

# **CPT**

***Professional for Drives and Power***

**CPT Drives and Power Public Company Limited**

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## **Invitation to the 2024 Annual General Meeting of Shareholders**

**Wednesday 24 April 2024**

**At 10.00 a.m.**

**The Meeting shall conduct via Electronic Media (E-AGM)**

According to the Royal Decree on Electronic Meetings B.E. 2563 (2020) and Other  
Laws and Regulations

April 9, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of CPT Drives and Power Public Company Limited

- Enclosure:
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
  2. QR Code for downloading the 2023 Annual Registration Statement (Form 56-1 One Report) and the 2023 Financial Statement in digital format
  3. Brief profiles of the people being nominated as the directors to replace those who retired by rotation
  4. Proxy Form A, Form B, and Form C
  5. Profiles of independent directors being nominated as proxies
  6. Instructions on registering, appointing a proxy, documents, and evidence that attendees must present on the meeting day, and voting in the shareholder meetings
  7. Procedures for using the electronic meeting system using Inventech Connect
  8. Company's articles of association relating to shareholders' meeting
  9. Requisition Form for annual registration statement (Form 56-1 One Report) and/or annual financial statements 2023 in the printed version

The Board of Directors of CPT Drives and Power Public Company Limited, hereinafter referred to as the “**the Company**”, resolved to hold the 2024 Annual General Meeting of Shareholders on Wednesday April, 24 2024, 10.00 a. m. **The Meeting shall conduct via electronic media (e-AGM)** under the Royal Decree on Electronic Meetins B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society Re: Security Standards of Meetings via Electronic Media B.E. 2563 (2020), and other relevant regulations. The agendas for the Meeting are as follows:

**Agenda 1**                      **To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders**

**Facts and Rationale:**      The Company held the 2023 Annual General Meeting of Shareholders on April, 24 2023, and prepared the said minutes, including sending a copy of the said minutes of the meeting to the Stock Exchange of Thailand within 14 days from the meeting date required by law. It has been published through the Company's website for shareholders to acknowledge and check the validity. Its details are in **Enclosure No. 1**, which has been sent to the shareholders together with the notice of this meeting.

**Board’s Opinion:** The Board of Directors has considered that the Minutes of the 2023 Annual General Meeting of Shareholders are recorded wholly and correctly. There is no shareholder objection or amendment. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders as mentioned.

**Resolution:** This agenda's resolution must be reached by the majority of votes of attending shareholders who cast a vote, without counting those who abstained as a base for counting votes.

**Agenda 2** **To acknowledge the operating results of the Company for the year 2023**

**Facts and Rationale:** To comply with Clause 39 of the Company's Articles of Association, this stipulates that the Annual General Meeting of Shareholders shall consider and acknowledge the Board of Directors’ report showing the business performed by the Company during the past year. Therefore, the Company has summarized the Company's operating results and essential changes and its subsidiaries in 2023 in the Annual Registration Statement 2023 (Form 56-1 One Report) Section 1 Policy and Business Overview. Therefore, the Company requests the meeting to acknowledge the Company's operating results for the year 2023. The details appeared in Enclosure No. 2, which has been sent to the shareholders together with the notice of this meeting.

**Board’s Opinion:** The Board of Directors has considered and deemed to propose to the 2024 Annual General Meeting of Shareholders to acknowledge the operating result for the year 2023.

**Resolution:** This agenda item is for acknowledgment, therefore there is no vote casting required.

**Agenda 3** **To consider and approve the financial statements for the fiscal year ended on December 31, 2023**

**Facts and Rationale:** According to the Public Company Limited Act B.E. 2535, Section 112 (and amended), and the Company's articles of association Clause 64, requires the Board of Directors to prepare a statement of financial position (balance sheet) and the Company's income statement at the end of the fiscal year to propose to the Annual General Meeting of Shareholders for consideration and approval. Accordingly, the Board of Directors must arrange for an auditor to finish reviewing the balance sheet and income statement before proposing to the shareholders' meeting.

In this regard, the Audit Committee has considered and reviewed the Company's consolidated financial statements for the fiscal year ended December 31, 2023, which has been audited and certified by Ms. Kanitta Siriphatanasomchai, Certified Public Accountant No. 10837 from ANS Audit Co., Ltd. Therefore, it is deemed appropriate to

propose to the Board of Directors for approval to present to the 2024 Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the year ended December 31, 2023.

