vote of not less than three-fourths of the total number of votes of shareholders. And Agenda 2 this agenda requires no vote of shareholders. The moderator of the meeting will notify the voting to the meeting after the counting of votes for that agenda is completed.

- The shareholders must remain on the agenda until the end of the agenda and must vote on each agenda item before the voting is closed on that agenda. The system will open for voting for 1 minute. In case of leaving the meeting room (Log Out) before the voting is closed on that agenda Shareholders will not be counted to constitute a quorum for such agenda. However, leaving the meeting room (Log Out) in any agenda does not disqualify the right of shareholders / proxies to return to attend the meeting or vote resolution in the next agenda.
- For the criteria for asking questions before voting in each agenda the chairman of the meeting will allow the meeting attendees to ask questions and express opinions on issues related to that agenda. The Company reserves the right to consider and select questions as appropriate and if any questions cannot be answered during the meeting due to the time limit. The Company will continue to collect, answer and disclose in the meeting minutes or through the Company's website. As appropriate by asking the meeting attendees to type their first and last names. Status as a shareholder, proxy, followed by questions or comments in the Q&A box and pressing the question can be done in 2 cases: if many questions related to that agenda have been submitted to the system.
  - **Send questions via text.** Able to type the desired text then press the symbol as shown in the picture to send the question.
  - **Send questions by voice** can press the button "Record audio" and then press the button. "Stop recording" when the question has been asked. And can press the button "Send question" to send questions by voice.
- If the shareholders would like to vote (e-Voting), they can press the "Vote" button by selecting agenda as shown in the Dropdown, and the system will show the status. Voting is Shareholders can press the voting button as follows: 1. Agree 2. Disagree 3. Abstain from voting as wishes. If shareholders wish to cancel the latest voting, they can press the button. "Cancel the last voting" (where the shareholders can revise their votes until the agenda is closed)

- If the shareholders have problems attending the meeting and voting systems, Please follow the rules for the meeting following the regulations announced by the company or contact the administrative staff at the telephone number provided in the document is 02-931-9818

In the shareholders' meeting of the listed companies regarding the vote counting in the meeting, it is considered appropriate to arrange for an impartial shareholder meeting to verify the status of the shareholders. The voting was conducted with transparency. We would like to invite Legal Adviser Mr. Wayuburt Kamart to take care of the vote counting and oversee the meeting. Shareholders following the laws and regulations of the company Ms. Wanya Putasatien, Partner of CWWP Company Limited, Ms. Choticha Lertwilai, Auditor, (via electronic media) and Auditor Representative of CWWP Co., Ltd.

#### **Quorum Announcement**

The moderator announcing the opening of the Annual General Meeting of Shareholders for the year 2022

1. 33 shareholders attending in person, representing 41,158,381 shares
2. 22 by proxies, representing 316,259,654 shares

Total 35 shareholders totaling 357,418,035 shares, representing 81.2601% of the issued shares. All of the company constituted a quorum. The quorum under the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association stipulates that there must be at least 25 shareholders and proxies and must hold shares amounting to not less than one-third of the total shares sold of the company.

#### **Agenda 1 : To certify the Minutes of the 2021 Annual General Meeting of Shareholders**

The Chairman assigned the moderator of the meeting. Has started the meeting that The Company held the 2021 Annual General Meeting of Shareholders on April 28, 2021. The company has recorded the minutes of the meeting correctly. According to the resolution of the meeting and completed within 14 days from the date of the 2021 Annual General Meeting of Shareholders by sending to the Stock Exchange of Thailand and the Ministry of Commerce Within the time prescribed by the law And published on the company's website (www.cpl.co.th) by attaching a copy of the minutes of the meeting in the invitation letter that the company has sent.

The Board considered and agreed to propose the minutes of the 2021 Annual General Meeting of Shareholders to the meeting to certify such a report.

The moderator inquired whether any shareholders had any questions or concerns or had additional advice. There were no questions or concerns or any additional suggestions, the moderator requested the meeting to consider approving the minutes of the 2021 Annual General Meeting of Shareholders.



**Resolution:** The meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders 2021 as follow:

Approved by	372,976,135	Votes,	Equivalent to	100.0000	percent
Disapproved by	-	Votes,	Equivalent to	-	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

**Agenda 2 : To acknowledge the Company's Business Performance of 2021.**

The chairman assigned the moderator of the meeting. Moderator invited Mr. Puvasith Wongcharoensin, Chief Executive Officer. To report the business's overview business operations in the past year, and the success of CPL GROUP is in line with future global trends of Environment, Society and Governance (ESG).

Chief Executive Officer reported to the meeting that in the past performance, the company has maintained a good operating performance. Therefore, we would like to report the operating results of the Tanning and finished leather business for the year 2021, which has recovered its earnings. In addition, internal processes have been improved, to increase production efficiency including focusing on the development of new products such as Sustainable Article and in 2022 it is expected that the operating results will return to the same as before the year of the Covid -19. Later, it is a new leather product that the company a product has been developed, BIO-TAN is the latest leather product that the company has been developing during the last few years. Its chrome-free tanning process is environmental-friendly, using Zeology technology. We are working with various brands and BIO-TAN is very well supported by PUMA, ADIDAS, FRED PERRY, etc. It can be seen that the growth rate of BIO-TAN products has increased significantly during the past years and we are expecting that it will be doubled this year. Acquired new customers, namely TOMMY HILFIGER while DR.MARTENS and TIMBERLAND and customers began to expand their production capacity in Thailand, which was good for the company. The challenge is the rising price of raw materials and chemicals, which the management team will manage in this section to control the price. And currently the company there is various operational plans as follows: CPL X JAPANESE, Brand supply chain mapping , C-LEAN Line Engineering to increase efficiency, increase speed and reduce operating costs.

Safety Product Business was declined. Due to the decrease in industrial customers but in this business, there are also products other than safety products, which are products that meet the needs of protection against the COVID-19, which is expected in 2022 with better. The business that has been added is Smart Factory which consists of Smart Sense, Engineering, Big Fan, Now End of Waste and the company's products. Those that have operated during the past year are the PLY and GALA VELA brands.

For conducting business under ESG, the company received awards and evaluation results as follows:

1. Obtained “Gold Rated” category LWG standard.
  - 1) A Plant - Raw Hides to Tanned
  - 2) Category D Plant - Tanned Hides to Finished Leather
  - 3) Category A - Raw Pigskin to Tanned
2. “Green Industry Green Industry level 3 Green system green system” from the Ministry of Industry
3. Get a diploma Operation and promotion of greenhouse gas emission reduction product type “The Carbon Footprint type Leather Crazy Horse”
4. Received a certificate in operations and promote the reduction of greenhouse gas emissions Organization type “The Carbon Footprint type Organization”
5. Received the “CSR-DIW Award 2019” award from the Ministry of Industry by the Department of Industrial Works
6. Received a certificate on the “Circular Economy Development Project in the Plastics and Tanning Industry” from the Department of Industrial Works.

And invited Mr. Niteepong Techamontrikul, Chief Financial Officer to report the operating results for the year 2021 as follows: 1) Statement of Financial Position 2) Statement of Comprehensive Income 3) Analysis of Operating Results.

1. Statement of Financial Position Assets as at the end of 2021 increased from 2,132 million baht to 2,439 million baht, an increase of 307 million baht. The significant increase in items was inventory, an increase of 334 million baht due to business expansion. One and there are purchases related to the Covid-19. Trade accounts receivable increased by 26 million baht due to an increase in sales. Investment in Associate increased by 20 million baht due to the launch of CPL Venture Plus Company Limited to operate a business that is expected to have business growth and sustainability in the future. Significant reductions in items were Properties, Plants and Equipment decrease of 25 million baht, a decrease in the Right of use in Asset 21 million baht as a result of depreciation during the year and Cash and Cash Equivalent decreased by 20 million baht.

2. Liabilities of 2021 increased from 1,197 million baht to 1,443 million baht, an increase of 246 million baht. The significant increase items were Short-term loans from financial institutions, an increase of 211 million baht, Account payable increased 102 million baht due to the purchase of raw materials to support the expansion and more transactions the reduced list is Long-term loan decreased by 60 million baht, must be paid within 1 year

3. Performance of the Income Statement Overall in 2021 is considered a better year for the Company. Revenue was 1,878 million baht, an increase of 284 million baht or 18%. The main income came from 3 businesses as follows: 1) Finished Leather 1,188 million baht or 63% 2) Safety Products Business 643 million baht or 34% 3) Tanning Services 47 million baht or 3% and the company's expenses a total of 5 million baht was able to reduce sales expenses as a result of claims, and travel expenses but administrative expenses increased by 9 million baht, which was an increase in salary, and welfare of employees and executives because during the past year the company there has been a reduction in salary and welfare to help the company in the situation of COVID- 19. The gross profit of the company increased from 350 million baht to 432 million baht. The net profit increased from 19 million baht to 69 million baht. Profit ratio of sales it also raised as gross profit rose from 21.95% to 22.50% and net profit increased from 1.18% to 3.68%.

