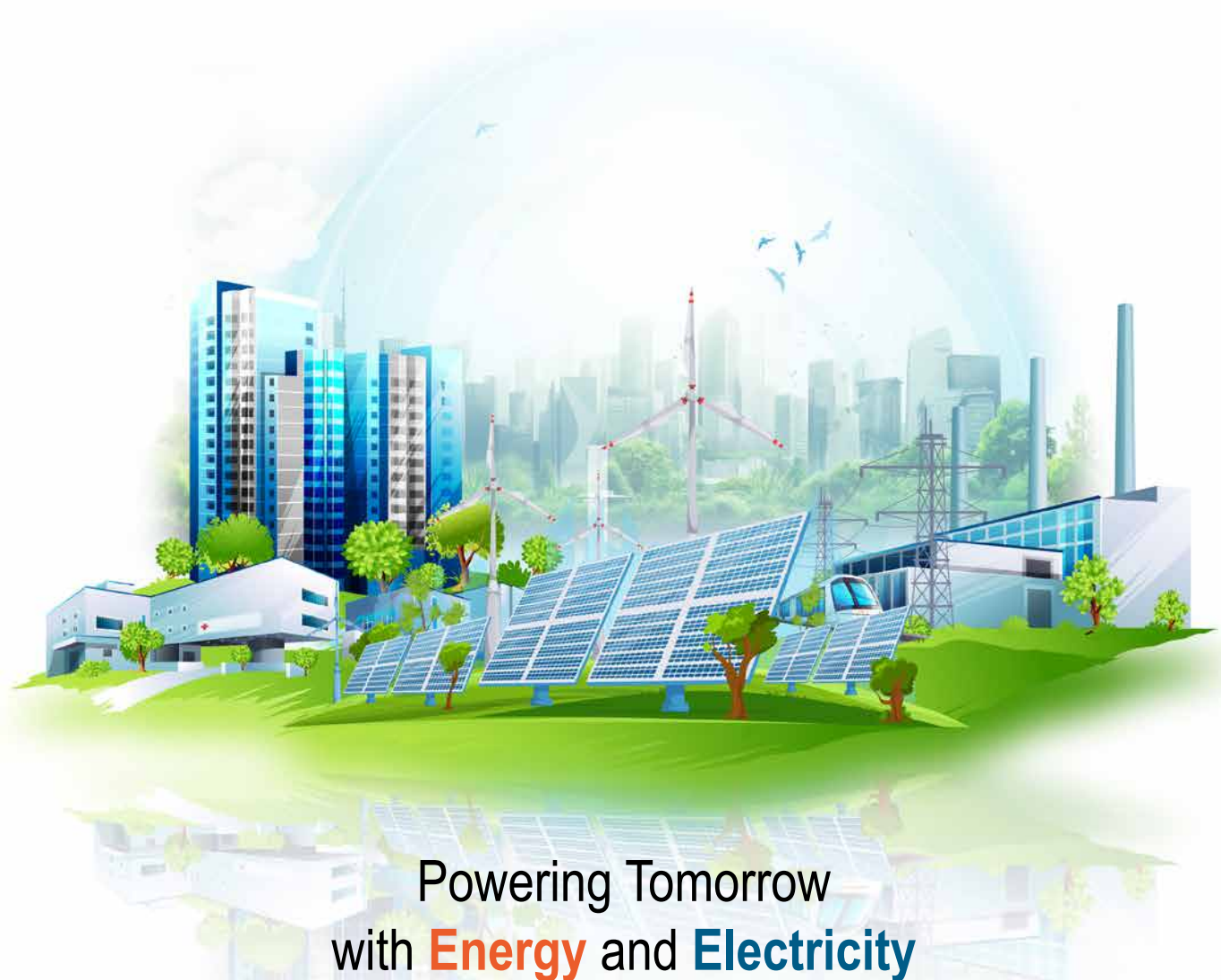


**Notice of the 2024
Annual General Meeting of Shareholders**
QTC Energy Public Company Limited



Thursday 4 April 2024 at 14.00 p.m.
by Electronic Method (E-AGM) only

Subject: Notice of the 2024 Annual General Meeting of Shareholders

To: Shareholders

Attachments:

1. 56-1 One Report comprising a copy of the audited financial statement for 2023 ended as at 31 December 2023 (QR Code)
2. Copy of the minutes of the 2023 Annual General Meeting of Shareholders
3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
4. Qualifications of Independent Director of the Company
5. Profiles of the Company's auditors for 2024
6. Company's Articles of Association concerning shareholders meetings and voting procedures
7. Profiles of the independent directors proposed by the Company as proxies
8. Guidelines for attending the 2024 AGM through Electronic Media (E-AGM) and the Appointment of Proxies
9. Personal Data Protection Notice for the Shareholder Meeting QTC Energy Public Company Limited
10. Registration form for attending the 2024 AGM through Electronic Method (E-AGM)
11. Proxy form
12. Manual for attending the Annual General Meeting of Shareholders via Electronic Method (QR Code)

NOTICE is hereby given that QTC Energy Public Company Limited (the Company) is holding the 2024 Annual General Meeting of Shareholders (the 2024 AGM) on Thursday 4 April 2024 at 14.00 p.m., will be held via an electronic device only., according to the Emergency Decree on Electronic Meeting. The agenda of the Meeting will be as follows:

1. To consider and acknowledge the minutes of the 2023 Annual General Meeting of Shareholders

Facts and reasons: The 2023 Annual General Meeting of Shareholders (the 2023 AGM) was held on 31 March 2023 and the copy was sent to the Stock Exchange of Thailand within 14 days from the date of the 2023 AGM. The Board of Directors has reviewed such minutes, which were correctly recorded in accordance with the resolutions of the 2023 AGM and posted on the Company's website (<http://www.qtc-energy.com>) on 10 April 2023 so as to disclose such minutes to its shareholders and investors. There were no comments and objections.

Board's opinion: The Board recommends that the minutes of the 2023 Annual General Meeting of Shareholders, as detailed in Attachment 2, be proposed to the 2024 AGM for acknowledge

Resolution This agenda is for an acknowledgment, which does not require resolution.

2. To consider and acknowledge the Company's operating results in respect of 2023

Facts and reasons: The details of the Company's operating results in respect of 2023 are set out in the 2023 56-1 One Report part 1 section 4 Management Discussion and Analysis sent to the shareholders in the form of QR Code together with the Notice of 2024 Annual General Meeting of Shareholders (Enclosure no. 1).

Board's opinion: The Board recommends that such operating results, as detailed in the Enclosure no.1, be proposed to 2024 AGM for further acknowledgement.

Resolution This agenda is for an acknowledgment which does not require resolution.

3. To consider and approve the consolidated financial statements in respect of the fiscal year ended as at 31 December 2023

Facts and reasons: The Board has arranged to have the Company's consolidated financial statements in respect of the fiscal year ended as at 31 December 2023 and audited by the certified public accountant in order to submit such financial statements to the shareholders' meeting for further consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992) (see details in Attachment 1).

Board's opinion: The Board recommends that Company's audited consolidated financial statements in respect of the fiscal year ended as at 31 December 2023, as detailed in the 56-1 One Report part 3 Financial Reports (Enclosure no.1), be proposed to 2024 AGM for further consideration and approval.

Resolution This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

4. **To consider and approve the distribution of dividend derived from retain earnings of the Company**

Facts and reasons: The Company has policy for payment of annual dividends at no less than fifty percent of the net profit in separate financial statements after deduction of juristic person income taxes and allocation of reserve funds in compliance with the law. However, the Company may consider dividend payments differing from the set policy, depending upon business performance, financial liquidity, economic conditions and necessity to use current capital in order to manage operations and expand the Company's business.

In addition, Sections 115 and 116 of the Public Companies Limited Act B.E. 2535 and Clauses 47, 49 and 50 of the Company's Articles of Association provide that:

1. Shareholders' meeting must consider allocation of profit and payment of annual dividend
2. The company must allocate 5 percent of the annual net profit (after deduction of (carried forward) retained loss (if any)) as legal reserve until it reaches 10 percent of registered capital
3. No dividend can be paid from other type of monies except for profit and no dividend is made if the Company incurs retained loss

According to the Company's operating results for the fiscal year ended 31 December 2023, it had total the net profit as per the separate financial statements of 48,037,316 Baht and the retain earnings of 137,042,386 Baht.

The Company had set aside a reserve fund up to the ten per cent of the registered capital.

Board's opinion: The Board deems it appropriate to propose to the shareholders' meeting to consider and approve the payment of dividend from retain earnings of the Company in the amount of Baht 0.20 for 341,092,557 shares, totalling 68,218,511.40 Baht. The names of shareholders who are entitled to receive dividends will be determined on 17 April 2024 (Record Date), and the dividends will be paid on 30 April 2024.

The dividend pay-out's rate is not consistent with the Company's dividend policy due to the fact that the distribution of dividend derived from retain earnings of the Company. However, the dividend pay-out's rate compared with the retained earnings equals to 49.78 percent of the Company's retained earnings.

The individual shareholders may apply for tax credit for tax on dividend, which derived from its profits levied by corporate income tax at the rate of 20 percent. The tax credit will equal to one-fourth of the dividend paid to shareholders.

Table of comparison of the dividends in relation to the operating result of 2020-2022

Details of dividend payment	2020	2021	2022
1. Net profit (Loss profit)	178,133,880	94,246,615	97,609,220
2. Retained earnings (Deficits)	120,053,038	126,822,928	157,123,601
3. Number of the company's issued shares	341,092,557	341,092,557	341,092,557
4. Amount of dividend per share			
• Interim Dividends (Baht/Shares)	0.15	-	-
Amount of the money	51,163,883.55	-	-
• Annual Dividends (Baht/Shares)	0.25	0.20	0.20
Amount of the money	85,273,139.25	68,218,511.40	68,218,511.40
5. Total amount of dividends paid	136,437,022.80	68,218,511.40	68,218,511.40
6. Percentage of the annual net profit (%)	71.03	72.38	69.89

The right to receive dividends above remains uncertain unless the 2024 AGM has granted its approval.

Resolution This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

5 To consider and approve the appointment of directors replacing those retire by rotation

Facts and reasons: Under Article 18 of the Company's Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. The directors who occupy the position for the longest period must retire. Therefore, the retiring directors are as follows:

- | | | |
|----|-------------------------------|---|
| 1. | Mr. Krirk-krai Jirapaet | Chairman of the Board of Directors and Independent Director |
| 2. | Mr. Natthaphon Lilawathananun | Chairman of the Audit committee and Independent Director |
| 3. | Mrs. Wasara Chotithammarat | Member of the Audit committee and Independent Director |

The process of selection of persons to serve on the Board of Directors of the Company (Selection Process) is as follows:

1. As per the SEC's and SET's requirements, the minority shareholders are allowed to submit the name(s) of the person(s) through the Company's website for consideration by the Nomination, Remuneration and Corporate Governance Committee in order to subsequently propose to the shareholders' meeting for further consideration to be appointed as the Company's director(s). So far none of minority shareholders has proposed any person for such consideration.
2. The Company has inquired its independent directors for their voluntary vacancy of the office for they wished to hold office for another term
3. The Nomination, Remuneration and Corporate Governance Committee shall have discretion to consider before proposing to the Board of Directors in order to subsequently propose to the shareholders' meeting for further appointment as director(s), taking into account the qualification required by the relevant laws, articles of association and charter of the Board of Directors.

The Company has given an opportunity to its shareholders to nominate the qualified person for further appointment as the Company's director in accordance with such Selection Process in advance for the period of 92 days, commencing from 1 September 2023 to 1 December 2023, via the company's website. As a result, no shareholders nominated any person for election as director.

Board's opinion: The Board has carefully considered and thought that all 3 candidates have got the knowledge, experiences, and competencies that shall benefit the Company's operations and its growth. Therefore, deemed to propose to the shareholders' meeting to consider and approve the appointment of Mr. Krirk-krai Jirapaet, Mr. Natthaphon Lilawathananun, and Mrs. Wasara Chotithammarat, the directors retired by rotation to be re-elected for another term.