The Company's financial statements for the fiscal year ended December 31, 2023, appear in Section 3 under the heading "Financial Information" of the Annual Registration Statement 2023 (Form 56-1 One Report). In addition, details appear in **Enclosure No.2**, which has been sent to the shareholders in the form of a QR Code together with the notice of this meeting. The essence is summarized as follows:

(Million Baht)

Items	Annual Consolidated Financial Statements	
	2022	2023
Total Assets	1,301.38	1,194.67
Total Liabilities	443.21	259.35
Total Shareholders' Equity	858.17	935.32
Total Revenues	1,342.69	1,202.75
Total Expenses	1,392.95	1,105.30
Profit (Loss) for the year	(45.29)	77.15

**Board's Opinion:** The Board of Directors has considered and approved the Audit Committee's proposal. Therefore, it is deemed to propose that the 2024 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the fiscal year ended December 31, 2023, which have been audited by the certified auditors and reviewed by the Audit Committee as per the details proposed above.

**Resolution:** This agenda's resolution must be reached by the majority of votes of attending shareholders who cast a vote, without counting those who abstained as a base for counting votes.

**Agenda 4** **To consider and approve the dividend payment for the fiscal year ended December 31, 2023, and the allocation of the net profit as the legal reserve**

**Facts and Rationale:** In order to comply with Section 115 of the Public Company Act (and amended) ("**Public Company Act**"), and Clause 39, 53, and 54 of the Company's Articles of Association, it stipulates that the Annual General Meeting of Shareholders shall consider the appropriation of profit and annual dividend payment. The Company's dividend payment must be paid out of profits. If the Company still has accumulated losses, it is forbidden to pay dividends. In addition, according to Section 116 of the Public Companies Act and Clause 57 of the Company's Articles of Association, the Company must allocate part of its annual net profit as a reserve fund of not less than 5 percent of its annual

net profit and deduct by the accumulated loss brought forward (if any) until the reserve fund is not less than 10 percent of the registered capital.

In this regard, the Company has the policy to pay dividends to the shareholders at the rate of not less than 40 percent of net profit after corporate income tax and legal reserve of the Company. However, such dividend payment is subject to change depending on the investment plan, liquidity, necessity, and other suitability in the future.

From the operating results ending on December 31, 2023, the Company had a net profit, according to the Company's separate financial statements, in the amount of 77,174,258.14 baht. Therefore, the Company deems it appropriate to propose to the shareholders' meeting to consider and approve the allocation of net profits from the operating results for the year 2023 as a legal reserve in the amount of 3,858,712.90 baht (not less than 5 percent of net profit for 2023).

After allocating legal reserve funds, the Company still had accumulated profits of 73,315,545.24 baht. Therefore, the Company deems it appropriate to propose to the 2024 shareholder meeting to consider approving the dividend payment from such accumulated earnings at 0.025 baht per share for a total amount not exceeding 22,500,000 baht, accounting for 30.69 percent of net profit according to the separate financial statements after deducting legal reserves, following the Company's dividend policy.

Comparative information on dividend payments in the past year is as follows:

<b>Dividend payment details</b>	<b>2022</b>	<b>2023 (Proposed)</b>
1. Net profit (loss) according to separate financial statements (Baht)	(45,327,098.35)	77,174,258.14
2. Number of Shares		
2.1 Interim Dividends	-	-
2.2 Annual Dividends	-	900,000,000
3. Total dividends paid per share (Baht : Share)		
3.1 Interim Dividends (Baht : Share)	-	-
3.2 Annual Dividends (Baht : Share)	-	0.025
4. Total Dividend Payment (Baht)	-	22,500,000

**Board’s Opinion:**

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider as follows:

- 1. Approve the allocation of net profits from operating results in 2023 as a legal reserve of 3,858,712.90 baht. After allocating the said reserve fund, the Company will have a legal reserve of 3,858,712.90 baht, or 0.43 percent of the Company's registered capital.
- 2. Approve the payment of dividends from the Company's retained profits at 0.025 baht per share, equivalent to a total amount not exceeding 22,500,000 baht. Regarding the Company's dividend payment ratio, the Board of Directors has considered the necessity and appropriateness in the future, as well as allocating a portion of funds for investment.