Summary of Return for shareholders is as follows: Asset 2,439 million baht. Return on equity increased from 2.02% to 6.93%. Dividends will request a resolution from the 2022 Annual General Meeting of Shareholders and legal reserves as per the policy.

Moderator has reported the award and the results of the assessment of the Company for the year 2021 as follows:

1) Received an assessment of the quality of the Annual General Meeting of Shareholders of Listed Companies (“AGM Checklist”) for the year 2021 from the Thai Investors Association. Received a score of 100 full evaluation results.

2) Received the Corporate Governance Assessment of Listed Companies (“CGR”) for the year 2021 from the Thai Institute of Directors Association. Received a rating of “very good” or a 4-star rating.

3) Has announced its intention and is a coalition against corruption of the Thai private sector. And operate in accordance with anti-corruption and corruption policies In addition; anti-corruption and anti-corruption policies have been published, on the company website under investor relations so that those involved can access the information The Company has organized training courses to provide knowledge and action against corruption and corruption to directors. Management team and employees continuously There are high-level executives to observe and give advice on suspicions of anti-corruption and corruption, and the company the self-assessment form or Checklist 71 items of the Thai Private Sector Coalition Against Corruption (CAC) has been submitted in March.

Moderator asked if any shareholders had any questions or concerns. When no shareholder has any questions or doubts meeting moderator Lets proceed to the next agenda.

**Agenda 3 : To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2021.**

The Chairman assigned the moderator to declare to the meeting that The Company has prepared the financial statements for the period ended December 31, 2021, which have been audited and certified by the auditors of CWWP Company Limited, gave an unqualified opinion, and passed the consideration of the Audit Committee and passed the approval of the Board of Directors already. The meeting moderator invited Mr. Niteepong Techamontrikul, Chief Financial Officer to report The summary of the financial statements is as follows: Total assets 2,439.13 million baht, Total liabilities 1,443.03 million baht, Shareholders' equity 996.09 million baht, and Net profit 69.05 million baht, Net profit per share 0.16 baht.

The Board of Directors agreed to propose to the meeting. To approve Annual financial statements for the year ended December 31, 2021 that the auditor has audited.

Moderator of the meeting Inquired whether any shareholders have any questions or concerns or have additional suggestions or not. There were no shareholder has any further questions or concerns. The moderator of the meeting requested the meeting to consider and approve the financial statements for the year ended December 31, 2021, audited by the auditor.

**Resolution:** The meeting passed a resolution with a majority vote of the shareholders who attended the meeting and had the right to vote to approve the financial statements for the year ended December 31, 2021, audited by the auditor as proposed with the following votes.

Approved by	372,976,135	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

**Agenda 4 : To consider and approve the allocation or annual profit year 2021 and dividend payment.**

The Chairman assigned the moderator to report to the meeting that according to Section 116, the Public Limited Act B.E. 2535, stating that “The Company must allocate part of the annual net profit as a reserve fund of not less than five percent of the net profit. It was yearly deducted by the accumulated loss brought forward (if any) until this reserve is not less than ten percent of the registered capital. Except for the company, there will be regulations or other laws requiring more reserves than that. ”In 2021, the company had a net profit of 69.05 million baht. The Board considered and agreed to propose to the 2022 Annual General Meeting of Shareholders to approve the dividend payment for the year 2021 at the rate of 0.05 baht per share (before income tax), totaling

21,992.17 baht or 31.85%. In this regard, a dividend of 0.05 baht per share and the record date for determining the list of shareholders for receiving dividends (Record Date) is on March 10, 2022. The company determines the annual dividend payment on May 20, 2022, and allocates part of the net profit as the legal reserve of 3,452,938.92 baht.

The moderator inquired whether any shareholders had any questions or concerns. There were no questions or opinions from shareholders, the meeting moderator asked the meeting to approve the dividend payment for the year 2021 at the rate of 0.05 baht per share (before income tax), totaling 21,992,217 baht and allocating part of the net profit as the legal reserve of 3,452,938.92 baht.

**Resolution:** The meeting passed a resolution with a majority vote of the shareholders who attended the meeting and had the right to vote to approve the dividend payment for the year 2021 at the rate of 0.05 baht per share, totaling 21,992,217 baht or 31.85% of net profit and allocate a portion of the net profit as the legal reserve of 3,452,938.92 baht, the deadline for submitting the list of eligible shareholders to receive dividends on March 10, 2022 and the dividend payment date on May 20, 2022 as follow:

Approved by	372,976,135	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

**Agenda 5 : To consider and approve the appointment of the directors to replace those who will retire by rotation in 2022.**

The Chairman assigned the moderator declared to the meeting that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association No. 13 stipulate that at every annual general meeting If the number of directors cannot be divided into three parts, then the number nearest to 1 in 3 must resign in the first and second year after the registration of the company, to draw lots, whoever will leave, for the following years, the longest - serving directors may be re-elected. Those who have completed their terms may be re-elected. Therefore, in 2022 there are 3 directors who must retire by rotation, consisting of

- |                                |   |
|--------------------------------|---|
| 1. Mr. Kuo Shih Lun            | Director/ Executive Director  |
| 2. Mr. Kitichai Wongcharoensin | Director/ Executive Director/ Investment Advisory Committee                                 |
| 3. Mr. Supapat Ongsangkung     | Independent Director/ Chairman of Audit Committee/<br>Chairman of Advisory Investment Board |

As already informed that the company announced on the company website and announced on the website of the Stock Exchange of Thailand invitation to shareholders to nominate persons qualified person Public Act 1992, nominated persons to be elected as company directors between November 15, 2021 and January 15, 2022 it appears that no shareholder nominated any person to the company. For this agenda, The nominated directors, Mr. Kuo Shih Lun and Mr. Kitichai Wongcharoensin returned to be the Company's directors, expressed the intention of voting on this agenda item, and requested the meeting to consider the election of individual directors.

The moderator inquired whether any shareholders had any questions or concerns. There were no questions or opinions from shareholders, the meeting's moderator asked the panel to consider and approve the election of directors in place of the directors who retired by rotation individually. Therefore, all shareholders were requested to vote in case of agreeing, disagreeing, or abstaining votes through the E-Meeting.

**Resolution:** The meeting appointment of directors to replace those retiring by rotation, 3 persons as follows:

5.1 Mr. Kuo Shih Lun by the meeting passed a resolution with a majority vote of the shareholder who attended and voted at the Meeting as follow:

Approved by	367,609,155	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	5,366,980	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

(Mr. Kuo Shih Lun omitted in this agenda, exclude the calculation base of 5,366,980 shares)

5.2 Mr. Kitichai Wongcharoensin by the meeting passed a resolution with a majority vote votes of the shareholder who attended and voted at the Meeting as follow:

Approved by	366,991,335	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	5,984,800	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

(Mr. Kitichai Wongcharoensin omitted in this agenda, exclude the calculation base of 5,984,800 shares)

5.3 Mr. Supapat Ongsangkung by the meeting passed a resolution with a majority vote of the shareholder who attended and voted at the Meeting as follow:

Approved by	372,976,135	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent



**Agenda 6 : To consider and approve the remuneration of the Company Board of director's for the year 2022.**

The Chairman assigned the moderator declared to the meeting that according to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as the shareholders' meeting will consider which may be defined as a certain amount or placed as a basis and will be scheduled from time to time or will be effective forever until there is a change and in addition to receiving allowances and benefits according to various company regulations by comparing references to listed companies in the stock exchange and considering the performance along with business investment policy to increase the ability of the company to compete.

The Board of Directors agreed to propose to the meeting, to approve the remuneration of the Company Board of director's a total amount not exceeding 8 million baht, which is an increase from 2021 in amount of 2 million baht. If any director who are the Company's employee will receive monthly remuneration excluded the remuneration as an employee of the company.