The Board has considered and viewed that Mr. Krirk-krai Jirapaet, Mr. Natthaphon Lilawathananun, and Mrs. Wasara Chotithammarat, those who have been nominated to be an independent director, are qualified in accordance with the law requirements relating to independent directors. Mr. Krirk-krai Jirapaet and Mrs. Wasara Chotithammarat have held the position of Independent Directors for 7 years (if re-elected to this position for another 3 years, the total period of being an independent director will be 10 years) and Mr. Natthaphon Lilawathananun has held the position of Independent Director for 12 years (if re-elected to this position for another 3 years, the total period of being an independent director will be 15 years). According to those are knowledgeable and skilled with capacity to provided advice and guidance that is beneficial to the Company, and during the period of holding the position as Independent Directors, they have performed the duty to examine the Company to protect the interests of minor shareholders by expressing opinions independently out of the executive department.

For the Profiles of 3 candidates are shown in Enclosure No. 3 and the qualifications of the independent directors of the Company are in accordance with the rules and regulations prescribed by the Capital Market Supervisory Board (the definition of independent directors appears as Enclosure No. 4).

Details relating to the number of shares held by the nominated directors

Names of the retiring directors nominated for re-appointment		Number of shares held	Voting rights
1.	Mr. Krirk-krai Jirapaet	-	-
2.	Mr. Natthaphon Lilawathananun	-	-
3.	Mrs. Wasara Chotithammarat	-	-

Resolution This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

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

Facts and reasons: The Nomination, Remuneration and Corporate Governance Committee has discretion to determine directors' remuneration taking into account the operating results in the previous year, the directors' performance and their scope of responsibilities by comparing with the other operators in the same industry. The Company only pays directors' remuneration in form of meeting fee, monthly fee and Yearly remuneration and no other type of remuneration and benefit. Also, two directors who are executive do not receive annual remuneration.

Criteria and Procedures for Proposal of Director's Remuneration

The directors' remuneration is provided according to the criteria and policy determined by the Board, which was initially considered by the Nomination, Remuneration and Corporate Governance Committee. Such criteria also relates to the Company's operating results, performance and responsibility of the directors. The Company has clearly and transparently determined its policy for directors' remuneration. The remuneration is at the appropriate level and consistent with industry, which can attract and preserve the qualified directors.

The Company pays directors' remuneration in form of meeting fee, monthly fee and yearly remuneration is as follows:

Meeting fee	2023	2024 (as proposed)	Compared to the year 2023
	(Baht per meeting)	(Baht per meeting)	(Baht per meeting)
Chairman of the Board of Director	20,000	30,000	Increase 10,000
Director	15,000	20,000	Increase 5,000
Chairman of Audit Committee	15,000	25,000	Increase 10,000
Member of Audit Committee	10,000	20,000	Increase 10,000
Chairman of Nomination, Remuneration and Corporate Governance Committee	15,000	20,000	Increase 5,000
Member of Nomination , Remuneration and Corporate Governance Committee	10,000	15,000	Increase 5,000
Monthly fee	(Baht/Month)	(Baht/Month)	(Baht/Month)
Chairman of the board	30,000	30,000	Unchanged
Director	25,000	25,000	Unchanged
Yearly Remuneration	Actual payment not exceeding Baht 6 million	Actual payment not exceeding Baht 6 million	Unchanged

Remarks: Yearly Remuneration is paid to non-executive directors and subject to the discretion of the Nomination, Remuneration and Corporate Governance Committee, however directors who are employees will receive separate bonuses and benefits as employees of the Company.

The 2023 Annual General Meeting of Shareholders approved the directors' remuneration comprising of meeting fee, monthly fee and bonus and the details of actual payment of such remuneration are set out in the table below.

Name-Last Name	Position	Meeting Fee			Monthly Fee	Bonus	Total
		Directors	Audit Committee	Nomination Committee			
1. Mr. Kirk-krai Jirapaet	Chairman of the Board of Director	140,000	-	-	360,000	1,584,906	2,084,906
2. Mr. Natthaphon Lilawatthanun	Chairman of Audit Committee/ Director	90,000	75,000	-	300,000	679,245	1,144,245
3. Mr. Norachit Sinhaseni	Chairman of Nomination Committee/ Director	105,000	-	60,000	300,000	792,453	1,257,453
4. Dr. Kamol Takabut	Director/Nomination Committee/ Audit Committee	105,000	50,000	40,000	300,000	792,453	1,287,453
5. Mrs. Wasara Chotithammarat	Director/Nomination Committee/ Audit Committee	105,000	50,000	20,000	300,000	792,453	1,267,453
6. Mr. Suroj Lamsam	Director	105,000	-	-	300,000	792,453	1,197,453
7. Mr. Poonphiphat Tantanasin	Director/Nomination Committee	90,000	-	40,000	-	-	130,000
8. Mr. Ruangchai Kritsnakriengkrai	Director	75,000	-	-	-	-	75,000
9. Mr. Monkhol Kittipoomvong**	Director	30,000	-	-	118,333	226,415	374,748
10. Miss Panita Kuansataporn**	Director	30,000	-	-	118,333	226,415	374,748
11. Mr. Preedee Ngamsantikul*	Director/Nomination Committee	60,000	-	20,000	175,000	-	255,000
12. Dr. Aphichat Sramoon*	Director	45,000	-	-	175,000	-	220,000
Total		980,000	175,000	180,000	2,446,666	5,886,793	9,668,459

Remarks

1. *Mr. Preedee Ngamsantikul resigned from position of director on 27 July 2023.
2. *Dr. Aphichat Sramoon resigned from position of director on 27 July 2023.
3. **Mr. Monkhol Kittipoomvong had been appointed as director in place of the Mr. Preedee Ngamsantikul, on 10 August 2023.
4. **Miss Panita Kuansataporn had been appointed as director in place of the Dr. Aphichat Sramoon, on 10 August 2023.

Board's Opinion: The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and Corporate Governance, deemed that the Board of Directors has duties and responsibilities to manage and operate its business efficiently under the principles of good corporate governance, as well as dedicate their time to attend the meeting as regular basis. Therefore, deemed it to propose to the shareholders' meeting to consider and approve the remuneration of the Board of Directors for the year 2024 by raising the meeting allowance for Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Nomination Committee, and Directors of the Company, Members of the Audit Committee and Members of the Nomination Committee, However, the monthly fee and yearly remuneration shall remain as in the 2023, without other forms of compensation and other benefits. Whereby directors who are employed as the employees of the Company, shall be entitled to receive bonus and benefit as the employee, separately.

Resolution This agenda requires approval by the votes of not less than two-thirds of the total votes of the shareholders present.

7. **To consider and approve the appointment of auditors and to determine their remuneration**

Facts and reasons: Section 120 of the Public Company Act B.E. 2535 requires that the annual general meeting of shareholders appoints the auditors and determine their remuneration.

In addition, according to the Notification of the Securities and Exchange Commission No. TorChor. 75/2561 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Companies (No. 14), which provides that the Company shall ensure that there is a rotation of auditors in the case where the existing auditor has performed the duties of auditing or reviewing, and rendering opinions on the financial statements of the Company for seven fiscal years (regardless of consecutiveness). In

this regard, the Company shall appoint the same auditor who is relieved from the duty under the rotation upon the expiration of at least five fiscal consecutive periods.

The Audit Committee is of the view that the Meeting approves the appointment of the following auditors of EY Office Limited to be the auditors of the Company for 2024, with their remuneration of up to Baht 1,650,000 per annum, excluding out-of-pocket expenses.

Names of Auditors	Certified Public Accountant No.	Number of Years of Services
1. Ms. Wilaiporn Chaowiwatkul	9309	0
2. Ms. Rosaporn Decharkom	5659	2
3. Ms. Orawan Techawatanasirikul	4807	0
4. Ms. Naraya Srisukh	9188	0

Table of comparison of the auditors' remuneration

Auditors' remuneration	Financial Year 2023 (Baht) EY Office Limited	Financial Year 2024 (Baht) EY Office Limited (As proposed)
1. Auditing fee	1,650,000	1,650,000
2. Other service charges and expenses	-	-

Board's opinion: The Board recommends that the appointment of Ms. Wilaiporn Chaowiwatkul, Certified Public Accountant No.9309 or Ms. Rosaporn Decharkom Certified Public Accountant No. 5659 or Ms. Orawan Techawatanasirikul, Certified Public Accountant No. 4807 or Ms. Naraya Srisukh, Certified Public Accountant No. 9188 of EY Office Limited to be the auditors of the Company for 2024.

In this regard, the auditors to be proposed for appointment as the Company's auditors this year have performed duty as auditors for the first year. However, if the nominated auditors are unable to perform their duties for the Company, EY Office Limited agrees to designate other qualified members of its team to replace the nominated auditors in order to audit the Company's books and accounts and express opinion on the Company's financial statements and to determine their remuneration of up to Baht 1,650,000 per annum, not including out-of-pocket expenses, be approved by the shareholders' meeting.

The above nominated auditors do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates. (Details and profiles of the auditors are set out in the Attachment no. 5)

The company's auditor and subsidiary company's auditor is the same.

Resolution This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

8. To consider and approve the amendment to purpose of utilization of fund received from the issuance and offering of newly issued ordinary shares to private placement

Facts and reasons: Regarding to the Extraordinary Shareholders Meeting No. 3/2017, held on 31 September 2017, resolved to approve issue and offer the ordinary shares, in the amount of 70 million shares for 13.00 Baht, in the total value of 910,000,000 baht, to private placement with the details of purpose of fund utilization as follows

1	Alternate funding sources for current projects	Million (Baht)
	1.1 Stock value of GEPT common shares	63.24
	1.2 Stock value of common shares from the capital increase of GEPT	4.51
	1.3 Payment for common share of L Solar1	272.09

2	Source of funds for future investment projects that have not yet been decided to invest.	
	2.1 Approximately Solar Rooftop 6.64 megawatt	210.00
	2.2 Approximately Solar power plants in Japan 32.27 MW	320.00
3	The remaining funds will be used as funding for Investment in other power plant businesses in the future or working capital for business operations	
Total		910.00

On 13 December, 2017, the Company received additional capital by offering additional ordinary shares to private placement in the amount of 650,000,000 baht. On 14 December, 2017, the Company utilized the amount of 4.65 million baht for the payment of ordinary shares from the capital increase of GEPT. On 15 December, 2017, the Company utilized the amount of 272.09 million baht to the payment of ordinary shares of L Solar 1.

Pursuant to the feasibility study result of the 6.64 megawatt solar Solar Rooftop in Thailand, found that there are risks from sunlight, lower intensity of sunlight than normal and climate change, and the returns are not in accordance with the investment policy of the Company. Therefore, the feasibility study was terminated. From the study of the solar power plant project in Japan, with the size of 32.27 megawatts, was found that there were many risk, such as the risk from sunlight with less than normal light intensity and climate change, risks of construct project, which may cause excess costs that may occur risk from fluctuation of exchange rate, therefore the feasibility study was also terminated.

Currently, the Company plans to expand its power plant business by entering into the power purchase project with the Energy Regulatory Commission, which is in the process of preparing documents to apply for permission to build a power plant. Including business expansion plans in renewable energy and alternative energy, and utilizing part of the money as working capital of the company Therefore, the Company would like to propose new purpose, as follows.

Original Purpose			New Purpose		
No.	Details	Million (baht)	No.	Details	Million (baht)
1	Alternate funding sources for current projects		1	Alternate funding sources for current projects	
	1.1 Stock value of GEPT common shares	63.24		1.1 Payment for common share of L Solar1	272.09
	1.2 Stock value of common shares from the capital increase of GEPT	4.51		1.2 Stock value of common shares from the capital increase of GEPT	4.65
	1.3 Payment for common share of L Solar1	272.09			
2	Source of funds for future investment projects		2	Source of funds for future investment projects	
	2.1 Solar Rooftop 6.64 megawatt	210.00		Power plant business/Renewable energy business and alternative energy/revolving capital for business operations	373.26
	2.2 Solar power plants in Japan 32.27 MW	320.00			
3	The remaining funds will be used as funding for Investment in other power plant businesses in the future or working capital for business operations				
Total		910.00	Total		650.00

- Remark 1. The Company has spent 4.65 million baht according to the purpose of utilizing on 14 December 2017
2. The Company has spent 272.09 million baht according to the purpose of utilizing on 15 December 2017
3. The Company received money from the offering of newly issued shares in the amount of 650 million baht.