In this regard, the Board of Directors has resolved to set the lists of shareholders entitled to receive dividends (Record Date) on March 8, 2024, and determine the dividend payment on May 24, 2024. The right to receive such dividends is still being determined once approval from the 2024 Annual General Meeting of Shareholders.

**Resolution:**

This agenda's resolution must be reached by the majority of votes of attending shareholders who cast a vote, without counting those who abstained as a base for counting votes.

**Agenda 5**

**To consider and approve the appointment of directors in replacement of the retiring directors by rotation for the year 2024**

**Facts and Rationale:**

According to the Public Company Limited Act B.E. 2535, Section 71 (and amended), and the Company's articles of association Clause 22, defines that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. The director who vacates office under this section may be re-elected. The directors to vacate office in the first and second years following the Company's registration shall be drawn by lots unless otherwise provided in the articles of association. In every subsequent year, the directors who have been longest in office shall vacate office.

At present, the Board of Directors consists of 8 directors. In the 2024 Annual General Meeting of Shareholders, 3 directors have to retire due to their term of office expiration.

List of Directors	Position
1) Assoc. Prof. Prapas Praisuwanna	Chairman of the Board / Independent Director
2) Mrs. Wanchalee Kanchanachongkol	Vice Chairman of the Board / Audit Committee / Independent Director
3) Mr. Worapoj Yodsatat	Audit Committee / Independent Director

The Nomination and Remuneration Committee has taken into account the criteria and procedures of nomination by considering individuals' qualifications. Those three directors who will retire by rotation are competent and good experience in working. Besides, they have leadership, broad visions, morals, ethics, and a positive attitude. They can also devote sufficient time to benefit the Company's business and have the expertise that is beneficial to the Company's operations and does not have prohibited characteristics as specified by relevant laws. The Nomination and Remuneration Committee has also considered the Board Diversity with the qualifications of 3 Directors, which is under the composition and structure of the Directors and the Company's business strategy. Therefore, deem it to re-appoint (1) Assoc. Prof. Prapas Praisuwanna, (2) Mrs. Wanchalee Kanchanachongkol, and (3) Mr. Worapoj Yodsatat, directors retire by rotation shall return to their positions as directors and/or independent directors of the Company for another term. In this regard, all three directors do not hold directorship positions or executives in other businesses that may cause conflicts of interest or are in business competition with the Company.

The profile of nominated persons to return to the director position for another term, as shown in **Enclosure No.3**, has been sent to the shareholders with the invitation letter.

**Board's Opinion:**

The Board of Directors, excluding the directors with interests, has considered the Nomination and Remuneration Committee's opinion. It is of the opinion that all three persons nominated for this time have passed the scrutiny process of the Nomination and Remuneration Committee and the Board of Directors. They have qualifications suitable for the Company's business and have the knowledge, ability, experience, and expertise consistent with the Company's business strategy. They also have experience and a good track record with leadership and vision and can devote enough time, which is beneficial to the Company's operation. They are qualified persons and do not have any prohibited characteristics under the relevant laws.

In addition, the Board of Directors has considered that (1) Assoc. Prof. Prapas Praisuwanna, (2) Mrs. Wanchalee Kanchanachongkol, and (3) Mr. Worapoj Yodsatat

are qualified persons to be Independent Director according to the definition of independent directors of the Stock Exchange of Thailand, including being able to express opinions independently by relevant criteria. Even though all three nominees have held the position of independent directors of the Company continuously for more than nine years from the date of their first appointment (including the agenda proposed for appointment this time), they can still express opinions and perform duties independently, including having knowledge expertise and understanding the business and operations of the Company very well, which is evident that it creates excellent benefits for the Company. Therefore, it is appropriate to propose that the shareholders' meeting consider and approve the election of the three directors who must retire from office as listed above to return to their positions as directors and independent directors of the Company for another term.

**Resolution:** This agenda's resolution must be reached by the majority of votes of attending shareholders who cast a vote, without counting those who abstained as a base for counting votes.

**Agenda 6** **To consider and approve the Board of Directors' remuneration for the year 2024**

**Facts and Rationale:** According to the Public Company Limited Act B.E. 2535 Section 90, and the Company's articles of association Clause 32, the directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, commission, bonus, or any other form of compensation following resolutions of meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting. Regardless of whether the amount is fixed or the criteria that shall be used for consideration periodically or shall be effective eternally until the shareholders' meeting's resolution shall be changed. The Company's Directors have the right to receive allowances and various benefits. However, the above directors' remuneration shall not affect the rights of the Company's directors appointed from the position of officers or employees to receive the compensation and benefits as the Company's staff or employees.