	<b>Year 2022 (Proposed year)</b>	<b>Year 2021</b>	<b>Year 2020</b>
Directors' remuneration (MB/Year)	not exceed 8 MB	not exceed 6 MB	not exceed 6 MB
Number of Directors ( person)	9	9	9

Details of remuneration for each committee are as follows:

<b>Position</b>	<b>Year 2022 (Proposed to the meeting for approval)</b>		<b>Year 2021</b>	
	Monthly remuneration (Baht/person/month)	Meeting Attendance	Monthly remuneration (Baht/person/month)	Meeting Attendance
<b>1. Board of Director</b>				
Chairman	30,000.00	20,000.00	20,000.00	15,000.00
Member	20,000.00	15,000.00	20,000.00	10,000.00
<b>2. Audit Committee</b>				
Chairman	10,000.00	15,000.00	-	15,000.00
Member	10,000.00	10,000.00	-	10,000.00
<b>3. Sub Committee</b>				
(Nomination and Remuneration Committee, Risk Management Committee and Investment Advisory Committee)				
Chairman	-	15,000.00	-	15,000.00
Member	-	10,000.00	-	10,000.00

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions. There were no questions or concerns or any additional suggestions. The moderator requested the meeting to approve the remuneration of the directors for the year 2022 with an affirmative resolution of not less than two-third of total number of votes of the shareholder present at the meeting and eligible to vote.

**Resolution:** The Meeting resolved to approve the remuneration for directors for the year 2022 as follow:

Approved by	372,976,135	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

**Agenda 7: To consider the appointment of the auditor and the audit fee for year 2022.**

The Chairman assigned the moderator declared to the meeting that to comply with Section 120 of the Public Limited Companies ACT B.E. 2535 prescribed that the auditors and their fee shall be appointed or re-appointed and determined annually by the Annual General Meeting of Shareholders.

The Audit Committee considers the qualification and performance of the auditor by the Audit Committee and including the appropriateness of the audit fee in 2022. The Audit Committee agreed that the auditor's expertise and experience as well as working standards are beneficial to the company. The Audit Committee found it appropriate to propose auditors. The nominated auditors from CWWP Co., Ltd. has no relationship with , or any interest in the company, the executive, major shareholders or any related persons, therefore, they are able to audit and comment on the financial statement of the Company independently.

The Board agreed with the Audit Committee and recommends the Annual General Meeting of Shareholder 2022 approve the appointment of the auditor and audit fees as follows:

Ms. Choticha Lertwilai Certified Public Accountant No.12258 and/or and/or Ms. Waraporn Intaraprasit Certified Public Accountant No. 7881 and/or Ms. Waraporn Panpakdeenupong Certified Public Accountant No. 12261 and/or Ms. Wanraya Puttasatien Certified Public Accountant No. 4387. The nominated auditor have not review, audited and expressed opinions on the Company's Financial Statements for seven consecutive or non-consecutive years, and fixing amount of THB 1,730,000.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions. There were no questions or concerns or any additional suggestions. The moderator requested the meeting to appoint auditors and fix the auditing fee for the year 2022. The agenda was adopted with the majority of the total number of votes of the shareholders present at the meeting and eligible to vote.



**Resolution:** The meeting resolved to appoint auditors and fix the auditing fee for the year 2022 as follow:

Approved by	372,976,135	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

**Agenda 8 : To amend the objectives of the company and amending the memorandum of Association Clause 3**

The Chairman assigned the moderator declared to the meeting that according to the Public Company Act B.E. 2535, Section 31 states that an application for registration of amendments to the Memorandum of Association or the Articles of Association of the Company. The applicant for registration must attach a reserve of the minutes of the shareholders' meeting which resolves to amend the Memorandum of Association or the articles of association of the company along with the registration application.

Board of Directors' meeting it was resolved to propose to the shareholders' meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association (Objective) to be in line with the law and in accordance with government regulations and covers the business that the Company will operate in the future. Therefore, the Company will have a total of 59 new objectives from 47 items.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions. There were no questions or concerns or any additional suggestions. The moderator requested the meeting to approve to amend the objectives of the company and amending the memorandum of Association Clause 3 the resolution for this agenda requires three-fourths of votes of the shareholders attending the meeting and authorized for voting.

**Resolution:** The meeting resolved to amend the objectives of the company and amending the memorandum of Association Clause 3 as follow:

Approved by	372,976,135	Votes,	Equivalent to	99.9999	percent
Disapproved by	1	Votes,	Equivalent to	0.0000	percent
Abstained by	-	Votes,	Equivalent to	-	percent
Invalid Ballots	-	Votes,	Equivalent to	-	percent

**Agenda 9 : To consider other matters.**

This agenda is set for the meeting to ask questions or, For the Board of Directors to clarify, ask for permission to read queries and suggestions from shareholders. Therefore, no other matters will be presented to

the meeting for approval, and have question from Ms. Ratri Wisithsurawong (by proxy) which was a question that was not answered at the meeting inquired as follows:

**Question:** Inflation, high oil prices, how much does it affect the operating results?

**Answer:** Ms. Niteepong Techamontrikul, Chief Financial Officer, The following questions were answered:

- 1) The price of raw materials (Raw Hides) has an opportunity and tendency to increase due to the cost of raising cattle. including the delivery cost of raw materials due to the company is an importer of raw leather from abroad
- 2) Chemical cost, which is one of the components of production cost, tends to increase.
- 3) Wages, which if inflation is at an ever-increasing level there is a chance that the government will adjust the minimum wage. This will affect the production cost that will increase accordingly.
- 4) High oil prices, it is inevitable that the business will be affected because the company there is some machines that use oil and coal. Including transportation costs that are likely to increase in the near future

Therefore, it can be seen that inflation and high oil prices will definitely affect the cost of production. And will affect the profit of the company However, the company have had discussions with customers in this regard as well. This hopes that the selling price will be able to adjust up in time with the above events.

When there were no shareholders or proxies to propose other matters for ask question or consideration the moderator invented the chairman to close the meeting.

The Chairman then thank to all shareholders for taking the time to attend the meeting and expressing their opinion on various mattes and declared the meeting adjourned. The meeting was adjourned at 15.24 hrs.

-Signed-

Mr.Suwatchai Wongcharoensin

Chairman

**Form 56-1 One Report and Financial Statements of year 2022 in QR Code format.**

**Form 56-1 One Report (Thai)**



**Financial Statements of year 2022**



**How to scan QR Code**

The Stock Exchange of Thailand by The Thailand Securities Depository Co., Ltd. (TSD), as a securities registrar, has developed a system for sending meeting documents and annual reports in electronic form via QR code instead of a paper document format. To achieve efficiency, convenience and speed for shareholders, shareholders can download QR code for both Android and iOS operating systems as following;

**Android and iOS operating systems**

1. Downloading LINE application
2. Connecting to the Internet
3. Open the application for scanning

3.1 LINE > Home > Search (The My QR Code will appear) > Press the link that appears to browse the document.

**Request form for 56-1 One Report**

Dear Shareholder

If shareholders wish to receive Form 56-1 One Report of the year 2022 in hard copy (copy format only), which has the same detail as in the QR Code. Please complete the form and send it back to the Company at the contact as following;

**1) Investor Relation**

Email: [ir@cpl.co.th](mailto:ir@cpl.co.th) Tel. : 0-2709-5633-8

**2) Postal Delivery:**

Attention to: Office of the Company Secretary

CPL Group Public Company Limited Address: No. 700 Moo 6, Sukhumvit Road, Bangpoomai, Muang, Samutprakarn 10280


Name-Surname (shareholder): ..... Shareholder Registration Number:.....

Address to deliver book: .....

Telephone: .....Email: .....


Remark : Please complete all information.

**Profiles of candidates nominated for election as directors of the Company**

Name	Ms. Chen Yun Wen	
Age	46 years old	
Type of director proposed for election	Executive Director	
Title	Director / Member of Risk Management Committee	
Date of being a director	July 12, 2019	
Number of years being the director	4 years	
Number and percentage of shareholding (Including spouses and underage children) As of March 17, 2023	- NONE-	
Highest education	Carnegie Mellon University PA, USA	
Passing the director training course	Director Accreditation Program – Class 284/2019	
Work Experience and the directorship / executive in other company		
Position in the company	2019 – Present Director 2021 – Member of Risk Management Committee	
The directorship / executive in other listed company	-None-	
The directorship in other non-listed company	-None-	
Holding a position in any business that competes or is in connection with the Company's business that may cause a conflict of interest with the Company	- There is no directorship / executive position in the said business.	