Board's Opinion: The Board deems it appropriate to propose to the shareholders' meeting to consider and approve the changing of objective for utilizing of the capital increase received from offering of newly issued ordinary shares to private placement.

Resolution: This agenda requires approval by the votes of not less than three-fourths of the total votes of the shareholders present and eligible to vote.

9. Other business (if any)

All the shareholders are invited to attend the 2024 Annual General Meeting of Shareholders via electronic means (E-AGM) on the aforementioned date and time on Thursday, April 4, 2024 at 2:00 p.m.

The Company fixes: 27 February 2024 as the record date for determining the shareholders' names entitled to attend the 2024 Annual General Meeting., The Company has posted the Invitation Letter of 2024 Annual General Meeting of Shareholders with related document on Company's website (www.qtc-energy.com).

For shareholders wishing to attend the meeting in person via electronic media or granting proxies to other persons or independent directors of the Company to attend meetings via electronic means, please study the procedure, registration method and manual for attending the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM) as per the attachments No. 8 and 12.

The Company has given opportunity to minority shareholders to exercise their rights in proposing their own agenda item(s) in order to promote the compliance with good corporate governance's guideline. In this regard, a shareholder or shareholders holding shares in aggregate of 1 percent of the total number of shares which have voting rights for the period of 6 consecutive months may propose agenda item for the 2024 AGM during the period between 1 September 2023 and 1 December 2023. The relevant criteria is publicized on the Company's website and reported to the SET. However, none has proposed agenda item for 2024 AGM.

Yours sincerely,

QTC Energy Public Company Limited



(Mr. Krirkkrai Jirapaet)

Chairman of the Board of Directors

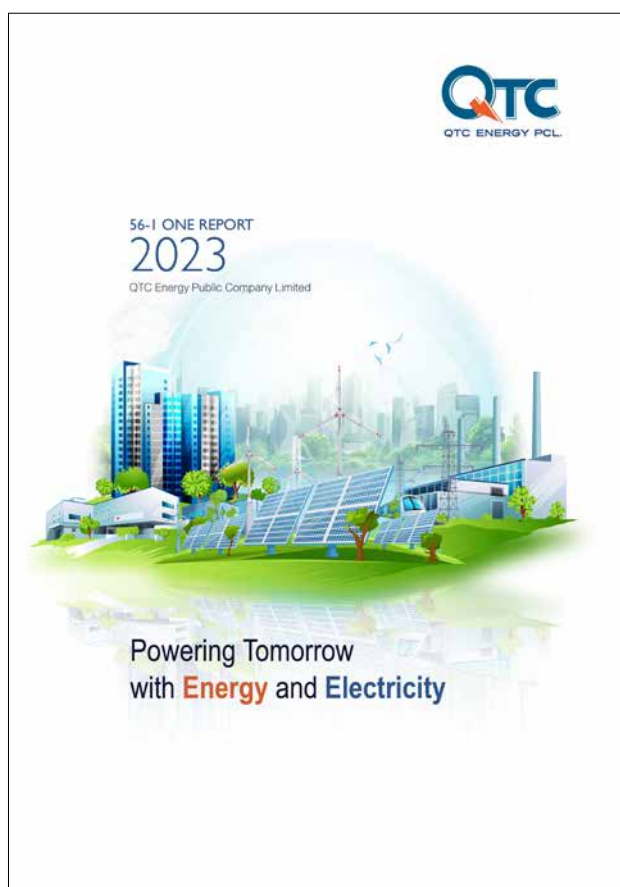
Note: - The Company will post the minutes of 2024 AGM on our website (www.qtc-energy.com) within 14 days after 2024 AGM.

The Office of the Company's Secretary

Tel. 66 (02) 379-3089-92 ext. 241

Form 56-1 One Report

(The document is in QR Code format attached to the Invitation to the 2024 Annual General Meeting of Shareholders)



Minute of the Annual General Meeting of Shareholders for Year 2023 of

QTC Energy Public Company Limited

On Friday 31st March 2023

E-Meeting
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The meeting commenced at 2.00 p.m.

Mr. Krirk-Krai Jirapaet, the Chairman of the company serving as the Chairman, stated that the number of shareholders on the date of collecting the name list of shareholders for the right of attendance on 27th February 2023 was totally 3,150 shareholders therefore the total number of shares was 341,092,557 shares.

In this Meeting, there were 11 attended shareholders with 142,476,713 shares and 27 proxies with 87,795,402 shares. As a result, there were 38 attended shareholders and proxies with the total shares of 230,272,115 shares calculated to be 67.51% of all issued shares of the company (the total shares of the company were 341,092,557 shares). Therefore, it was considered as constituted quorum according to Company Rules. As a result, the Chairman would like to open the Annual General Meeting of Shareholders for Year 2023. Prior the Meeting, the Chairman would like to suggest 10 directors and 4 executives as well as other attendants as follows:

Attended Directors

1. Mr. Krirk-Krai	Jirapaet	Independent Director / Chairman
2. Mr. Norachit	Sinhaseni	Independent Director/ Vice Chairman of the Board of Directors/ Chairman of the Nomination Remuneration and Corporate Governance Committee
3. Mr. Natthaphon	Lilawatthananon	Independent Director / Chairman of the Audit Committee
4. Dr. Kamol	Takabut	Independent Director / Audit Committee/ Nomination Remuneration and Corporate Governance Committee
5. Mrs. Wasara	Chotithammarat	Independent Director / Audit Committee/ Nomination Remuneration and Corporate Governance Committee
6. Mr. Preedee	Ngamsantikul	Director/ Nomination Remuneration and Corporate Governance Committee
7. Mr. Suroj	Lamsam	Director
8. Dr. Aphichat	Sramoon	Director
9. Mr. Poonphiphat	Tantanasin	Director/ Nomination Remuneration and Governance Committee/ Chief Executive Officer
10. Mr. Ruangchai	Kritsnakriengkrai	Director/ Managing Director/ Chairman of Sustainability Promotion and Risk Management Committee

The directors were attended the meeting amount 100% of all the company's director about 10 person.

Attended Executives

1. Miss. Pakanat	Tungtrakool	Company Secretary
2. Mr. Kittti	Acharyaboonyong	Deputy Managing Director, Marketing
3. Miss. Boonpa	Ruddist	Deputy Managing Director, General Management
4. Miss. Kobpetch	Chuphemporn	Manager of Finance & Accounting Department

Other Attendants

1. Miss. Wilaiporn	Chaowiwatkul	Representative of the Auditor from EY Office Limited
2. Miss. Chayada	Faungchan	Representative of the Auditor from EY Office Limited
3. Miss. Mananya	Thitinantawan	Legal Consultant CMT Company Limited
4. Miss. Chayaporn	Charoenwong	Legal Consultant CMT Company Limited

The Meeting commenced.

Prior commencing consideration on the Meeting's agendas, the Chairman assigned Miss. Chayaporn Charoenwong, the Legal Consultant, to clarify on procedures of Meeting and voting of shareholders in each agenda as follows:

1. In the Meeting, agendas will be considered as ordered in Invitation Letter. Information of each agenda will be proposed and shareholders will have some opportunities to ask some questions before voting to obtain the resolution of such agenda.

2. In the event that any shareholder or proxy intended to ask any questions or give any opinion, please click hand icon. When the Company reads the name of such shareholder or proxy, he/she has to activate video call and turn on microphone before informing his/her name and last name to the Meeting. He/she must always clarify that he/she is the shareholder or proxy to the Meeting. Otherwise, you are able to click Question menu for typing messages and sending them to the Company. We will answer your questions via voice only.

3. After acknowledging on details of each agenda, any shareholder who disagrees or abstains against any agenda must vote by clicking correct mark. The system will show resolution of each agenda, respectively with voting button of each agenda. You are required to click any button from "Agree" button, "Disagree" button, or "Abstention" button, before clicking Send button. The notification with the message of "completely sent" will be pop up. You are able to vote at any time as long as the Meeting is not closed. In the event that the shareholder fails to click any button in Voting menu, the system will transfer their votes to "Agree" button automatically.

4. All shareholders have one vote per one share. Any shareholder gaining any special interest in any agenda shall not have any right to vote for such agenda.

5. Vote counting upon agendas defined in this Annual General Meeting of Shareholders was divided into 3 types as defined in Public Limited Companies Act B.E. 2535 as follows:

5.1 Agendas requiring approval based on majority of voting of attended shareholders and exercise their voting rights was Agenda 3,4,5, and 7 and the company shall calculate the vote base by counting the votes of shareholders with agreement or disagreement excluded with shareholders with abstention from voting.

5.2 The agenda required to be approved by the Meeting with the votes not less than two-third of all votes of attended shareholders was Agenda 6 and the company shall calculate the vote base by counting the votes of shareholders with agreement, disagreement and abstention.

5.3 The agenda required to be approved by the Meeting with the votes not less than three-four of all votes of attended shareholders was Agenda 8 the company shall calculate the vote base by counting the votes of shareholders with agreement, disagreement and abstention.

6. In the event that there was no objection or opinion provided by any attendant, it shall be deemed that the Meeting unanimously agreed or approved.

7. For shareholders who give proxies to other persons to attend the Meeting on their behalf and they have already voted in their Letters of Authorization, the company has already recorded those votes as specified by the shareholders in Letters of Authorization.

The Chairman gave an opportunity to the Shareholder to ask some questions or give their opinions on such voting. Since there was no further question, the Chairman invited one of the proxies or shareholders to be the witness of vote counting, that was, Miss Mananya Thitinantawan, representative of the Legal Consultant CMT Company Limited

The Chairman gave a speech to commence the Meeting and assigned Miss. Chayaporn Charoenwong, to propose the agendas and clarify details of agenda 1 to the Meeting on behalf of the Chairman. The agendas of this meeting were as follows:

Agenda 1: Consideration on acknowledgment the minutes of the General Meeting of Shareholders 2022

Miss. Chayaporn Charoenwong, The Consult of Law, proposed the Meeting to acknowledge the Minute of The General Meeting of Shareholders 2022 (AGM 2022) held on 1 April, 2022 and sent to the Stock Exchange of Thailand within 14 days from the date of the AGM 2022. The Board of Directors has reviewed such minutes, which were correctly recorded in accordance with the resolutions of the AGM 2022 and posted on the Company's website so as to disclose such minutes to its shareholders and investors. There were no comments and objections. The details as shown in the copy of such minute attached to the Invitation Letter of this Meeting or Attachment 2 (page 14-29).

After such clarification, the chairman provided the Meeting an opportunity to ask the questions and give more opinions. It was appeared that there was no question or opinion asked or provided by any attendant. As a result, he proposed the Meeting to consider on acknowledgment of the minutes of The General Meeting of Shareholders 2022.

Resolution: The Meeting had already considered and had the resolution to acknowledge the Minute of The General Meeting of Shareholders 2022 as proposed.

Agenda 2: Consideration on acknowledgment of Company's operating results in respect of 2022

The Chairman assigned Mr. Ruangchai Kritsnakriengkrai, the Managing Director, to provide information on conclusion of 2022 Performance to the shareholders as follows:

Mr. Ruangchai Kritsnakriengkrai, the Managing Director reported that, during these 3 years, Thailand had encountered with the problem on COVID-19 pandemic. The Board of Directors and the executives adjusted strategies in order to gain good profits for generating return to the shareholders. The Company had consecutive growth of income with dividend payment during these 3 years. The Company also adjusted internal process, for example, utilization of robots and automatic machines in production process, as well as conducted some researches and developed products that could respond to demands of customers, for example, super low loss transformers helping to save energy and reduce emission of greenhouse gas, and expand market to overseas exportation. In 2022, the Company's performance was as follows:

1. The Company signed in business cooperation with Huawei Technologies (Thailand) Company Limited as a distributor of solar business products of HUAWEI TECHNOLOGY and Residential Smart PV Inverter, Residential Smart String ESS, Optimizer.