In this regard, determining the remuneration of directors at the 2024 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee has surveyed the remuneration of other listed companies in the same business or having similar size and nature of the business by considering the scope of duties and responsibilities. According to the Company's business direction, the said remuneration is sufficient to motivate the directors to perform their duties to achieve the goals. Besides, there is a transparent process to determine the Directors' remuneration to ensure the shareholders' confidence.



Therefore, the Nomination and Remuneration Committee deems to recommend to the Board of Directors to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration of the Directors and sub-committees for the year 2024 within the total amount not exceeding 2,000,000 baht, with details as follows:

### Monetary Remuneration

#### 1. Annual Compensation

Meeting Allowance	Remuneration					
	2024			2023		
<b>1 The Board of Directors</b>						
Chairman of the Board of Directors	Time	20,000.00	Baht	Time	20,000.00	Baht
Vice Chairman and Director	Time	15,000.00	Baht	Time	15,000.00	Baht
<b>2 The Audit Committee</b>						
Chairman of the Audit Committee	Time	20,000.00	Baht	Time	20,000.00	Baht
Vice Chairman and Member of the Audit Committee	Time	15,000.00	Baht	Time	15,000.00	Baht
<b>3 The Risk Management Committee</b>						
Chairman of the Risk Management Committee		-None-			-None-	
Vice Chairman and Member of the Risk Management Committee		-None-			-None-	
<b>4 The Nomination and Remuneration Committee</b>						
Chairman of the Nomination and Remuneration Committee		-None-			-None-	
Vice Chairman and Member of the Nomination and Remuneration Committee		-None-			-None-	
<b>5 The Executive Directors</b>						
Chairman of Executive Committee		-None-			-None-	
Vice Chairman and Member of the Executive Committee		-None-			-None-	

Such director's remuneration details are at the same rate, approved by the 2023 shareholders' meeting on April 24, 2023.

#### 2. Bonuses and Special Compensation

The Board of Directors shall consider as appropriate by determining the net profit from the Company's operations affordability, including business practices in the same industry.

In the past 2023, the Company did not pay bonuses and special remuneration for the Company's directors.

#### 3. Non-Monetary Compensation and Other Benefits

The Board of Directors shall consider as appropriate by determining from business practices in the same industry.

In the past 2023, the Company did not pay any non-monetary compensation and any other benefits to the Company's directors.

**Board's Opinion:** The Board of Directors has considered, based on the opinion of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the shareholders 'meeting to consider and approve the 2024 directors' remuneration according to the reasons and details above in all respect.

**Resolution:** This agenda's resolution must be reached by at least two-thirds (2/3) of attending shareholders, with those who abstained counted as a base for counting votes.

**Agenda 7**                      **To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024**

**Facts and Rationale:** According to the Public Company Limited Act B.E. Section 120 and the Company's articles of association Clause 67, the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration yearly. The former auditor(s) may be re-appointed. Besides, according to the Notification of Capital Market Supervisory Board TorJor 44/2556 Re: Rules, Conditions, and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (and amendments), require the listed companies to arrange auditor rotation. Suppose any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for the past seven fiscal years, whether consecutive or not. The Company may appoint that auditor to be the Company's auditor only after the expiration of at least five successive fiscal years.

In this regard, the Audit Committee has considered the appointment of the Company's auditors for the year 2024 based on their independence, qualifications, skills, knowledge, abilities, and experience. Besides, the auditor's remuneration will be considered appropriate to their duties and responsibilities. Therefore, it is reasonable to propose ANS Audit Company Limited, a certified public accountant approved by the Office of the Securities and Exchange Commission as the Company's auditor and its subsidiaries for the year 2024. The lists of auditors are as follows:

Lists of Auditors	CPA Licence No.	No. of years performing duties
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1) Mr. Vichai Ruchitanont	4054	-
2) Mr. Atipong Atipongsakul	3500	-
3) Mr. Sathien Vongsnan	3495	-
4) Ms. Kultida Pasurakul	5946	-
5) Ms. Kanitta Siriphatanasomchai	10837	1

Any of the said auditors shall conduct audit works and comment on the Company's financial statements and its subsidiaries for the year 2024. In case those auditors cannot perform their function, ANS Audit Company Limited shall provide its other auditors to perform duties instead.