<b>Meeting attendance in 2022</b>	<ul style="list-style-type: none"> <li>■ Board of Directors 7/7 times (Accounted for 100 %)</li> <li>■ Risk Management Committee 1/1 times (Accounted for 100 %)</li> <li>■ Annual General Meeting of Shareholders 2022 1/1 time (Accounted for 100%)</li> </ul>
<b>Illegal record in the past 10 years</b>	<b>-None-</b>
<b>Relationships with Directors/ Executives</b>	<b>-None-</b>
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years</b>	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	<b>-Yes-</b>
2. Being a professional service provider (i.e., auditor, lawyer)	<b>-No-</b>
3. Having the significant business relations that may affect the ability to perform independently	<b>-No-</b>
<b>Expertise</b>	Sales and Marketing
<b>Criteria for nominating directors</b>	Ms. Chen Yun Wen has passed the scrutiny process of the Board of Nomination and Remuneration Committee. That there are qualifications suitable for the business operation of the company and has qualifications as a director according to the relevant laws / regulations Therefore deemed appropriate to propose Shareholders consider electing to be the Company's directors.

**Profiles of candidates nominated for election as directors of the Company**


<b>Name</b>	<b>Mr. Natthakit Wongcharoensin</b>	
<b>Age</b>	45 years old	
<b>Type of director proposed for election</b>	Director	
<b>Title</b>	Director Member of Nomination and Remuneration Committee	
<b>Date of being a director</b>	February 24, 2020	
<b>Number of years being the director</b>	3 years	
<b>Number and percentage of shareholding (Including spouses and underage children) As of March 17, 2023</b>	5,500,000 shares, equivalent to 1.250% of shares with voting rights	
<b>Highest education</b>	- Master degree of Political Science, Ramkhamhaeng University - Bachelor Degree of Political Science, Ramkhamhaeng University	
<b>Passing the director training course</b>	- Director Certification Program – 303 /2021 - Advanced Certificate Course in Public Economic Management for Executives	
<b>Work Experience and the directorship / executive in other company</b>		
<b>Position in the company</b>	2020 – Present Director 2020 - Member of Nomination and Remuneration Committee	
<b>The directorship / executive in other listed company</b>	-None-	

<b>The directorship in other non-listed company</b>	<p>11 Companies</p> <ul style="list-style-type: none"> <li>- Managing Director, Manwood Company Limited</li> <li>- Director, Manwood intertrend Company Limited</li> <li>- Director, Charoensin capital Company Limited</li> <li>- Director, Charoensin Holding Company Limited</li> <li>- Director, Charoensin Tanning Industry Company Limited</li> <li>- Director, Dignity International Company Limited</li> <li>- Director, Fine Food Factor Company Limited</li> <li>- Director, Sangburapha Plantation Company Limited</li> <li>- Director, Charoensin Thanee Company Limited</li> <li>- Director, Nuradee Company Limited</li> <li>- Director, Venture Inter Plus Company Limited</li> </ul>
<b>Holding a position in any business that competes or is in connection with the Company's business that may cause a conflict of interest with the Company</b>	- There is no directorship / executive position in the said business.
<b>Meeting attendance in 2022</b>	<ul style="list-style-type: none"> <li>■ Board of Directors 6/7 times (Accounted for 86%)</li> <li>■ Nomination and Remuneration Committee 1/1 times (Accounted for 100 %)</li> <li>■ Annual General Meeting of Shareholders 2022 1/1 time (Accounted for 100 %)</li> </ul>
<b>Illegal record in the past 10 years</b>	- None-
<b>Relationships with Directors/ Executives</b>	<p>Brother : Mr.Suwatchai Wongcharoensin , Mr. Puvasith Wongcharoensin</p> <p>Mr. Kitichai Wongcharoensin</p>
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years</b>	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	-Yes-
2. Being a professional service provider (i.e., auditor, lawyer)	-No-
3. Having the significant business relations that may affect the ability to perform independently	-No-
<b>Expertise</b>	Footwear business

<b>Criteria for nominating directors</b>	<p>Mr. Natthakit Wongcharoensin has passed the scrutiny process of the Board of Nomination and Remuneration Committee. That there are qualifications suitable for the business operation of the company and has qualifications as a director according to the relevant laws / regulations Therefore deemed appropriate to propose Shareholders consider electing to be the Company's directors.</p>
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**Profiles of candidates nominated for election as directors of the Company**

<b>Name</b>	<b>Pol. Lt. Gen Chayoot Thanataweeruch</b>	
<b>Age</b>	66 years old	
<b>Type of director proposed for election</b>	Independent Director	
<b>Title</b>	Independent Director Member of Audit Committee member Member of Risk Management Committee	
<b>Date of being a director</b>	May 15, 2019	
<b>Number of years being the director</b>	4 years	
<b>Number and percentage of shareholding</b>	- None-	
<b>Highest education</b>	- Bachelor of Science (Business Administration) Pepperdine University U.S.A - Master of Business Administration (Finance) Westcoast University U.S.A.	
<b>Passing the director training course</b>	- Director Accreditation Program (DAP)- 162/2019	
<b>Work Experience and the directorship / executive in other company</b>		
<b>Position in the company</b>	2019 – Present Independent Director 2019 – Present Audit Committee member 2019 – Present Risk Management Committee	
<b>The directorship / executive in other listed company</b>	- None -	
<b>The directorship in other non-listed company</b>	- None -	
<b>Holding a position in any business that competes or is in connection with the Company's business that may cause a conflict of interest with the Company</b>	- There is no directorship / executive position in the said business.	

<b>Meeting attendance in 2022</b>	<ul style="list-style-type: none"> <li>■ Board of Directors 7/7 times (Accounted for 100 %)</li> <li>■ Audit Committee 4/4 times (Accounted for 100 %)</li> <li>■ Risk Management Committee 1/1 times (Accounted for 100%)</li> <li>■ Annual General Meeting of Shareholders 2022 1/1 times (Accounted for 100 %)</li> </ul>
<b>Illegal record in the past 10 years</b>	<b>- None-</b>
<b>Relationships with Directors/ Executives</b>	-None -
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years</b>	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	
-No-	
2. Being a professional service provider (i.e., auditor, lawyer)	
-No-	
3. Having the significant business relations that may affect the ability to perform independently	
-No-	
<b>Expertise</b>	Law
<b>Criteria for nominating directors</b>	<p>Pol. Lt. Gen Chayoot Thanataweeruch has passed the scrutiny process of the Board Nomination and Remuneration Committee. That there are qualifications suitable for the business operation of the company and has qualifications as a director according to the relevant laws / regulations Therefore deemed appropriate to propose Shareholders consider electing to be the Company's directors.</p>

**Profiles of the nominated auditors for the year 2023  
(CWWP COMPANY LIMITED)**

**1. Ms. Waraporn Panpakdeenupong**

**Education**

- Master of Accountancy Financial Accounting, Chulalongkorn University
- Bachelor of Business Administration (Financial Accounting) Ramkhamhaeng University

**Qualification / Experience**

- Certified Public Accountant of Thailand No.12261
- SEC Approved Auditor
- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Audit Manager of CWWP Company Limited since March 2020 until Present
- Assistant Manager of CWWP Company Limited since January 2016 until February 2020
- Head of Audit of CWWP Company Limited since April 2015 until December 2015
- Head of Audit of S.K. Accountant Services Company Limited since 2010 until March 2015
- Ms. Waraporn panpakdeenupong is a director and equity partner who has been in the auditing industry for more than 13 years, with expertise and audit skills especially to audit listed companies on the Stock Exchange of Thailand in various industries.

Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently  
-None-

**2. Ms. Chonthicha Lertwilai**

**Education**

- Master of Accounting Financial Accounting, Chulalongkorn University
- Bachelor of Business Administration Program (Accounting), Burapa University

**Qualification / Experience**

- Certified Public Accountant of Thailand No.12258
- SEC Approved Auditor
- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Senior Audit Manager of CWWP Company Limited since April 2019 to the present
- Audit Manager of CWWP Company Limited since April 2015 until March 2019
- Assistant Manager of S.K. Accountant Services Company Limited since 2011 until March 2015

- Ms. Chonthicha Lertwilai is an auditor and senior audit manager who has been in the auditing industry for more than 18 years, with expertise and audit skills especially to audit listed companies on the Stock Exchange of Thailand in various industries.

Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently

–None–

### 3. Ms. Waraporn Intaraprasit

#### Education

- Master of Accountancy Financial Accounting, Chulalongkorn University
- Bachelor of Business Administration Accounting Department Major of Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus

#### Qualification / Experience

- Certified Public Accountant of Thailand No.7881
- SEC Approved Auditor
- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Director and Equity Partner of CWWP Company Limited since April 2015 to the present
- Manager of S.K. Accountant Services Company Limited since 2008 until March 2015
- Ms. Waraporn Intaraprasit is a director and equity partner who has been in the auditing industry for more than 19 years, with expertise and audit skills especially to audit listed companies on the Stock Exchange of Thailand in various industries.

Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently

–None–

### 4. Ms. Wanraya Puttasatien

#### Education

- Master of Financial Accounting, Chulalongkorn University
- Bachelor of Business Administration Accounting Department Major of Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus
- Certificate in Auditing, Thammasart University

#### Qualification / Experience

- Certified Public Accountant of Thailand No. 4387
- SEC Approved Auditor

- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Managing Director and Equity Partner of CWWP Company Limited since April 2015 to the present
- Managing Director and Partner of S.K. Accountant Services Company Limited since 2009 until March 2015
- Senior Audit Manager at AMC Company Limited
- Professor of Accounting and Seminar in Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus and Krai Kang won Palace Campus
- Ms. Wanraya Puttasatien is a managing director and equity partner, who has been in the audit field for more than 30 years, with expertise and skills in auditing for companies listed on the Stock Exchange of Thailand in a variety of industries. Wanraya is also a professor of accounting and seminar in auditing to several large educational institutions.

Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently

**-None-**

**Contact Details : CWWP Company Limited**

No. 128/334-335 Phayathai Plaza Building 31th Floor, Phayathai Road, Thung Phayathai, Ratchathewi, Bangkok 10400 Thailand

**To amend the objectives of the Company's Articles of Association**

No. 20 Present	No. 20 Edited
<p>The board meeting Not less than one-half of the total number of directors must be present at the meeting to constitute a quorum. In case the Chairman is absent from the meeting or unable to perform duties If there is a vice chairman The Vice Chairman shall preside. If there is no vice-chairman or he is unable to perform his duty The members present at the meeting shall elect one among them to preside over the meeting.</p>	<p>The board meeting Not less than one-half of the total number of directors must be present at the meeting to constitute a quorum.</p> <p><u>The chairman of the board shall call the meeting of the board of directors. If it is reasonable or for the protection of the Company's benefit, at least two directors may jointly request that the chairman summons a board of directors' meeting and they shall also propose the meeting agenda and reasons to the chairman. In this case, the chairman shall summon and fix the date of the board of directors' meeting within fourteen days from the date of the request.</u></p> <p><u>In the case where the chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within fourteen days from the end of such fourteen day period mentioned in the above paragraph.</u></p> <p><u>In the absence of a chairman of the board of directors, the vice-chairman shall summon the meeting of the board of directors. In the case of the absence of a vice-chairman, a board of directors' meeting may jointly be summoned by at least two directors.</u></p>
No. 21 Present	No. 21 Edited
<p><u>The board of directors shall hold a meeting at least once every three months.</u></p> <p>The chairman of the board or the person entrusted shall send a written notice summoning a meeting of the board of directors to directors not less than seven days prior to the date of the meeting, except in the case of necessity or urgency to preserve the rights or interests of the Company, the meeting may be notified by other means and an earlier date of the meeting may be scheduled. In the case of a meeting via electronic media The notice of the meeting may be sent via electronic means.</p>	<p><u>Broad of Director must hold their board of directors (BOD) meeting every quarter.</u></p> <p><u>BOD and shareholders' meeting can be held via electronic means if there is no restriction under the articles of association of such public company and the head office of the public company will be considered as the venue of the meeting.</u></p> <p><u>In normal circumstances, a notice to the BOD must be sent to all directors at least 3 days prior to the meeting date. However, in case of emergency to protect rights or benefits of the public company, a notice to the BOD meeting may be sent via electronic means or any other means and an earlier meeting date may be fixed.</u></p>

No. 25 Present	No. 25 Edited
<p>The board of directors shall prepare a notice summoning a shareholders meeting indicating the place, date and time, the agenda of the meeting and matters to be proposed to the meeting along with reasonable details, by clearly specifying whether such matters are proposed for acknowledgement, approval or consideration, as the case may be, including opinions of the board of directors on such matters, and such notice shall be sent to the shareholders and registrar at least seven days prior to the date of the meeting, provided that such notice shall also be published in a newspaper not less than three days prior to the date of the meeting for not less than three consecutive days.</p> <p>The shareholders' meeting can be held at the locality where the company's head office is located or in other provinces.</p>	<p>The board of directors shall prepare a notice summoning a shareholders meeting indicating the place, date and time, the agenda of the meeting and matters to be proposed to the meeting along with reasonable details, by clearly specifying whether such matters are proposed for acknowledgement, approval or consideration, as the case may be, including opinions of the board of directors on such matters, and such notice shall be sent to the shareholders and registrar at least seven days prior to the date of the meeting, provided that such notice shall also be published in a newspaper not less than three days prior to the date of the meeting for not less than three consecutive days. The Company may send a summoning notice of the meeting and its related documents to shareholders by electronic means. In addition, publication of a notice of the meeting may be instead made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.</p> <p>The shareholders' meeting can be held at the locality where the company's head office is located or in other provinces.</p> <p><u>The shareholders' meeting may be conducted through electronic means. The head office of the company shall be deemed to be the meeting place.</u></p> <p><u>In the event that a meeting is held via electronic media The head office of the company shall be deemed to be the meeting place.</u></p> <p><u>In the case where the company or the board of directors is obligated to deliver letters or documents under this Act to directors, shareholders or creditors of the company If such person has notified the intention or consented to send the letter or document by electronic means The company or the committee may send such letter or document by means of electronic means.</u></p>
No. 27 Present	No. 27 Edited
<p>There shall be shareholders and proxies (if any) attending a shareholders meeting not less than twenty five (25) persons or not less than one- half (1/2) of the total number of shareholders and</p>	<p>There shall be shareholders and proxies (if any) attending a shareholders meeting not less than twenty five (25) persons or not less than one- half (1/2) of the total number of shareholders and</p>

holding shares in aggregate not less than one-third (1/3) of the total issued shares to constitute a quorum.	holding shares in aggregate not less than one-third (1/3) of the total issued shares to constitute a quorum.  <u>In the event that the shareholders call the meeting by themselves A shareholder calling a meeting may send a meeting notice to shareholders by means of electronic means. If that shareholder has informed the intention or given consent to the company or the board of directors.</u>  <u>And the proxy may be performed by electronic means instead. It must use a secure and reliable method that the proxy is made by the shareholder. In accordance with the criteria prescribed by law.</u>
<b>No. 35 Present</b>	<b>No. 35 Edited</b>
<p>Dividends shall not be paid other than out of profits. No dividends shall be paid while the Company has an accumulated loss.</p> <p>Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, unless the Company issues preference shares with the different conditions of entitlement to the dividend payment from the ordinary shares, the dividends shall be distributed as such, provided that payment of dividends shall be approved by the shareholders meeting.</p> <p>The board of directors may, from time to time, approve the interim dividends to shareholders when the board of directors finds that the profit of the Company justifies such payment, and shall report such payment to the shareholders at the next shareholders meeting after the payment.</p> <p>The payment of dividends shall be made within one month of the date of the resolution of the shareholders meeting or of the meeting of the board of directors, as the case may be, provided that the shareholders shall be notified in writing of such payment of dividends, and the notice of such payment of dividends shall also be published in a newspaper for not less than three consecutive days.</p>	<p>Dividends shall not be paid other than out of profits. No dividends shall be paid while the Company has an accumulated loss.</p> <p>Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, unless the Company issues preference shares with the different conditions of entitlement to the dividend payment from the ordinary shares, the dividends shall be distributed as such, provided that payment of dividends shall be approved by the shareholders meeting.</p> <p>The board of directors may, from time to time, approve the interim dividends to shareholders when the board of directors finds that the profit of the Company justifies such payment, and shall report such payment to the shareholders at the next shareholders meeting after the payment.</p> <p><u>The payment of dividends shall be made within one month of the date of the resolution of the shareholders meeting or of the meeting of the board of directors The written notices to the shareholders and publication of the notice of the dividend payment may be made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.</u></p>



## **Documents and Evidence for registered 2023 AGM**

### **Documents that must be presented for registered.**

1. In the event the shareholder is present in person as an individual person:
  - Notification of Meeting
  - The identification card of the shareholder issued by a government unit, which has not yet expired, such as, ID card, a driving license or a passport which certified true and correct copy. And in the event of a change of first name and/or family name, evidence thereof shall also be submitted.
  - Shareholder email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means.