2. The Company signed in Memorandum of Understanding made with Bangchak Biofuel Company Limited and SCG Chemicals Public Company Limited under Bio Transformer Oil Project for experimenting, developing, and manufacturing the first bio transformer oil for commercial purpose in Thailand.

3. The Company received 3Rs Awards and Zero Waste Achievement Awards of 2012 from Department of Industrial Works (DIW).

4. The Company received SET Awards 2022 (Business Excellence) for the Best Investor Relations Awards with Market Capitalization not over than 3,000 million baht from the Stock Exchange of Thailand.

5. The Company received “Excellence” Award as the Model of Sustainable Organization in Thai Capital Market on Empowerment for Person with Disabilities of 2022 from the Office of the Securities and Exchange Commission under the cooperation with Ministry of Labor, Department of Skill Development, Department of Employment, Department of Empowerment of Persons with Disabilities, Thai Listed Companies Association, and Disabilities Thailand.

6. The Company received 2022 Sustainability Disclosure Award from Thaipat Institute.

7. The Company was evaluated on CG Scorecard by IOD to be in excellent level and gained 100 points on holding Annual General Meeting of Shareholders from Thai Investors Association for 8 consecutive years.

8. The Company was honored to be certified as a member of Thailand Private Sector Collective Action Coalition Against Corruption (CAC) whereas the Company renewed our membership at the first time in this year.

9. On February 15th, 2023, Mr. Poonphiphat Tantanasin, the Chief Executive Officer, received Excellent Senior CEO Award (Resources) from the Economic Reporters Association.

Turnover could be concluded as follows:

From 5 year retrospective performance, the Company had grown continuously. In 2022, total income of the Company was 1,237 million baht that was increased by 5% from last year with net profit of 15.84 million baht that was reduced by 82% from the last year. Reduced profits were caused by updating losses from impairment of lands, buildings, and equipment, service fee of connection of electricity grid, and Power Purchase Agreement. Simultaneously, total income of Separate Financial Statement was 1,272 million baht with net profit of 97.60 million baht.

In overview, total income of 2022 consisted of 62% from selling transformers, 29% of trading business, 4% from selling electric power, 4% from services and 2% from other incomes.

Each quarterly income of the Company was as follows: Income of the first quarter was 248 million baht; Income of the second quarter was 300 million baht; Income of the third quarter was 334 million baht; and Income of the fourth quarter was 355 million baht with details as proposed in the Meeting.

For transformer business that is the core business of the Company, in 2022, the Company gained income from selling transformers and services in the amount of 1,164.57 million baht divided into 0.36% from selling transformers to government agencies and state enterprise, 71.58% from selling transformers to private sector, 24.11% from selling transformers to other countries, and 3.95% from services.

In 2023, the Company still determines to generate more income by maintaining existing customer base and expending new customer in domestic and international. Sustainable growth can be built via 3 affiliated businesses including “transformer business, solar business, and EV Charger business”. Formerly, the Company only had transformer business but the Company has developed transformer business that is our major business by inventing and producing Smart Transformer. This new transformer product can check and monitor operating situation of transformer in real-time via telephone, computer, and tablet. Subsequently, Smart Transformer is further developed as super low loss transformer helping to save energy. The Company’s Board of Directors and executives also proactively continue to expand our businesses to other fields, i.e., solar business. QTC is our representative to distribute solar cells and solar inverters supporting Thai society to consume green energy. This renewable energy business is further developed to EV Charger business that is currently preferred due to increase of demands of electric cars. This business also supports Thai society to achieve Zero emission goal. These 3 businesses will be able to make QTC grow sustainable through Superior Long Term strategy.

After clarification, the chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion asked or provided by any attendant. As a result, he proposed the Meeting to consider on acknowledgement of company's operating results in respect of 2022 that was already sent to all shareholders with Invitation Letter (Attachment 1).

Resolution : The Meeting had the resolution to acknowledge company's operating results in respect of 2022 as proposed .

Agenda 3 Consideration and Approval of Company's Consolidated Financial Statement for Year Ended December 31st, 2022

The Chairman assigned Mr. Ruangchai Kritsnakriengkrai, the Managing Director, to provide company's financial statement for year ended December 31st, 2022 as follows: Financial statement had been already audited and approved by company's auditor as well as verified by the Audit Committee. The details of such auditing and verification were shown in the 56-1 One Report 2022 delivered to all shareholders with Invitation Letter (Attachment 1, page 97-175).

STATEMENTS OF PROFIT OR LOSS

	CONSOLIDATED FINANCIAL STATEMENT UNIT: MILLION BAHT 2022	CONSOLIDATED FINANCIAL STATEMENT UNIT: MILLION BAHT 2021
TOTAL REVENUE	1,183.42	1,236.70
TOTAL COST OF SALES AND SERVICES	875.42	1,068.08
TOTAL EXPENSES	156.99	147.94
NET PROFIT (LOSS)	88.36	15.84
EARNING PER SHARE (BAHT)	0.26	0.046

STATEMENT OF FINANCIAL POSITION

ACCOUNT RECEIVABLE	159.54	190.63
TOTAL ASSETS	1,885.60	1,847.12
SHORT-TERM LOAN	0	0
ACCOUNT PAYABLE	141.22	173.14
TOTAL DEBTS	250.97	263.87
ACCUMULATED PROFIT	114.67	63.29
TOTAL SHAREHOLDER'S EQUITY	1,634.63	1,583.25

FINANCIAL RATIO FOR YEAR 2022

GROSS PROFIT MARGIN	12.20%
NET PROFIT	1.28%
RETURN ON ASSETS (ROA)	0.85%
RETURN ON EQUITY (ROE)	0.98%
DEBT TO EQUITY RATIO (D/E)	0.17

From proposed Financial Statement, it was found that 2022 profit was decreased by 82% from 2021. As informed above, such reduction was caused by from impairment of lands, buildings, and equipment, service fee of connection of electricity grid, and Power Purchase Agreement.

Accounts Receivables were increased from last year due to business completion. Therefore, the Company give some loans to customers in order to maintain existing customer base and make new trades with new customer base. With economic condition, customers demanded loans with longer term.

In 2022, the Company efficiently and effectively managed cash therefore the Company had no short-term loan and long-term loan for account payables that was increased by 23% due to cash management for liquidity and consistency with longer duration of debt payment from customers.

Mr. Natthaphon Lilawatthananun clarified additional information to the Meeting that the Audit Committee, Executive Committee and Auditors have already considered and vitrified quarterly financial statement and financial statement for year 2022 in order to ensure that the company's financial statement was prepared correctly according to Generally Accepted Accounting Standards and its information was also disclosed sufficiently, reliably, and completely in Notes to Financial Statement.

After clarification, the chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion by any attendant. As a result, he proposed the Meeting to consideration and approval of company's consolidated financial statement for year ended December 31st, 2022.

Resolution : The Meeting had the resolution to approve the Company's consolidated financial statements for accounting period ended at 31 December 2021 that was already audited and certified by the Company's auditor with the following votes:

Approved	230,271,057	votes equal to 100.00
Disapprove	0	votes equal to 0
Abstain	1,058	votes

Agenda 4: Consideration and Approval the dividend payment derived from operating results for the fiscal year ended 31 December 2022

The Chairman assigned Miss. Chayaporn Charoenwong, The Consult of Law, clarified to the Meeting that According to The Company has a policy for payment of annual dividends at no less than fifty percent of the net profit in separate financial statements after deduction of juristic person income taxes and allocation of reserve funds in compliance with the law. However, the Company may consider dividend payments differing from the set policy, depending upon business performance, financial liquidity, economic conditions, and the necessity to use current capital to manage operations and expand the Company's business.

In addition, Sections 115 and 116 of the Public Companies Limited Act B.E. 2535 and Clauses 49 and 50 of the Company's Articles of Association provide that:

1. Shareholders' meeting must consider allocation of profit and payment of annual dividend.
2. The company must allocate 5 percent of the annual net profit (after deduction of (carried forward) retained loss (if any)) as legal reserve until it reaches 10 percent of registered capital.
3. No dividend can be paid from other type of monies except for profit and no dividend is made if the Company incurs retained loss.

According to the Company's operating results for the fiscal year ended 31 December 2022, in the amount of 0.20 baht for 341,092,557 shares, totaling 68,218,511.40 baht. The names of shareholders who are entitled to receive dividends will be determined on 11 April 2023 (Record Date), and the dividends will be paid on 26 April 2023.

After clarification, the chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion by any attendant. As a result, he proposed the Meeting

to consider and approve the dividend payment derived from operating results for the fiscal year ended 31 December 2022.

Resolution: The Meeting had the resolution to approve the dividend payment derived from operating results for the fiscal year ended 31 December 2022, in the amount of 0.20 baht for 341,092,557 shares, totaling 68,218,511.40 baht. The names of shareholders who are entitled to receive dividends will be determined on 11 April 2023 (Record Date), and the dividends will be paid on 26 April 2023, with vote as follows:

Approved	230,271,057	votes equal to 100.00
Disapprove	0	votes equal to 0
Abstain	1,058	votes

Agenda 5: Consideration and Approval on Appointing Directors in place of Directors who have Completed their term

The Chairman, clarified to the Meeting that, in order to be in accordance with Good Corporate Governance and enabling the Meeting to give their opinions fully as well as making voting fairly and clearly, Mr. Norachit Sinhaseni, Mr. Suroj Lamsam, Dr. Apichart Sramoon and Mr. Ruangchai Kritsnakriengkrai, the directors retire by rotation were invited to be out of the Meeting Room.

The Chairman assigned Mr. Poonphiphat Tantanasin, Nomination Remuneration and Corporate Governance Committee, clarified to the Meeting that, according to Section 18 of the Company Rules, it stated that there must be one third or the closest number of directors that shall be dismissed in every Annual General Meeting of Shareholders and the directors holding the longest term of positions shall be firstly dismissed. In this year, the names of the directors that shall be dismissed were as follows:

1. Mr. Norachit Sinhaseni	Chairman of the Nomination, Remuneration and Corporate Governance Committee / Independent Director
2. Mr. Suroj Lamsam	Director
3. Dr. Apichart Sramoon	Director
4. Mr. Ruangchai Kritsnakriengkrai	Director

The Board of Director had the resolution to approve on appointing Mr. Norachit Sinhaseni, Mr. Suroj Lamsam, Dr. Apichart Sramoon and Mr. Ruangchai Kritsnakriengkrai, the directors retired by rotation to be re-elected for another term. The total number of the Company's directors is 10 persons.

The Company has given an opportunity to its shareholders to nominate the qualified person for further appointment as the Company's director in accordance with such Selection Process in advance for the period of 92 days, commencing from 1 September 2022 to 1 December 2022, on the Company's website. So far none of minority shareholders has proposed any person for such consideration.

The chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion by any attendant. As a result, he proposed the Meeting to consider and approve the appointment of the above directors to hold the position of director for one more term. Profiles of these 4 directors are set out in the Invitation Letter (Attachment No.4).