However, the auditors' qualifications listed above have no conflict with the rules and regulations of the Stock Exchange of Thailand and no relationship and/or interests in the Company, subsidiaries, executives, major shareholders, or related persons that shall affect the independent performance in any way.

For the auditors' remuneration for the year 2024, the Audit Committee has considered the workload on reviewing and auditing the financial statements of the Company's financial statements and its subsidiaries. Therefore, it is deemed appropriate to propose to the Board of Directors' meeting to approve and present to the 2024 Annual General Meeting of Shareholders to consider and approve the auditing fee for the Company in the amount not exceeding 1,845,000 baht per year. In addition, for 1 subsidiary, is not exceeding 25,000 baht per year. The vital information for consideration is as follows:

(Per Annum)

Audit Fee	2024 (Proposed)	2023	2022
The Company	1,845,000	1,780,000	1,700,000
The Susidiaries	25,000 (1 Susidiary)	50,000 (2 Susidiaries)	50,000 (2 Susidiaries)

Such audit fee excludes other non-audit fees in the actual audit work. In the year 2023, there was no other service fee (Non-Audit Fee).

**Board's Opinion:**

The Board of Directors has considered and agreed as proposed by the Audit Committee. Therefore, it is deemed appropriate to present to the 2024 Annual General Meeting of Shareholders to approve ANS Audit Company Limited to be the Company's auditing firm and appointed (1) Mr. Vichai Ruchitanont, CPA No. 4054, or (2) Mr. Atipong Atipongsakul, CPA No. 3500 or (3) Mr. Sathien Vongsnan, CPA No. 3495 or (4) Ms. Kultida Pasurakul, CPA No. 5946 or (5) Ms. Kanitta Siriphatanasomchai CPA No. 10837 to be the Company's auditor for the year 2024. The audit fee is 1,845,000 baht per year. In addition, for 1 subsidiary, are not exceeding 25,000 baht per year

and expenses, including other costs incurred during the service (Out of Pocket Expense), with details as proposed in all respects.

Besides, the Company's auditors and the auditors of its subsidiaries (1 company) belong to the same audit firm, namely ANS Audit Company Limited.

Incidentally, the auditors of the Company and its subsidiary (1 company) belong to the same auditing firm, namely ANS Audit Company Limited.

In this regard, the Board of Directors ensures that the Company can prepare the financial statements on time specified by the law.

**Resolution:** This agenda's resolution must be reached by the majority of votes of attending shareholders who cast a vote, without counting those who abstained as a base for counting votes.

**Agenda 8** **To consider and approve the amendment of the Company's Article of Association**

**Facts and Rationale:** According to the Public Limited Companies Act (No. 4), B.E. 2022 has been announced in the Royal Gazette and has been effective since May 24, 2022. Laws have been revised to support the management of meetings by electronic means and scheduling meetings to be modern and efficient. Reduce the burden of unnecessary expenses and provide convenience to shareholders. In this regard, it is deemed appropriate to propose that the Company's shareholders' meeting consider and approve amendments to its regulations regarding electronic means of board and shareholder meetings, delivery of documents or books, and granting proxies in the shareholders' meeting to be consistent with the Public Limited Companies Act, including amendments to the Company's regulations concerning the repurchase of the Company's shares to be complied with the Ministerial Regulation Prescribing Criteria and Procedures for Repurchasing Shares, Selling Repurchased Shares, and Reducing Repurchased Shares of Companies (No. 2) B.E. 2565, the details are as follows:

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
<p style="text-align: center;"><b><u>Chapter 2 Issuance and Transfer of Shares</u></b></p> <p>Article 15. The Company shall not hold its own shares nor accept any pledge of its own shares, except for the following:</p> <p>(1) The Company may repurchase shares from a shareholder who votes against such resolution of the shareholders meeting to amend the Articles</p>	<p style="text-align: center;"><b><u>Chapter 2 Issuance and Transfer of Shares</u></b></p> <p>Article 15. The Company shall not hold its own shares nor accept any pledge of its own shares, except for the following:</p> <p>(1) The Company may repurchase shares from a shareholder who votes against such resolution of the shareholders meeting to amend the</p>