### **2. Documents required for appointment of proxy**

#### For shareholders who are natural persons:

- A duly completed proxy form signed by the shareholder and the proxy, together with THB 20 stamp duty;
- A certified true copy of the shareholder's identification document issued by governmental authorities, e.g., identification card, driver's license, or passport;
- A certified true copy of the proxy's identification document issued by governmental authorities, e.g., identification card, driver's license, or passport; and
- The proxy's email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means

#### For shareholders who are juristic persons registered in Thailand:

- A duly completed proxy form, signed by the proxy and the authorized signatory(ies) of the shareholder, with the company seal affixed (if any), and THB 20 stamp duty;
- A copy of the affidavit or certificate of incorporation of the shareholder issued by the Ministry of Commerce or relevant authority not more than three months prior to the date of the meeting, certified by the authorized signatory(ies) of the shareholder, with the company seal affixed (if any);
- A certified true copy of the identification documents of the authorized signatory(ies) of the shareholder issued by governmental authorities, e.g., identification card, driver's license, or passport;
- A certified true copy of the identification document of the proxy issued by governmental authorities, e.g., identification card, driver's license, or passport;
- The proxy's email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means

For shareholders who are juristic persons registered overseas:

- A duly completed proxy form, signed by the proxy and the authorized signatory(ies) of the shareholder, with the company seal affixed (if any), and THB 20 stamp duty;
- A copy of the certificate of incorporation or equivalent constitutional document(s) of the shareholder issued by the relevant authority, containing the name of the shareholder, its registered address, and the name(s) of the authorized signatory(ies) and the authority of such person(s), certified by the authorized signatory(ies) of the shareholder, with the company seal affixed (if any);
- A certified true copy of the identification document of the authorized signatory(ies) of the shareholder issued by governmental authorities, e.g., identification card, driver's license, or passport;
- A certified true copy of the identification document of the proxy issued by governmental authorities, e.g., identification card, driver's license, or passport;
- The proxy's email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means

In the event of proxy granted by a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares:


Documents and evidence from the custodian

- A letter of proxy which has been filled in correctly and completely and signed by such person authorized to act on behalf of the custodian as registered, in his/her capacity as grantor, and signed by the proxy holder and fully affixed THB 20 stamp duty;
- A letter confirming that the person signing the letter of proxy is authorized to carry on the business of a custodian, which letter has been signed by the person authorized to act on behalf of the custodian and affixed with the seal (if any) as registered;
- A copy of the custodian's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person authorized to act on behalf of the custodian and affixed with the seal (if any) as registered, with a statement indicating that the custodian's representative signing the letter of proxy in his/her capacity as grantor is authorized to act on behalf of the custodian;
- A certified true copy of the identification documents of the authorized signatory(ies) of the shareholder issued by governmental authorities, e.g., identification card, driver's license, or passport, which copy is certified true and correct by his/her signature
- A certified true copy of the documents issued by governmental authorities to the person authorized to act on behalf of the custodian which the proxy is the individual person, with certified true and correct by his/her signature

## Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/CPL154218R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2023 at 8:30 a.m. and shall be closed on 25 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 25 April 2023 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 21, 2023 at 5.00 p.m.

**Company Name:** CPL Group Public Company Limited

**Department:** Company Secretary Office

**Address:** No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280, Thailand

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



02-931-9138



@inventechconnect

The system available during XXXXXXXXxxxxxxXXXXXXXXX at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



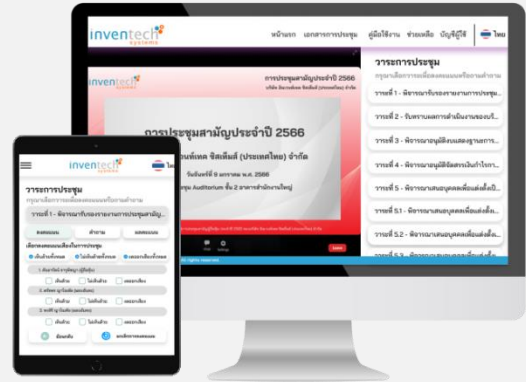
**Report a problem**

@inventechconnect

## Step voting process (e-Voting)

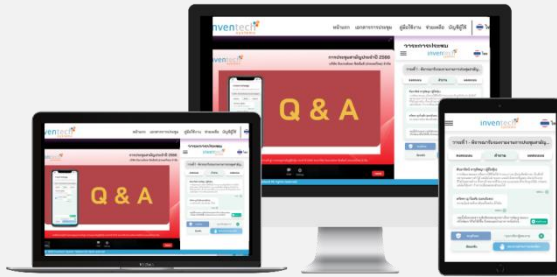
### Use Cases PC/Laptop and Mobile/iPad

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



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

## Step to ask questions via Inventech Connect



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

## How to use Inventech Connect



User Manual e-Request



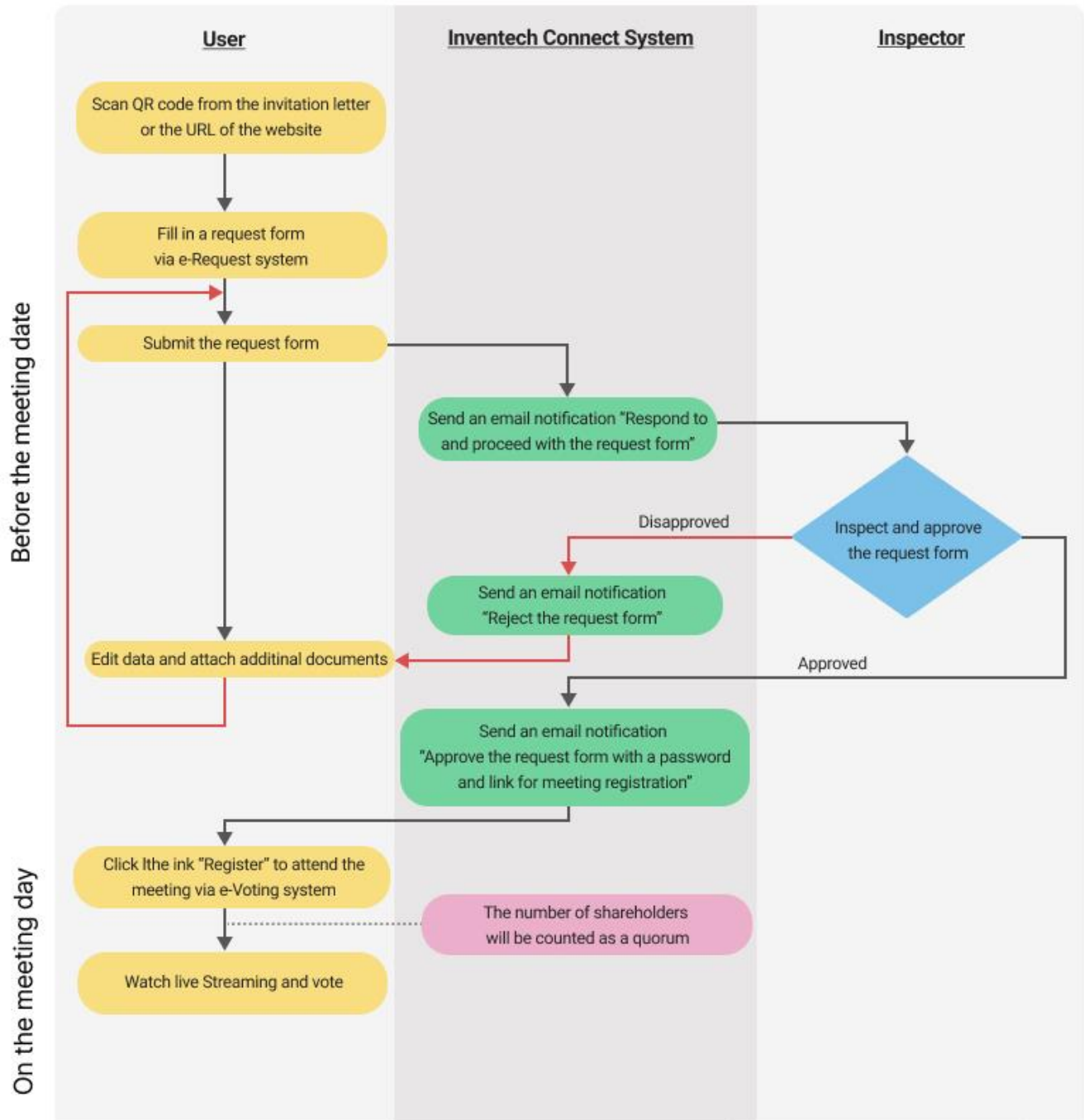
User Manual e-Voting

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

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**\*\* The system does not supported internet explorer.**

## Guidelines for attending of Electronic Meeting



### System Usage Conditions

#### In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account , he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

#### In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinishedagenda items meeting base.

**PROXY FORM A**

Written at .....

Date.....Month.....Year.....

(1). I/We ..... Nationality .....

Address ..... Road ..... Tambal/Sub-District .....

District ..... Province ..... Postcode .....