Resolution: The Meeting had the resolution to appoint Mr. Norachit Sinhaseni, Mr. Suroj Lamsam, Dr. Apichart Sramoon and Mr. Ruangchai Kritsnakriengkrai, the directors retired by rotation to be re-elected for another term, be approved with the majority of the votes of the shareholders present and exercising their voting rights, as per the details below. Shareholders voted for each nominee as follows:

1. Mr. Norachit Sinhaseni

Approved	230,271,057	votes equal to 100.00
Disapprove	0	votes equal to 0
Abstain	1,058	votes

2. Mr. Suroj Lamsam

Approved	230,271,057	votes equal to 100.00
Disapprove	0	votes equal to 0
Abstain	1,058	votes

3. Dr. Apichart Sramoon

Approved	230,271,057	votes equal to 100.00
Disapprove	0	votes equal to 0
Abstain	1,058	votes

4. Mr. Ruangchai Kritsnakriengkrai

Approved	147,771,057	votes equal to 64.1727
Disapprove	82,500,000	votes equal to 35.8273
Abstain	1,058	votes

Agenda 6: Consideration and Approval on the determination of directors' remuneration 2023

The Chairman assigned Mr. Norachit Sinhaseni, Chairman of the Nomination Remuneration and Corporate Governance Committee, clarified in this agenda as follows:

The directors' remuneration is provided according to the criteria and policy determined by the Board, which was initially considered by the Nomination, Remuneration and Corporate Governance Committee. Such criteria also relates to the Company's operating results, performance and responsibility of the directors. The Company has clearly and transparently determined its policy for directors' remuneration. The remuneration is at the appropriate level and consistent with industry, which can attract and preserve the qualified directors. The proposed payment of meeting fee, monthly remuneration and yearly remuneration are as follows:

Meeting fee	(Baht per meeting)
Chairman of the Board of Director	20,000
Chairman of Audit Committee	15,000
Chairman of Nomination , Remuneration and Corporate Governance Committee	15,000
Director	15,000
Member of Audit Committee	10,000
Member of Nomination , Remuneration and Corporate Governance Committee	
Monthly Remuneration	(Baht)
Chairman of the board	30,000
Director	25,000
Yearly Remuneration	Actual payment not exceeding Baht 6 million

Remarks : Yearly Remuneration is paid to non-executive directors and subject to the discretion of the Nomination, Remuneration and Corporate Governance Committee.

After clarification, the chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion by any attendant. As a result, the chairman proposed the

Meeting to consider and approve the remuneration of directors for year 2023 that shall be paid in the form of Meeting fee, Monthly remuneration and Yearly remuneration.

Resolution: The Meeting had the resolution to approve the annual remuneration for the year 2023 with vote as follows:

Approved	230,271,057	votes equal to	99.9995
Disapprove	0	votes equal to	0
Abstain	1,058	votes equal to	0.0005

Agenda 7: Consideration and approval the appointment of auditors and to determine their remuneration

The Chairman assigned Mr. Natthaphon Lilawatthananon, the Chairman of Audit Committee, clarified to proposed to the Meeting to consider and approve on appointing Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659 or Mr. Chayapol Suppasedtanon, Certified Public Accountant No. 3972 or Mrs. Ginkarn Atsawarangsalit, Certified Public Accountant No. 4496 or Ms. Pimjai Manitkajohnkit, Certified Public Accountant NO. 4521 or Ms. Orawan Techawatanasirikul, Certified Public Accountant No. 4807 or Ms. Kirdsiri Kanjanaprakasit, Certified Public Accountant No. 6014 of EY Office Limited to be the auditors of the Company for 2023.

In this regard, The auditors to be proposed for appointment as the Company's auditors this year have performed duty as auditors for the second year. However, if the nominated auditors are unable to perform their duties for the Company, EY Office Limited agrees to designate other qualified members of its team to replace the nominated auditors in order to audit the Company's books and accounts and express opinion on the Company's financial statements and to determine their remuneration of up to Baht 1,650,000 per annum, not including out-of-pocket expenses.

The above nominated auditors do not have any relationship or interest with or in the Company or any subsidiaries, executives, major shareholders or their affiliates.

After clarification, the chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion by any attendant. As a result, the chairman proposed the Meeting to consider and approve the appointment of auditors and to determine their remuneration.

Resolution: The Meeting had the resolution to approve the appointment of company's auditor based on the proposed name list and the rate of audit fee in the maximum amount of 1,650,000 baht per year excluded from other expenses with vote as follows:

Approved	147,771,057	votes equal to	77.6634
Disapprove	42,500,000	votes equal to	22.3366
Abstain	40,001,058	votes	

Agenda 8 :Consideration and Approval the amendment to the Company's articles of association, Articles 22, 27, 28, 35, 36, 38, 39, 46, 47 and adding clause 63 and 64

The Chairman assigned Miss. Chayaporn Charoenwong, The Consult of Law, clarified in this agenda as follows:

Public Limited Companies Act (No. 4) 2022 has been published in the government gazette and came into effective on 24 May 2022 In order to for the regulations of the company to align with the Public Limited Companies Ac, the company hereby amends regulation Clause. 22, 27, 28, 35, 36, 38, 39, 46, 47 and adds Clause. 63 and 64 as follows;

The Existing Regulations	The New Regulations
<p>Clause 22. In the event that the entire Board of Directors vacates the office, such Board of Directors shall remain acting in the office to continue the business of the company only as necessary until the new Board of Directors takes hold of the office, unless the court orders otherwise.</p> <p>The Board of Directors who is vacating the officer, shall hold a shareholder meeting to elect a new Board of Directors within one (1) month from the date of vacating the office. The notice of the meeting shall be sent to the shareholders no less than fourteen (14) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date. It must be advertised for a period of three (3) consecutive days.</p>	<p>Clause 22. In the event that the entire Board of Directors vacates the office, such Board of Directors shall remain acting in the office to continue the business of the company only as necessary until the new Board of Directors takes hold of the office unless, the court orders otherwise.</p> <p>The Board of Directors who is vacating the officer, shall hold a shareholder meeting to elect a new Board of Directors within one (1) month from the date of vacating the office. The notice of the meeting shall be sent to the shareholders no less than fourteen (14) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper or advertised electronically in accordance with the criteria and procedures of the law.</p>
<p>Clause 27. In calling a meeting of the Board of Directors, the chairman or the person assigned shall send the meeting notice to the directors no less than seven (7) days prior to the meeting date except in case of urgent necessity to protect the rights or benefits of the Company, the invitation shall be sent via other methods and set the date of the meeting earlier.</p> <p>In case two or more directors request for a meeting of the Board of Directors, the Chairman of the Board shall schedule the date of the meeting within fourteen (14) days from the date of receipt of such request.</p>	<p>Clause 27. In calling a meeting of the Board of Directors, the chairman or the person assigned shall send the meeting notice to the directors no less than three (3) days prior to the meeting date except in case of urgent necessity to protect the rights or benefits of the Company, the invitation shall be sent electronically or via other methods and set the date of the meeting earlier.</p> <p>When there is a reasonable cause or to protect the rights or benefits of the Company, two or more directors may jointly request the Chairman of the Board to call for a meeting. The agenda and reason of the meeting shall be determined. The Chairman of the Board shall schedule the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>In case the Chairman fails to comply with paragraph two, the directors may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within fourteen (14) days from the date of expiration of the period under paragraph two.</p> <p>In the event that the chairman is absent for any reason, the vice-chairman shall be the person to call the meeting of the Board of Directors. In the event the vice-chairman is absent for any reason, two or more directors may jointly call a meeting of the Board of Directors.</p>

The Existing Regulations	The New Regulations
<p>Clause 28. For the Board of Directors meeting, the quorum must consist of not less than half of the total number of directors.</p> <p>In case the chairman is absent from the meeting or unable to perform the duties, if there is a vice-chairman, the vice-chairman shall be the chairman. If there is no vice-chairman or he is unable to perform his duties, the members present shall elect one among themselves to be the chairman of the meeting.</p>	<p>Clause 28. For the Board of Directors meeting, the quorum must consist of not less than half of the total number of directors who shall personally be present or via electronic means. The chairman of the board shall be the chairman of the meeting.</p> <p>In case the chairman is absent from the meeting or unable to perform the duties, if there is a vice-chairman, the vice-chairman shall be the chairman. If there is no vice-chairman or he is unable to perform his duties, the members present shall elect one among themselves to be the chairman of the meeting.</p>
<p>Clause 35. The Board of Directors must hold a shareholders' meeting at least once a year. Such meeting shall be called “general meeting” which shall be held within four (4) months after the end of the Company's fiscal year.</p> <p>Any other meeting of shareholders shall be called an “extraordinary general meeting.”</p> <p>The Board of Directors may call an extraordinary meeting whenever it deems appropriate or one or more shareholders who have shares amounting to not less than ten (10) percent of the total number of shares sold, may submit their names in writing requesting the Board of Directors to call an extraordinary meeting at any time. The agenda and reasons for requesting the meeting must be clearly stated in the said letter. The Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>In the event that the Board of Directors fails to arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting themselves within forty-five (45) days from the date of expiration of the period under the above paragraph. This shall be deemed as a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for necessary expenses incurred from holding the meeting and providing reasonable facilitation. If the quorum is incomplete, the shareholders who requested the meeting to be summoned shall jointly compensate the Company for the expenses incurred in holding that meeting.</p>	<p>Clause 35. The Board of Directors must hold a shareholders' meeting at least once a year. Such meeting shall be called “general meeting” which shall be held within four (4) months after the end of the Company's fiscal year.</p> <p>Any other meeting of shareholders shall be called an “extraordinary general meeting.”</p> <p>The Board of Directors may call an extraordinary meeting whenever it deems appropriate or one or more shareholders who have shares amounting to not less than ten (10) percent of the total number of shares sold, may submit their names in writing requesting the Board of Directors to call an extraordinary meeting at any time. The agenda and reasons for requesting the meeting must be clearly stated in the said letter. The Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>In the event that the Board of Directors fails to arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting themselves within forty-five (45) days from the date of expiration of the period under the above paragraph. This shall be deemed as a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for necessary expenses incurred from holding the meeting and providing reasonable facilitation. If the quorum is incomplete, the shareholders who</p>

The Existing Regulations	The New Regulations
	<p>requested the meeting to be summoned shall jointly compensate the Company for the expenses incurred in holding that meeting.</p> <p>In the event that shareholders have called for an extraordinary general meeting of shareholders themselves, the shareholder calling the meeting may send a meeting invitation by electronic means to the shareholders who have expressed their intention or consent to send a meeting invitation by electronic means. Such actions must be in accordance with the criteria and procedures prescribed by the Public Company Registrar.</p>
<p>Clause 36. In calling a shareholders' meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting with appropriate details. It shall clearly state that it is proposed for acknowledgment, approval, or consideration together with the opinions of the Board of Directors on such matters and shall be delivered to the shareholders and the public company registrar for acknowledgment at least seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date. It must be advertised for a period of three (3) consecutive days.</p>	<p>Clause 36. In calling a shareholders' meeting, personally or electronically, the Board of Directors shall prepare a notice specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting with appropriate details. It shall clearly state that it is proposed for acknowledgment, approval, or consideration together with the opinions of the Board of Directors on such matters and shall be delivered to the shareholders and the public company registrar for acknowledgment at least seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper or advertised electronically in accordance with the criteria and procedures of the law.</p>
<p>Clause 38. In the shareholders' meeting, the shareholders may appoint proxies to attend and vote on their behalf in the meeting. The proxy must be made in writing with the signature of the grantor and shall be in accordance with the form prescribed by the public company registrar. The form shall be submitted to the Chairman of the Board, or a person designated by the Chairman of the Board of Directors at the meeting place before the proxy attends the meeting and at least contains the following items:</p> <ul style="list-style-type: none"> A. Number of shares held by the grantor B. Name of the proxy C. The time of the meeting when the proxy is entrusted to attend the meeting and vote. 	<p>Clause 38. In the shareholders' meeting, the shareholders may appoint proxies to attend and vote on their behalf in the meeting. The proxy must be made in writing with the signature of the grantor and shall be in accordance with the form prescribed by the public company registrar. The form shall be submitted to the Chairman of the Board or a person designated by the Chairman of the Board of Directors at the meeting place before the proxy attends the meeting or the proxy may be made by electronic means instead. It must use a method that is safe and reliable indicating that the proxy is made by the shareholder. and is in accordance with the criteria prescribed by the registrar. The proxy shall at least contain the following items:</p> <ul style="list-style-type: none"> A. Number of shares held by the grantor B. Name of the proxy C. The time of the meeting when the proxy is

