

March 26, 2024

Subject: Invitation to the Annual General Meeting of Shareholders 2024 by Teleconference using Electronic Device (E-AGM).

To: All Shareholders.

**Enclosures:**

Documents accompanying Agenda

1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholder held on April 25, 2023 (Attachment 1)
2. From 56-1 One Report, together with the Financial Statement of the company for the financial year ended December 31, 2023 (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 2024 (Attachment 4)

Documents accompanying the Meeting

5. Notification of Meeting (Please see the separate document)
6. Registration documents, registration and meeting processes and voting procedures and vote counting.
7. Proxy Form A, B, and C. (Shareholders can download the proxy form, Form A, Form B, and Form C, from the company's website <https://www.cpl.co.th/en/investor-relations/shareholders-information/shareholder-s-meeting> )
8. Profiles of independent directors to serve as proxy of the shareholder and qualification of Independent directors.
9. Articles of Association of the Company concerning shareholder's meeting.
10. 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 2024 will be held on April 26, 2024 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 2023.**

**Objective and Reason:**

The company had prepared Minutes of the Annual General Meeting of shareholders 2023 held on April 25, 2023. 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 2023 which was convened on April 25, 2023 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 2023**

**Objective and Reason:**

The Operation results of the company for the year 2023 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, 2023.**

**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 2023, 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

<b>Financial Statements</b>	<b>2022</b>	<b>2023</b>
<b>Total assets (million baht)</b>	2,483.17	2,490.33
<b>Total liability (million baht)</b>	1,489.69	1,672.09
<b>Shareholder equity (million baht)</b>	993.50	817.97
<b>Total revenue (million baht)</b>	2,375.51	1,841.48
<b>Net profit (Loss) (million baht)</b>	19.43	(170.22)
<b>Earnings (Loss) per shares (bath)</b>	0.04	(0.39)

**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 2023**

**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	2021	2022	2023
<b>1. Amount of Shares (Million share)</b>	439.84	439.84	439.84
<b>2. Net Profit (Loss) (Million baht )</b>	69.06	19.43	(170.22)
<b>3 Profit (Loss) per shares</b>	0.16	0.16	(0.39)
<b>4. Total Dividend Payment per shares</b>	0.05	-	-

**Opinion of the Board:**

According to the company's performance for the year 2023, the company has a loss of 170.22 million baht. The Board of Directors considered and agreed to propose to the 2024 Annual General Meeting of Shareholders to approve the omission of dividend payment. And refrain from allocating profits and legal reserves for the year 2023 because the company has a loss. **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 2024**

**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. Mr. Suwatchai Wongcharoensin Director
2. Mr. Puvasith Wongcharoensin Director
3. Dr. Mongkon Laowarapong Independent director

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, 2023 until January 15, 2024 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 2024**

**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:

	Year 2022	Year 2024 (Proposed year)
Directors' remuneration (MB/Year)	not exceed 8 MB	not exceed 6 MB
Number of Directors ( person)	9	9

Details of remuneration for each committee are as follows:

Positon	Year 2023		Year 2024 proposed to the meeting for approval	
	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 (Nomination and Remuneration Committee, Risk Management Committee, Advisory investment Committee)</b>				
Chairman	-	15,000.00	-	15,000.00
Member	-	10,000.00	-	10,000.00
Other remuneration	-There are no other remuneration -			

**Objective and Reason:**

Agreed to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the directors the Audit Committee for the year 2024 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 2023.

In 2023, the company paid directors' remuneration in the amount of 5,800,000 baht. Details appear in the 2023 annual report (Form 56-1 One Report).

**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 2024**

**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 SP Audit Co., Ltd. as the Company's auditing office. Last year, the services of the Company's audit were used. CWWP Co.,Ltd (CWWP), but due to the merger of the audit firm, it must comply with the requirements of the Securities and Exchange Commission. In terms of determining the number of auditors in the capital market. Based on these principles, the audit firm is affiliated with CWWP and SP Audit Co., Ltd. (SP) therefore had a merger. After the merger, the CWWP auditor and team remained the original service team. Auditor 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. To consider and approve the appointment of auditors and approve the audit fees as follows: which appeared information of all 9 auditors in the supporting documents for agenda 7

1. Appoint an auditor from SP Audit Company Limited to be the Company's auditor in the year 2024 with the list of auditors as follows:

Name	Certified Public Accountant	Number of years of auditing for the Company
1. Miss. Wanraya Puttasatien	4387	2 (2020, 2023)
2. Miss. Waraporn Intaraprasit	7881	-
3. Miss. Chonthicha Lertwilai	12258	1 (2021)
4. Miss susan eiamvanicha	4306	-
5. Mr. suchart panitcharoen	4475	-
6. Miss Wandee Eiamvanicha	8210	-
7. Miss Chuenta Chommern	7570	-
8. Mr. Kiatisak Vanithanont	9922	-
9. Miss Amornrat Chaeuthongborisut	10998	-

2. Approve Auditor fee for year 2024 amount of 1,860,000 baht. Excluding other expenses such as transportation to and from the hotel. The audit fee for 2024 increased from the previous year by 50,000 baht for the details of the audit fee for 2024 as follows:

Description	2023	2024	change Increase/ (decrease)
<b>Auditor Fee of the Company</b>	1,730,000	1,780,000	50,000
Subsidiaries	80,000	80,000	-
<b>Total</b>	<b>1,810,000</b>	<b>1,860,000</b>	<b>50,000</b>
Other expenses <b>such as, transportation, hotel etc.</b>	61,922	actual incurred amount	-

3. 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, SP Audit is able to audit and comment on the financial statements of the Company independently.

4. 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

5. The Board of Directors will ensure that the financial statements can be prepared in time.

**Voting Rule:**

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

**Agenda 8: Any other business (if any).**

Information for shareholders:

1. The Company has determined the names of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) which is March 14, 2024 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 2024 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, 2023 to January 15, 2024 by The offer must be in accordance with the Company's regulations which are posted on the Company's website. [www.cpl.co.th](http://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 2 to acknowledge the Company's Business Performance of 2023 this agenda requires no vote of shareholders.
  - Agenda 6, regarding the approval of directors' remuneration for the year 2024 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.
4. At the 2024 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 Inventech 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 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 please note that the electronic registration will be available from 19 April 2024 at 8:30 a.m. and shall be closed on 26 April 2024 until the end of the meeting. 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 6 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 8 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 can download <https://www.cpl.co.th/th/investor-th/shareholders-th/annual-general-meeting-of-shareholders-th> for attending the meeting 6-7 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 , [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 23, 2024 and for the 2024 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