(2). being (a) shareholder of **CPL Group Public Company Limited**

holding total of ..... shares and have a rights to ..... Votes

(3) Hereby appoint

**May grant proxy to the Company's Independents Director of which details as shown in attachment 9**

☐ 1. Name ..... Age ..... years

Address ..... Road ..... Tambal/Sub-District .....

District ..... Province ..... Postcode .....

☐ 2. Name Mr.Supapat Ongsangkoon (Independent Director) Age 62 years

Address 700 Moo 6 Road Sukhumvit Tambal/Sub-District Bangpoomai

District Munag Province Samutprakarn Postcode 10280

☐ 3. Name Dr. Mongkon Laoworapong (Independent Director) Age 54 years

Address 700 Moo 6 Road Sukhumvit Tambal/Sub-District Bangpoomai

District Munag Province Samutprakarn Postcode 10280

Only one of them as my/our proxy to be my representative to join and vote in the 2023 Annual General Meeting of Shareholders (E-AGM) on Thursday, April 25, 2023 at 2.00 P.M. CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

Signature ..... Grantor

(.....)

Signature ..... Proxy

(.....)

**Remarks**

Shareholders appointing a proxy may appoint only one person to attend and vote at the meeting, and may not divide shares amongst more than one proxy in order to split votes. Votes may be cast in favor of the appointment of all proposed directors or of certain proposed director(s) only

**Proxy From B**  
(Specific Details Form)

Shareholders' Registration No. ....

Written at .....

Date.....Month.....Year.....

(1) I/We.....Nationality.....  
Address .....

(2) Being a Shareholder of **CPL GROUP PUBLIC COMPANY LIMITED**

Holding the total amount of.....shares and have the rights to vote equal to.....votes as follows:

- ☐ Ordinary share.....shares have the rights to vote equal to.....votes  
☐ Preferred share.....shares have the rights to vote equal to.....votes

(3) Hereby appoint May grant proxy to the Company's Independents Director of which details as shown in attachment 9

☐ 1. Mr./Mrs./Ms.....Age.....years, residing at.....  
Road.....Sub- District.....District.....  
Province.....Postal Code.....**or**

☐ 2. Mr. Supapat Ongsangkoon.....Independent Director.....Age.....62.....years, residing at.....700 Moo 6  
Road.....Sukhumvit.....Sub- District.....Bangpoo-mai.....District.....Munag.....  
Province.....Samutprakarn.....Postal Code.....10280.....**or**

☐ 3. Dr. Mongkon Laoworapong.....Independent Director.....Age.....54.....years, residing at.....700 Moo 6  
Road.....Sukhumvit.....Sub- District.....Bangpoo-mai.....District.....Munag.....  
Province.....Samutprakarn.....Postal Code.....10280.....

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2023 Annual General Meeting of Shareholders (E-AGM) on April 25, 2023 at 2.00 p.m. CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or such other date, time and place as the meeting may be adjourned

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

**Agenda Item 1 To consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:  
☐ Approve ☐ Disapprove ☐ Abstain



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

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 3 To consider and approve the consolidated financial statement for the year ending December 31, 2022**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 4 To consider and approve Omission of Dividend Payment for the Company's performance of the year 2022**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 5 To approve of the nomination of directors whose tenures are expired by rotation**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ **Vote for all nominated candidates**
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Vote for an individual nominated candidate**
- Name of the nominated candidate **1. Ms. Chen Yun Wen**
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of the nominated candidate **2. Mr. Natthakit Wongcharoensin**
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of the nominated candidate **3. Pol. Lt. Gen Chayoot Thanataweeruch**
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 6 To approve of the directors' remuneration for the year 2023**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 7 To approve the re-appointment of the Company auditor and fixing the audit fee for the year 2023**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 8 To Consider and Approve the amendment of the Company's Articles of Association**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 9 Any other business (if any)**

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

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

☐ Approve      ☐ Disapprove      ☐ Abstain

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

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

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

Signature \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signature \_\_\_\_\_ Proxy

(\_\_\_\_\_)

**Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy**

**Form (Issue 5) 2007**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
2. Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors
3. In case there are additional agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item (s).

**Supplemental Proxy Form B**

(Specific Details Form)

The proxy as a shareholder of CPL GROUP PUBLIC COMPANY LIMITED

At the meeting of the 2023 Annual General Meeting of Shareholders (E-AGM) of CPL GROUP PUBLIC COMPANY LIMITED

on Thursday, 25 April, 2023 at 2.00 p.m. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6

Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or such other date, time and place as the meeting may be adjourned.

**Agenda** \_\_\_\_\_ **Subject :** \_\_\_\_\_

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

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

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda** \_\_\_\_\_ **Subject :** \_\_\_\_\_

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

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

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda** \_\_\_\_\_ **Subject :** \_\_\_\_\_

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

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

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda** \_\_\_\_\_ **Subject** **Election of the Directors to replace those who will retire (continued)**

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

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

☐ **Vote for all nominated candidates**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate Ms. Chen Yun Wen

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate Mr. Natthakit Wongcharoensin

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate Pol. Lt. Gen Chayoot Thanataweeruch

☐ Approve ☐ Disapprove ☐ Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signature \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signature \_\_\_\_\_ Proxy

(\_\_\_\_\_)

### PROXY FORM C

(For foreign shareholders who have custodian in Thailand only)

Written at .....

Date ..... Month ..... Year .....

(1) I/We ..... Nationality .....

Address ..... Road ..... Tambal/Sub-District .....

District ..... Province ..... Postcode .....

Custodian .....

being (a) shareholder of **CPL Group Public Company Limited**

holding total of ..... shares and have a rights to ..... Votes

(2) Hereby appoint

May grant proxy to the Company's Independent Director of which details as shown in attachment 9

☐ 1. Name ..... Age ..... years

Address ..... Road ..... Tambal/Sub-District .....

District ..... Province ..... Postcode .....

☐ 2. Name ..... Mr. Supaput Ongsangkoon ..... Independent Director ..... Age ..... 62 ..... years

Address 700 Moo 6 ..... Road ..... Sukhumvit ..... Tambal/Sub-District ..... Bangpoo-mai .....

District ..... Munag ..... Province ..... Samutprakarn ..... Postcode ..... 10280 .....

Is not a conflict of interest in this Annual General Meeting Shareholder or

☐ 3. Name ..... Dr. Mongkon Laoworapong ..... Independent Director ..... Age ..... 54 ..... years

Address 700 Moo 6 ..... Road ..... Sukhumvit ..... Tambal/Sub-District ..... Bangpoo-mai .....

District ..... Munag ..... Province ..... Samutprakarn ..... Postcode ..... 10280 .....

Is not a conflict of interest in this Annual General Meeting Shareholder.

Only one of them as my/our proxy to be my representative to join and vote in the 2023 Annual General Meeting of Shareholders (E-AGM) of on April 25, 2023 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

(3) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

☐ Grant partial the total amount of shares holding and entitled to vote

☐ Grant partial shares of

Ordinary share ..... shares and have the right to vote equal to ..... votes

(4) I/WE authorize my/our Proxy to cast the votes according to my/our intention as follows:

**Agenda 1: To consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders**

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

☐
☐

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

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

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

**Agenda 3: To consider and approve the consolidated financial statement for the year ending December 31, 2022**

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

**Agenda 4: To consider and approve Omission of Dividend Payment for the Company's performance of the year 2022**

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

**Agenda 5: To consider and approve of the nomination of directors whose tenures are expired by rotation**

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

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

☐ **Vote for all nominated candidates**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate **1. Ms. Chen Yun Wen**

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate **2. Mr. Natthakit Wongcharoensin**

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate **3. Pol. Lt. Gen Chayoot Thanataweeruch**

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6: To consider and approve the directors' remuneration for the year 2023**

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

**Agenda 7: To consider and approve the re-appointment of the Company auditor and fixing the audit fee the year 2023**

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

**Agenda 8: To Consider and Approve the amendment of the Company's Articles of Association**

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

**Agenda 9: Other business (If any)**

☐ (c) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

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

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks

1. The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
  - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
  - (2) Letter of certification to certify that the proxy Form have a permit to act as a custodian.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.

### Supplemental PROXY FORM C

The proxy is granted by a shareholder of CPL Group Company Limited.