The Existing Regulations	The New Regulations
	entrusted to attend the meeting and vote.
<p>Clause 39. The meeting of shareholders shall proceed according to the order of the agenda specified in the notice of the meeting unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting. When the meeting has completed the consideration of the agenda specified in the meeting notice, the shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting is unable to complete the consideration of the matters according to the agenda specified in the meeting notice or matters proposed by shareholders that are proposed and need to postpone the consideration, the meeting shall determine the place, date and time of the next meeting and the Board of Directors shall send a meeting notice specifying the place, date, time and agenda to the shareholders at least seven (7) days prior to the meeting. This shall be advertised in the newspaper.</p>	<p>Clause 39. The meeting of shareholders shall proceed according to the order of the agenda specified in the notice of the meeting unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting. When the meeting has completed the consideration of the agenda specified in the meeting notice, the shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting is unable to complete the consideration of the matters according to the agenda specified in the meeting notice or matters proposed by shareholders that are proposed and need to postpone the consideration, the meeting shall determine the place, date and time of the next meeting and the Board of Directors shall send a meeting notice specifying the place, date, time and agenda to the shareholders at least seven (7) days prior to the meeting. This shall be advertised in the newspaper or may be advertised electronically in accordance with the criteria and procedures of the law.</p>
<p>Clause 46. When the company wishes to reduce its capital, there must be a letter notifying the resolution of the capital reduction to the company's creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting. The objection must be submitted within two (2) months from the date of receipt of the notice of the resolution. The resolution shall also be published in a newspaper within fourteen (14) days, for a period of three (3) consecutive days</p>	<p>Clause 46. When the company wishes to reduce its capital, there must be a letter notifying the resolution of the capital reduction to the company's creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting. The objection must be submitted within two (2) months from the date of receipt of the notice of the resolution. The resolution shall also be published in a newspaper or advertised electronically in accordance with the criteria and procedures of the law, within fourteen (14) days.</p>
<p>Clause 47. It is forbidden to announce the approval of dividend payment except it is approved by the resolution of the shareholders' meeting or resolutions of the Board of Directors where there is an interim dividend payment</p> <p>The dividend payment shall be notified in writing to the shareholders. The notice of the dividend payment shall be published in a newspaper for three (3) consecutive days and such dividend payment shall be made within one (1) month from the date of such resolution.</p>	<p>Clause 47. It is forbidden to announce the approval of dividend payment except it is approved by the resolution of the shareholders' meeting or resolutions of the Board of Directors where there is an interim dividend payment</p> <p>The dividend payment shall be notified in writing to the shareholders. The notice of dividend payment shall be published in a newspaper or advertised via electronic means in accordance with the criteria and procedures of law. Such dividend payment shall be made within one (1) month from the date of such resolution.</p>
None	Clause 63. In the event that any meeting of the Board of Directors and/or shareholders is held via

The Existing Regulations	The New Regulations
	electronic means, the delivery of meeting invitations and meeting documents to directors and/or shareholders can be made by electronic mail. It must be delivered within the period specified by law. The copies of the meeting invitations and supporting documents shall be kept as evidence, which may also be stored in electronic form.
None	Clause 64. In sending any letter or document, the company or its Board of Directors may send it by electronic means to any director, shareholder or creditor of the Company who has expressed their intention or consent to the sending of such letter or document by electronic means. Such actions must be in accordance with the criteria and procedure prescribed by the Public Company Registrar.

After clarification, the chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion by any attendant. As a result, the chairman proposed the Meeting to consider and approve the amendment to the Company's articles of association, Articles 22, 27, 28, 35, 36, 38, 39, 46, 47 and adding clause 63 and 64

Resolution: The Meeting had the resolution to approve the amendment to the Company's articles of association, Articles 22, 27, 28, 35, 36, 38, 39, 46, 47 and adding clause 63 and 64 with vote as follows:

Approved	190,271,057	votes equal to 82.6288
Disapprove	0	votes equal to 0
Abstain	40,001,058	votes equal to 17.3712

Agenda 9 : Other Businesses (if any)

The chairman provided the Meeting an opportunity to ask and give further opinions. It was appeared that there was no question or opinion asked or provided by any attendant, the Chairman gave the speech to thank all attendants for participating in this Annual General Meeting of Shareholders for Year 2023 and close the Meeting.

The Meeting was closed at 3.21 pm.

Signature



Chairman

(Mr. Krirk-Krai Jirapaet)

Signature



Recorder

(Miss Pakanat Tungtrakool)

Remarks: The Company recorded the Meeting in video format.

Profiles of the Candidates for Director Positions



Name	Mr. Krirk-krai Jirapaet
Age	81 years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> • Master of Economics, University of Sydney, Australia • Bachelor of Political Science (Honors), Chulalongkorn University
Directorship training	<ul style="list-style-type: none"> • Role of the Chairman Program (RCP), Class 11/2005 • Director Certification Program (DCP), Class 61/2005 • Audit Committee Program (ACP), Class 8/2005
Work Experience	<ul style="list-style-type: none"> • Chairman / Independent Director of Banpu Public Company Limited • Member of the National Reform Council • Minister of Commerce • Member of the Money Policy Committee, Bank of Thailand • Vice-Minister of Tourism and Sports • Advisor to the Prime Minister, Office of the Prime Minister • Permanent Secretary, Ministry of Commerce • Director of the Bank of Thailand • Chairman of Advisors to the Company, Banpu (Public) Company Limited • Vice President of the Council of Trustees of the University of the Thai Chamber of Commerce
Current job positions	<ul style="list-style-type: none"> • Chairman of the Board of Directors of QTC Energy (Public) Company Limited • Chairman / Independent Director of Triple I Logistics (Public) Company Limited • Chairman / Independent Director of Asia Network International (Public) Company Limited • Chairman of Thai Garment Development Foundation • Chairman of the Board of Thai Institute of Directors Association (IOD) • Law Counselor, Office of the Council of State
In any listed companies	QTC Energy (Public) Company Limited / Triple I Logistics (Public) Company Limited / Asia Network International (Public) Company Limited
In any non-listed companies	Thai Garment Development Foundation / Thai Institute of Directors Association (IOD) / Office of the Council of State
In any companies which may result in a conflict of interest with the Company	None
Expertise	Administrative
Nature of the nominated directorship	Independent Director
Term of office	7 year
Appointment Date	22 June 2016
% of shareholding in the Company	None
Direct or indirect interest in any entity in which the company or its subsidiary is a party to agreement	None
Family relationship with executives or major shareholders of the Company or its subsidiaries	None

Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years	None
Executive directors, employees, staff or advisers who receive salary	None
Professional such as auditor or legal adviser	None
Business relationship which is considered material and may have effect to performance on independent duty	None
Interest in the agendas proposed in the Meeting	a person nominated to be a director in agenda 5
Historical records or meeting attendance in 2023	The Board of Director Meeting 7 out of 7
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination, Remuneration and Corporate Governance Committee and is of the view that Mr. Krirk-krai Jirapaet is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)

Profiles of the Candidates for Director Positions



Name	Mr. Natthaphon Lilawathananun
Age	66 years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> Master of Business Administration (MBA), Faculty of Commerce and Accountancy, Department of Finance, Chulalongkorn University
Directorship training	<ul style="list-style-type: none"> Director Accreditation Program (DAP), Class of 10/2004 Audit Committee Program (ACP), Class 3/2004
Work Experience	<ul style="list-style-type: none"> Director of Unimit Engineering (Public) Company Limited Director, Unique Mining Services (Public) Company Limited Managing Director of Excellent Business Management Company Limited Managing Director of NBS Research & Consulting Company Limited
Current job positions	<ul style="list-style-type: none"> Independent Director and Chairman of the Audit committee of QTC Energy (Public) Company Limited Audit committee of Unimit Engineering (Public) Company Limited Managing Director of Excellent Business Management Company Limited Managing Director of NBS Research & Consulting Company Limited Managing Director of Excellent Digital Development Company Limited Managing Director of Jobmyway Recruitment Company Limited
In any listed companies	QTC Energy Public Company Limited/ Unimit Engineering (Public) Company Limited
In any non-listed companies	Excellent Business Management Company Limited / NBS Research & Consulting Company Limited / Excellent Digital Development Company Limited / Jobmyway Recruitment Company Limited
In any companies which may result in a conflict of interest with the Company	None
Expertise	Accountant and Finance
Nature of the nominated directorship	Independent Director
Term of office	12 years
Appointment Date	28 July 2011
% of shareholding in the Company	None
Direct or indirect interest in any entity in which the company or its subsidiary is a party to an agreement	None
Family relationship with executives or major shareholders of the Company or its subsidiaries	None
Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years	None
Executive directors, employees, staff or advisers who receive salary	None

Professional such as auditor or legal adviser	None
Business relationship which is considered material and may have effect to performance on independent duty	None
Interest in the agendas proposed in the Meeting	a person nominated to be a director in agenda 5
Historical records or meeting attendance in 2023	The Board of Director Meeting 6 out of 7
Criteria to nominate director	The Board of Directors has taken into account the opinion of the Nomination, Remuneration and Corporate Governance Committee and is of the view that Mr. Natthaphon Lilawatthananun is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)



Profiles of the Candidates for Director Positions

Name	Mrs. Wasara Chotithammarat
Age	59 years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> • Master of Business Administration, Faculty of Commerce and Accountancy, Thammasat University • Bachelor of Accountancy, Faculty of Commerce and Accountancy, Thammasat University
Directorship training	<ul style="list-style-type: none"> • Director Certification Program (DCP), Class 117/2002 • Advanced Audit Committee Program (AACP), Class 25/2017 • Ethical Leadership Program (ELP), Class 26/2022 • Company Secretary Program (CSP), Class 128/2022
Work Experience	<ul style="list-style-type: none"> • Chief Accounting Officer, Summit Group, Summit Auto Seat Industry Company Limited • Director and Chief Financial and Accounting Officer of Team Precision Public Company Limited • Division Controller of Benchmark Electronics (Thailand) Public Company Limited • Corporate Controller of Siam City Cement (Public) Company • Chief Financial Officer of The Cool Company Limited • Accounting Director, Summit Group, Summit Auto body Industry Company Limited
Current job positions	<ul style="list-style-type: none"> • Independent Director/ Member of the Audit committee of QTC Energy (Public) Company Limited • Independent Director / Member of the Audit committee of Lease IT (Public) Company Limited • Accounting & Finance Senior Vice President of KCE Electronics Public Company Limited
In any listed companies	QTC Energy Public Company Limited / Lease IT (Public) Company Limited / KCE Electronics Public Company Limited
In any non-listed companies	None
In any companies which may result in a conflict of interest with the Company	None
Expertise	Accountant and Finance
Nature of the nominated directorship	Independent Director
Term of office	7 years
Appointment Date	13 September 2016
% of shareholding in the Company	None
Direct or indirect interest in any entity in which the company or its subsidiary is a party to an agreement	None
Family relationship with executives or major shareholders of the Company or its subsidiaries	None

Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years

None

Executive directors, employees, staff or advisers who receive salary

None

Professional such as auditor or legal adviser

None

Business relationship which is considered material and may have effect to performance on independent duty

None

Interest in the agendas proposed in the Meeting

a person nominated to be a director in agenda 5

Historical records or meeting attendance in 2023

The Board of Director Meeting 7 out of 7

Criteria to nominate director

The Board of Directors has taken into account the opinion of the Nomination, Remuneration and Corporate Governance Committee and is of the view that Mrs. Wasara Chotithammarat is qualified for being the director as specified in the relevant laws, the Company's Articles of Association and the Charter of the Board of Directors.

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)

Definition of Independent Director of the Company

The definition of an independent director of the company is a Non-Executive Director and is not involved in regular management and is not a major shareholder in the company. The company specifies the qualifications for this position to be equal to the minimum requirements of the SEC Office and the Stock Exchange of Thailand. Those nominated to be independent directors of the company must have all the qualifications according to the definitions as follows:

- (1) Hold shares not exceeding 1% of the total number of shares with voting rights of the company
 - (2) Do not be a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a person with controlling power during the previous 2 years. Such prohibited characteristic shall not include the case of retirement from being a civil servant or advisor to the government agency which is the major shareholder or those with controlling authority for less than 2 years.
 - (3) Do not be a person related by blood or legal registration to the director or executive.
 - (4) Do not conduct transactions or be a significant shareholder or controlling person of a legal entity that conducts transactions with the company with a transaction value of ≥ 20 million baht or 3% of NTA, whichever is lower, during the previous 2 years.
 - (5) Do not be an auditor of the company, parent company, subsidiary company, associated company, major shareholder or controlling person during the previous 2 years
 - (6) Do not be a provider of other professional services or being a significant shareholder, controlling person or a partner of a legal entity that has provided services with a service value exceeding 2 million baht in the previous 2 years.
- * In the case that a person whose qualifications do not comply with Section 4 and Section 6, he or she may hold the position of independent director only if the Board of Directors considers Section 89/7 and finds that it does not affect the performance of duties. Independent opinions are given and required information must be disclosed in the shareholder meeting notice.
- (7) Do not represent company directors, major shareholders or persons related to major shareholders.
 - (8) Do not operate a business that has the same nature and competes with the company and its subsidiaries. Do not hold more than 1% of shares or be a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a person with controlling power in the said business.
 - (9) Do not have any other characteristics that prevent him/her from giving independent opinions.
 - (10) Independent directors can be independent directors of companies in the group, but audit committee members are prohibited from being directors of parent companies, subsidiaries, or same-level subsidiaries (sister companies) that are listed companies.
 - (11) After being appointed as an independent director, such independent director may be assigned by the board of directors to make decisions on the operations of the company, parent company, subsidiary company, associated company, sister company, major shareholder or controlling authority through collective decision making, but the Audit Committee is prohibited from participating in operational decisions.
 - (12) Each independent director holds the position of independent director continuously for not more than 9 years, unless there is reason and necessity.

Auditor's Profile

Name	Ms. Wilaiporn Chaowiwatkul
Audit firm	EY Office Limited
CPA No.	9309
Years of service	Over 22 years
Position	Partner

**Qualifications**

- Certified Public Accountant (Thailand)
- A member of Investigation Subcommittee of the Federation of Accounting Professions

Education

- Bachelor's degree in Accountancy, Chulalongkorn University
- Master of Business Administration, Chulalongkorn University

Experience

- Providing audit services in a wide range of industries, including real estate, manufacturing and trading and service, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

- None -

Contact information

Telephone	02-264-0777 / 02-264-9090
Fax	02-264-0789-90
Email	wilaiporn.chaowiwatkul@th.ey.com

Auditor's Profile

Name	Ms. Rosaporn Decharkom
Audit firm	EY Office Limited
CPA No.	5659
Years of service	Over 27 years
Position	Partner

Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- A member of Investigation Subcommittee of the Federation of Accounting Professions

Education

- Bachelor's degree in Accounting, Thammasat University (2nd class honours)
- Master's degree in Accounting, Thammasat University

Experience

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are real estate, manufacturing and trading, information and technology, energy and logistics businesses
- Overseeing management advisory and SET listing engagements

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

- None -

Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	rosaporn.decharkom@th.ey.com

Auditor's Profile

Name	Ms. Orawan Techawatanasirikul
Audit firm	EY Office Limited
CPA No.	4807
Years of service	Over 27 years
Position	Partner

Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

Education

- Bachelor's degree in Accounting, Thammasat University
- Master's degree in Accounting, Thammasat University

Experience

- Leading a wide range of audit assignments for SET-listed companies and a large number of multinationals. She has special expertise in audit work related to automotive, manufacturing and hotel businesses.
- Leading engagement for J-SOX internal control attestation procedures

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

- None -

Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	orawan.techawatanasirikul@th.ey.com

Auditor's Profile

Name	Ms. Naraya Srisukh
Audit firm	EY Office Limited
CPA No.	9188
Years of service	Over 19 years
Position	Partner

Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

Education

- Bachelor's degree in Accountancy, Chulalongkorn University
- Master of Business Accountancy, Chulalongkorn University

Experience

- Ms. Naraya has experience working as an auditor with the office for more than 19 years, providing services to clients including companies listed on the stock exchange and other limited companies both domestically and abroad.
- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are aviation business, manufacturing, logistics, trading and services business.
- Supervisor of consulting services for listing securities on the Stock Exchange of Thailand

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

- None -

Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	naraya.srisukh@th.ey.com

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Proxy

Chapter IV Clause 38

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

2. Meeting Procedures

Chapter IV Clause 39

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

Chapter IV Clause 40

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

3. Quorum

Chapter IV Clause 37

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

4. Voting Procedures

Chapter IV Clause 41

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter IV Clause 42

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. If the votes are equal, the chairman has a casting vote except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

5. **Appointment of Directors**

Chapter III Clause 15

The Company has a board of directors consisting of at least 5 persons but not more than 12 persons. The board of directors must elect one of their members to be the Chairman and may elect another member to be a Vice-Chairman and any other positions as they see fit. At least one-half of the directors must reside in Thailand.

Chapter III Clause 17

The directors shall be appointed by the annual general meeting of shareholders in accordance by majority votes from the shareholders who attend the meeting and exercise their voting rights with the following procedures and rules:

- (1) Each shareholder has one vote for each share held.
- (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In voting to elect more than one candidate as directors, the number of votes for each of the different candidates is indivisible.
- (3) The candidates who obtain the highest votes will be appointed as directors to fill the required number of vacancies for such election. If the candidates who equally obtain the lower votes exceed the required number of vacancies, the chairman has a casting vote.


Chapter III Clause 18

At every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the directors retiring on the first and second years after the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

A retiring director is eligible for re-election.

Profiles of the independent directors proposed as proxy by the Company

Name	Mr. Natthaphon Lilawatthananon	
Age	66 years	
Nationality	Thai	
Address	No. 7/212 Chaiyapruk Village Soi 7, Thawi Watthana Road, Khet Thawi Watthana, Bangkok. 10170	
Educational qualification	<ul style="list-style-type: none">• Master of Business Administration, Faculty of Commerce and Accountancy, Finance, Chulalongkorn University	
Directorship training	<ul style="list-style-type: none">• Director Accreditation Program (DAP), Class 10/2004• Audit Committee Program (ACP), Class 3/2004	
Work Experience	<ul style="list-style-type: none">• Director , Unimit Engineering Public Company Limited• Director, Unique Mining Services Public Company Limited• Director manager , Excellent Business Management Company Limited• Director manager, NBS Research & Consulting Company Limited	
Current job positions	<ul style="list-style-type: none">• Director and Chairman of Board Audit committee, QTC Energy Public Company Limited• Audit Committee , Unimit Engineering Public Company Limited• Director manager , Excellent Business Management Company Limited• Director manager, NBS Research & Consulting Company Limited• Director manager, Excellent Digital Development Company Limited• Director manager, Jobmyway Recruitment Company Limited	
In any listed companies	QTC Energy Public Company Limited / Unimit Engineering Public Company Limited	
In any non-listed companies	Excellent Business Management Company Limited / NBS Research & Consulting Company Limited/ Excellent Digital Development Company Limited/ Job my way Recruitment Company Limited	
In any companies which may result in a conflict of interest with the Company	None	
Term of office	12 years	
% of shareholding in the Company	None	
Direct or indirect interest in any entity in which the company or its subsidiary is a party to an agreement	None	
Interest in the agendas proposed in the Meeting	a person nominated to be a director in agenda 5	
Historical records or meeting attendance in 2023	The Board of Director Meeting 6 out of 7	

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)

Profiles of the independent directors proposed as proxy by the Company

Name	Dr. Kamol Takabut	
Age	74 years	
Nationality	Thai	
Address	4 Soi ramindra 39(8), Anusawari, Bang Khen, Bangkok 10220	
Educational qualification	<ul style="list-style-type: none">• Doctor of Engineering in Thermodynamiques & Energetique, Faculty of Engineering, Perpignan University, France	
Directorship training	<ul style="list-style-type: none">• Director Certification Program (DCP), Class 67/2005	
Work Experience	<ul style="list-style-type: none">• The 5th and 6th President, the Council of Engineers• Member of the Committee of the Energy Conservation Fund,Ministry of Energy• Member of the Arbitration Committee, Ministry of Justice• Director of the Town and Country Planning Board, Ministry of Interior• Coordinating Committee for the Preparation of Basic Nuclear Power Project• Chief Executive Officer of Italian Thai Power Company Limited	
Current job positions	<ul style="list-style-type: none">• Independent Director/ Member of the Audit committee/ Member of Nomination and Remuneration Committee of QTC Energy (Public) Company Limited• Independent Director/ Audit Committee/ Chairman of the Risk Management Committee of Getabec Public Company Limited• The 8th Director of the Council of Engineers, the Council of Engineers	
In any listed companies	QTC Energy Public Company Limited/ Getabec Public Company Limited	
In any non-listed companies	the Council of Engineers	
In any companies which may result in a conflict of interest with the Company	None	
Term of office	7 year	
% of shareholding in the Company	None	
Direct or indirect interest in any entity in which the company or its subsidiary is a party to agreement	None	
Interest in the agendas proposed in the Meeting	None	
Historical records or meeting attendance in 2023	The Board of Director Meeting 7 out of 7	

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.)

Guidelines for attending the 2024 AGM through Electronic Media (E-AGM) and the Appointment of Proxies

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within **1 April 2024 before 4.00 p.m. only**. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent one day in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure No. 10) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence and signed certifying the true copy.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than 6 months before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than 6 months before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.


Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

- Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within **1 April 2024 before 4.00 p.m. only** via the following channels:

E-mail Address	ir@qtc-energy.com
Registered Mail	Company Secretary QTC Energy Public Company Limited 2/2 Soi Krungthep Kritha 8 (5)., Huamark, Bangkapi, Bangkok 10240 (Documents for AGM)

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

- Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
(QR Code image from OJ) 	https://qtc.thekoble.com/agm/emeeting/index/1

- Fill in the information of shareholders:
 - Securities holder account number;(Call to 02-079-1811/063-078-2707 if you don't know securities holder account number)
 - Name (do not include a title)
 - Last Name
 - ID card number;
 - Choose to accept the terms and consent to access to personal information;
 - Press "Confirm"
- Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
 - Name - Surname (English);
 - Email to receive a link to attend the meeting;
 - Mobile phone number ;
Self-Attending: Shareholder's mobile number.
Proxy: **Proxy's mobile number**. (Used to log in system).
 - Select the attendance type:
 - Attend the meeting in person via E-AGM;
 - Authorize the natural persons to attend the meeting via E-AGM;
 - Assign a proxy to an independent director;
 - Press "Next"

In the case of shareholders attending the meeting in person:

Prepared shareholders' identification documents

- Attach a copy of the shareholder's identity document;
- Attach a copy of other identity documents;
- Press "Next";
- The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- Close window to finish;

In the case of appointing the natural person to attend the meeting via E-AGM:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

In the case of appointing a proxy to an independent director:



1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from **4 March 2024 to 1 April 2024** date or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual one day before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the **3 April 2024** date, please get in touch with the Company immediately. (02-079-1811/063-078-2707)
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/ notebooks/ tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.

6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting. In this regard, he/she may authorize another person or the Company's independent director, to attend and vote on his/her behalf.

Information of the Company's Independent Directors who represent to be a proxy in the 2024 AGM

Name of Directors/Position	Age	Address	Interest in the agenda
1. Mr. Natthaphon Lilawatthanun	66	7/212 Chaiyapruk Village Soi 7, Thawi Watthana Road, Khet Thawi Watthana, Bangkok 10170	Agenda no. 5
2. Dr. Kamol Takabut	74	4 Soi ramindra 39(8), Anusawari, BangKhen, Bangkok 10220	None

In this regard, the Company kindly ask the shareholders to send the completely signed Proxy form, as enclosure No.11 or downloaded from company website <http://www.qtc-energy.com>. The shareholders can be requested a proxy form in hard copy at e-mail : ir@qtc-energy.com and submit the documents for the appointment of proxy to the Company within **1 April 2024 before 4.00 p.m. only** via the following channels:

E-mail Address	ir@qtc-energy.com
Registered Mail	Company Secretary QTC Energy Public Company Limited 2/2 Soi Krungthep Kritha 8 (5)., Huamark, Bangkapi, Bangkok 10240 (Documents for AGM)

If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper: Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

E-mail Address	ir@qtc-energy.com
Registered Mail	Company Secretary QTC Energy Public Company Limited 2/2 Soi Krungthep Kritha 8 (5)., Huamark, Bangkapi, Bangkok 10240 (Documents for AGM)

Submitting advice or questions related to business, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date within 1 April 2024 through the following channels:
 - By Email: ir@qtc-energy.com
 - Telephone: 02-379-3089 ext.241
 - By mail: Company Secretary QTC Energy Public Company Limited
2/2 Soi Krungthep Kritha 8 (5)., Huamark, Bangkok, Bangkok 10240
2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number (02-079-1811/063-078-2707)

Personal Data Protection Notice for the Shareholder Meeting QTC Energy Public Company Limited

QTC Energy Public Company Limited (the "Company") realizes the significance of personal data protection according to Personal Data Protection Act B.E. 2562 (A.D. 2019) (the "Act"). The Company would like to inform you that the Company shall collect, use and disclose information that could identify you ("Personal Data") within the purposes in connection to the Shareholder's meeting and to verify your identity to access to the meeting and the right to vote in the electronic shareholder meeting and to comply with the relevant laws and regulation, such Personal Data includes:

1. Full Name
2. Telephone Number
3. Address
4. Email (if any)
5. Identification Number
6. Photograph and video record in the meeting¹

The Company urges any shareholder and their proxy (if any) to submit a certified true copy of identification card and please cross or conceal information regarding blood type and religious (which is considered to be a sensitive information according to the Act). In the event that document shows the information regarding blood type and religious, the Company will cross or conceal such sensitive information on your behalf.