The 2023 Annual General Meeting of Shareholders (E-AGM) on April 25, 2023 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

Agenda..... :

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

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

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

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

I/ We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signature \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy

( \_\_\_\_\_ )



**Profile of the Independent Director**

**For shareholder to grant the independent director as proxy**



**1. Mr. Supapat Ongsangkung**

**Age** 62 years

**Position** Independent Director/Chairman of Audit Committee/  
Chairman of Investment Advisory Committee

**Address** CPL Group Public Company Limited 700 Moo 6, Sukhumvit road,  
Bangpoo-mai, Amphurmunag, Samutprakarn 10280

**Special Equity** -



**2. Dr. Mongkol Laoworapong**

**Age** 54 years

**Position** Independent Director/ Audit Committee Director/  
Chairman of Risk Management Committee/  
Chairman of Nomination and Remuneration Committee

**Address** CPL Group Public Company Limited 700 Moo 6, Sukhumvit road,  
Bangpoo-mai, Amphurmunag, Samutprakarn 10280

**Special Equity** -

### **Independent Director**

The company determines components for Board of Directors to be consisting of at least 1/3 of independent of total number of the company's directors. Board of Directors determines qualities of independent director as follows;

1. Hold shares no more than 1.0% of total number of share with voting right of the company, head office, subsidiary, joint company, major shareholder, or person with power to control the company, which shall also include shareholding of related person of that independent director.
2. Not being or never been a director involved in management, employee, consultant who receives regular salary, or person with controlling power of the company, head office, subsidiary, joint company, subsidiary at the same level, major shareholder, or of person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appointed as independent director.
3. No blood relationship or by registration according to the law in the manner of father, mother, spouse, sibling, and child, including spouse of the child, of executive, major shareholder, person with controlling power, or person to be nominated as executive or person with controlling power of the company or subsidiary.
4. Not having or never have business relationship with the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company in the manner that is preventing one's independent judgment, including not being or never been implied shareholder or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appointed as independent director.
5. Not being or never been an auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or partner of audit firm that has audited the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appointed as independent director.
6. Not being or never been service provider in any profession, including providing service of legal advisor or financial advisor who receive service fee of more than THB 2 million per year from the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or

shareholder of service provider in that profession except being freed from such characteristic for at least 2 years before being appoint as independent director.

7. Not being a director that was appointed as director's representative of the company, major shareholder, or shareholder who is related to major shareholder.
8. Not operating a business that has the same condition, and is an implied competition with business of the company or subsidiary, or not being an implied partner in a partnership, or is a director involved in management, employee, consultant who receives regular monthly salary, or hold share more than 1.0% of total shares with voting right of other company, which operate a business that has the same condition, and is an implied competition with business of the company or subsidiary.
9. Not having any other characteristic that cannot provide independent comment regarding the company's operation.

## **Articles of Association concerning shareholders meetings**

### **Board of Director**

**Articles 11** The company shall be managed by a Board of Directors, consisting of at least five (5) persons, of whom at least half must reside within the Kingdom and must have the Qualifications prescribed by law.

**Articles 12** The election of the board of Directors shall be in accordance with the following rules and procedures:

- (1) Each shareholder has one vote for each share.
- (2) Each shareholder may exercise all the votes he or she has under (1) to appoint the nominated persons on a person-by-person basis or an en bloc basis. The shareholder cannot split his or her votes between more than one person or in the basis extent.
- (3) The persons obtaining the most votes in descending order will be elected as directors equal to the number of positions to be filled at the meeting. If two or more persons receive equal votes and the number of candidates exceeds the positions to be filled, the Chairman of the meeting has a casting vote. In the case of a tied vote, the last person shall be decided by the casting vote of the Chairman of the meeting.

**Article 13** At every annual general ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number closest to decide by drawing lots. In subsequent years, the directors who have held office longest shall retire. The director who retire under this Clause are eligible for re-

**Article 14** The remuneration of the directors of the Company shall be fixed at a meeting of Shareholders of the Company.

### **Shareholders Meeting**

**Articles 24** The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the company. Shareholders meeting other than the one referred to in the first paragraph shall be called extra ordinary general meeting. The board of directors may call an extraordinary general meeting of shareholders any time the board considers it expedient to do so. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of

directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

**Articles 25** In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in newspaper at least three days prior to the date of the meeting. The place of the meeting referred to in the first paragraph shall be in the province in which the head office of the company is located or in a nearby province, unless otherwise stipulated by the articles of association.

**Articles 26** Shareholders are entitled to attend and vote at the shareholder meeting but they may authorize other persons as proxies to attend and vote at any meeting on their behalf. The instrument appointing the proxy shall be submitted to the chairman of the board of the person designated by the chairman of the board.

**Articles 27** Unless otherwise stipulated by this Act, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less one-third of the total number of shares sold of the company. At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required. The Chairman of the board shall be the chairman of shareholder meeting. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Articles 28** Unless otherwise stipulated by this Act, a resolution of the shareholder meeting shall require in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote. In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote: the sale or

transfer of the whole or important parts of the business of the company to other persons; the purchase or acceptance of transfer of the business of other companies or private companies by the company: The making, amending or Terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

**Articles 29** Business to be transacted at the annual ordinary meeting of Shareholders is as follows:

- (a) Consideration of report of the Board of Directors on the conduct of the company's business during the past year.
- (b) Adoption of Financial Statements
- (c) Appropriation of profits.
- (d) Election of Directors to replace those retiring by rotation
- (e) Appointment of auditors
- (f) Any other business

## **Privacy Notice (PDPA)**

CPL Group Public Company Limited (the "Company") prioritizes the collection and protection of your personal data, therefore, the Company would like to inform the guidelines in order to comply with Personal Data Protection Act, B.E. 2562 (PDPA) as follows:

### **1. Definition**

**"Company"** means CPL Group Public Company Limited

**"You"** means a data subject such as a shareholder and a proxy

**"Personal Data Protection Laws"** means Personal Data Protection Act B.E. 2562 (as amended) and the relevant laws.

**"Personal Data"** means any information relating to a person, which enables the identification of such person, whether directly or indirectly, but not including the information of the deceased persons in particular under Personal Data Protection Laws.

### **2. Purposes, necessities and Personal Data to be collected**

The Company has to collect your Personal Data which You have informed the Company e.g., name, surname, mobile phone number and national identification card number, electronic traffic information, and other information relating to your meeting for the following purposes.

- To summon and hold the 2023 Annual General Meeting of Shareholders under the law.
- To deliver the notice of the 2023 Annual General Meeting of Shareholders together with its enclosures.

### **3. Source of Personal Data**

- Receive directly from You through the channels which the Company provides to verify the identity to attend the meeting.
- Receive from Thailand Securities Depository Company Limited (TSD) as the Company's securities Registrar as of the latest Record Date.
- Receive from the video and voice records during the 2023 Annual General Meeting of Shareholders.

### **4. Data Processing**

The Company uses the Personal Data relating to the 2023 Annual General Meeting of Shareholders to summon the meeting, verify identity to attend the meeting, count the quorum, count the votes, or take any action relating to the meeting and disclose the Personal Data to the 2023 Annual General Meeting of Shareholders Service Provider to process such actions.

## 5. Period of Collecting Personal Data

The Company will collect your Personal Data as specified in this document throughout the period which the data is required to be used and as required by law for the purpose of the arrangement of the 2023 Annual General Meeting of Shareholders.

For shareholders and proxies who have queries during the meeting, the Company may record your name and surname in the minutes of the meeting which such minutes will be disclosed on the Company's website and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce and any relevant agencies prescribed by law.

## 6. Data Subject's Rights

As You are a data subject, You have the rights as stipulated in Personal Data Protection Act B.E. 2562 including the right to withdraw the consent, the right to request access and receiving the Personal Data, the right to request amendment of the Personal Data, the right to request deletion and destruction of the Personal Data, the right to request suspension of the use of the Personal Data, the right to request transfer of the Personal Data by means prescribed by law, the right to complain, and the right to object to the collection, use or disclosure of the Personal Data relating to You. In case You would like to exercise such rights, please contact

- 1) By mail : “Company Secretary Office” CPL Group Public Company Limited

No. 700, Moo 6, Sukhumvit Road, Bang Pu Mai Sub-district, Muang District, Samut Prakan Province 10280

- 2) E-mail: [DPO@cpl.co.th](mailto:DPO@cpl.co.th)

## Security Measures

The Company provides the Personal Data protection system according to "Personal Data Protection Policy" of the Company for protecting the access, change, and destruction without the Company's permission by using the standard security system to protect your Personal Data. For the collection, use and/or disclosure of the Personal Data, whether in whole or in part, the Company agrees to operate in accordance with the rights and obligations under the Personal Data Protection Laws.

Remark In the identification documents which you send to the company such as copy of national identification card or other official documents, you can conceal the sensitive information before sending to the company, such as race, blood type, religion, which is not an information necessary for the 2023 Annual General Meeting of Shareholders. If you do not conceal such information, the company will reserve the right to conceal such information on the documents without being regarded as the collection of your sensitive information.