The Company may disclose your Personal Data to a person or organization which is involved with the meeting, for instance, the meeting organizing advisor, the electronic meeting system service provider and The Company will collect your Personal Data for as necessary according to the relevant laws and regulations.

According to the Act, Data Subject will be entitled to the right to withdraw your consent, right to access and obtain a copy of Personal Data, right to object to the collection, use, or disclosure of Personal Data, right to erasure or destroy Personal Data, right to restriction of processing, right to rectification any Personal Data to be up-to-date, correct and complete and right to data portability.

Should you have any queries regarding the Personal Data Protection of the Company, or should you wish to exercise your rights as a Data Subject, you may contact our data protection officer at:

Tel: +66 (0) 2379 3089 ext.241

E-mail: ir@qtc-energy.com

¹ Any picture, photograph, video, or audio-visual works in the Annual General Meeting including artistic works which arisen from or in connection with the Annual General Meeting shall be sole intellectual property rights of and owned by the Company

Acceptance for the invitation of online meeting of QTC Energy Public Company Limited

Written at _____

Date ____ Month ____ Year ____

- (1) I/We _____ Identification Card/Passport number _____
 Nationality _____ Address _____ Road _____ Sub-district _____
 District _____ Province _____ Postal code _____
- (2) Being a shareholder of QTC Energy Public Company Limited
 Holding to total number of shares _____ shares
 I would like to participate the E-AGM for Annual General Meeting 2024
☐ Attend the meeting in person, Mobile Number _____ (Please fill in the blank.)
☐ Proxy to (Mr./Mrs./Ms.), _____ attend the meeting.
 Proxy's Mobile Number _____ (Please fill in the blank.)
- (3) Please send the Link to join the meeting by below email
 E-Mail _____ (Please fill in the blank.)
- (4) Please submit the required document per an Enclosure No.8 by 1 April 2024.
- (5) Once you have verified, the company will send the Link to join the meeting via email
- (6) Please prepare your Account Number and your Identification Card Number for log in the meeting.

Signed _____ Shareholder
 (_____)

Signed _____ Proxy Holder
 (_____)

Form of Proxy, Form A. (General Form)

Duty stamp THB 20

Made at

DateMonthYear

(1) I/Wenationality
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code

(2) being a shareholder of QTC Energy Public Company Limited, holding shares in total which
are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes;

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1)age.....years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code or

(2)age.....years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code or

(3)age.....years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of
Shareholders through Electronic Method (E-Meeting) on 2024 AGM on Thursday, 4 April 2024 at 14.00 p.m. or such other
date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and
performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into
several portions and granted to more than one proxy in order to divide the votes.

Duty stamp
THB 20

Form of Proxy, Form B.

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code

(2) being a shareholder of QTC Energy Public Company Limited, holding shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes;

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1)..... Mr. Natthaphon Lilawatthanun age 66 years,
residing/located at No. 7/212 Chaipayruk Village Soi 7, Thawi Watthana Road, Tambol/Kwaeng Thawi Watthana ,
Amphur/Khet Thawi Watthana Province Bangkok , Postal Code 10170 or

(2)..... Dr. Kamol Takabut age 74 years,
residing/located at No. 4 Soi ramindra 39(8) Road, Tambol/Kwaeng Anusawari
Amphur/Khet Bang Khen, Province Bangkok , Postal Code 10220 or

(3)..... age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders through Electronic Method (E-Meeting) on Thursday, 4 April 2024 at 14.00 p.m. or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- ☐ Agenda no. 1 To acknowledge the minutes of the 2023 Annual General Meeting of Shareholders
- ☐ Agenda no. 2 To acknowledge the report on the Company's operating results as at in respect of 2023.
- ☐ Agenda no. 3 To consider and approve the consolidated financial statements in respect of the fiscal year ended as at 31 December 2023
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

- ☐ Agenda no. 4 To consider and approve the distribution of dividend derived from retain earnings of the Company.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 5 To consider and approve the appointment of directors replacement of those to retire by rotation.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Appointment of all directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of any director(s)
- Name of Director : Mr. Kirk-krai Jirapaet
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Natthaphon Lilawathananun
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mrs. Wasara Chotithammarat
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2024.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 7 To consider and approve the appointment of auditors and to determine their remuneration.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 8 To consider and approve the amendment to purpose of utilization of fund received from the issuance and offering of newly issued ordinary shares to private placement
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 9 To consider any other business (if any).
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

- 1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
- 2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- 3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

Form of Proxy, Form C.

Duty stamp
THB 20

Made at

Date Month Year

- (1) We
located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code
in our capacity as the custodian for
being a shareholder of QTC Energy Public Company Limited, holding shares in total which are entitled
to cast votes as follows

ordinary shares: shares in total which are entitled to cast votes;

preferred shares: shares in total which are entitled to cast votes,

- (2) I/We wish to appoint

(1) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code or

(2) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code or

(3) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code

any one of them as our proxy to attend and vote on our behalf at the 2024 Annual General Meeting of Shareholders through Electronic Method (E-Meeting) on Thursday, 4 April 2024 at 14.00 p.m. or such other date, time and place as may be adjourned.

- (3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- ☐ The voting right in all the voting shares held by us is granted to the proxy.
- ☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:
- ☐ Ordinary shares: shares in total, which are entitled to cast votes; and
- ☐ Preferred shares: shares in total, which are entitled to cast votes,
- Total: votes

- (4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- ☐ Agenda no. 1 To consider and acknowledge the minutes of the 2023 Annual General Meeting of Shareholders.
- ☐ Agenda no. 2 To consider and acknowledge the report on the Company's operating results in respect of 2023.

- ☐ Agenda no. 3 To consider and approve the consolidated financial statements in respect of the fiscal year ended as at 31 December 2023.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 4 To consider and approve the distribution of dividend derived from retain earnings of the Company.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 5 To consider and approve the appointment of directors in replacement of those to retire by rotation.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Appointment of all directors
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Appointment of any director(s)
- Name of Director : Mr. Kirk-krai Jirapaet
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- Name of Director : Mr. Natthaphon Lilawathananun
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- Name of Director : Mrs. Wasara Chotithammarat
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2024.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda no.7 To consider and approve the appointment of auditors and to determine their remuneration.
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda no. 8 To consider and approve the amendment to purpose of utilization of fund received from the issuance and offering of newly issued ordinary shares to private placement
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda no. 9 other business (if any).

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

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve.....votes

☐ Disapprove.....votes

☐ Abstain.....votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)


Signed Grantee
(.....)

Remarks

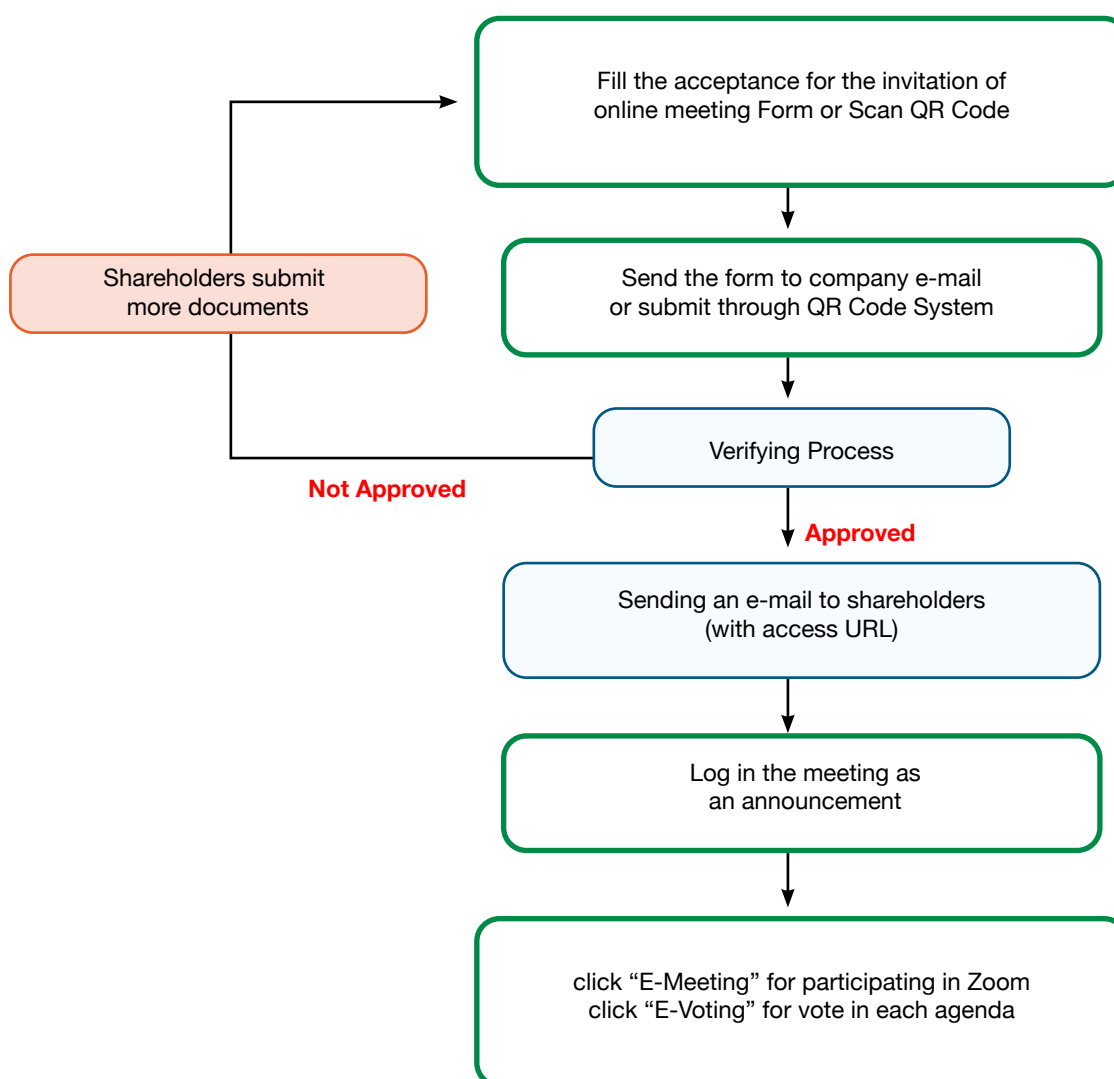
1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is another business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

Manual for attending the Annual General Meeting of Shareholders via Electronic Method (E-AGM)

(The document is in QR Code format attached to the Invitation to the 2023 Annual General Meeting of Shareholders)

Scan QR Code	Go to Link
	http://www.ojconsultinggroup.com/th/e-agm-manual/

E-AGM Flowchart





คุณภาพแห่งความปรารถนา

QUALITY OF DETAILS >>

D - DYNAMICS E - ENVIRONMENT

T - TEAMWORK A - ACHIEVEMENT

I - INNOVATION L - LEADERSHIP S - SERVICE