Current Articles of Association	New Articles of Association
<p>of Association regarding the rights to vote and to receive dividend payment, which is unfair in the view of such shareholder;</p> <p>(2) The Company may repurchase shares for the purpose of financial administration in the case that the Company has retained earnings and excess liquidity, provided that such repurchase of shares shall in no way give rise to any financial difficulty to the Company.</p> <p>Such shares held by the Company will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.</p> <p>The Company must dispose of such shares as repurchased by the Company as per the preceding paragraph within the period specified by <del>the share repurchase project specified by the Company which must not exceed three years from the completion of the share repurchase and the repurchased shares must be disposed prior the new shares disposal</del>. If the Company is unable to dispose of all of those shares repurchase by the Company within the period specified, the Company shall decrease its paid-up capital by way of canceling the listed shares which cannot be disposed of.</p> <p>The repurchase of shares by the Company shall be subject to prior approval from the shareholders meeting, except for any repurchase of shares representing no more than ten (10) percent of <u>the paid-up capital</u>, which shall be within the scope of power of the Board of Directors to approve such repurchase of shares. In the event that the repurchase of shares representing more than ten (10)</p>	<p>Articles of Association regarding the rights to vote and to receive dividend payment, which is unfair in the view of such shareholder;</p> <p>(2) The Company may repurchase shares for the purpose of financial administration in the case that the Company has retained earnings and excess liquidity, provided that such repurchase of shares shall in no way give rise to any financial difficulty to the Company.</p> <p>Such shares held by the Company will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.</p> <p>The Company must dispose of such shares as repurchased by the Company as per the preceding paragraph within the period specified by <b><u>ministerial regulations</u></b>. If the Company is unable to dispose of all of those shares repurchase by the Company within the period specified, the Company shall decrease its paid-up capital by way of canceling the listed shares which cannot be disposed of.</p> <p>The repurchase of shares by the Company shall be subject to prior approval from the shareholders meeting, except for any repurchase of shares representing no more than ten (10) percent of <b><u>the total issued and purchased shares</u></b>, which shall be within the scope of power of the Board of Directors to approve such repurchase of shares. In the event that the repurchase of shares representing more than ten (10) percent of <b><u>the total issued and purchased shares which subject to prior approval from the shareholders meeting</u></b>,</p>

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
<p>percent of <u>the paid-up capital</u>, the Company shall repurchase shares within one (1) year from the date of receipt of the approval from the shareholder meeting.</p> <p>If the Company securities are registered as listed securities on the stock exchange of Thailand, The determination of offering price for repurchase of shares or offering price for sale of shares repurchased or in any other cases relating to such share repurchase shall be in accordance with the regulations, notifications, orders, or regulations of the stock exchange of Thailand and rules and procedures prescribed by ministerial regulations.</p>	<p>the Company shall repurchase shares within one (1) year from the date of receipt of the approval from the shareholder meeting.</p> <p>If the Company securities are registered as listed securities on the stock exchange of Thailand, The determination of offering price for repurchase of shares or offering price for sale of shares repurchased or in any other cases relating to such share repurchase shall be in accordance with the regulations, notifications, orders, or regulations of the stock exchange of Thailand and rules and procedures prescribed by ministerial regulations.</p>
<p style="text-align: center;"><b><u>Chapter 3 Directors</u></b></p> <p>Article 26. In the event that the number of directors below the number necessary to form a quorum, the remaining directors may act for the purpose of calling a shareholders' meeting to elect directors to fill the vacancy only. Such shareholders' meeting shall be called within one (1) month from the date of the event that the number of directors below the number necessary to form a quorum.</p> <p>In the event that the whole board of directors vacate office by an order of the court, the vacated board of directors shall remain in office to convene the shareholders' meeting to elect a new board of directors within one (1) month as from the date of vacancy; <del>by serving a notice calling the meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publishing the notice calling the meeting in a newspaper not less than</del></p>	<p style="text-align: center;"><b><u>Chapter 3 Directors</u></b></p> <p>Article 26. In the event that the number of directors below the number necessary to form a quorum, the remaining directors may act for the purpose of calling a shareholders' meeting to elect directors to fill the vacancy only. Such shareholders' meeting shall be called within one (1) month from the date of the event that the number of directors below the number necessary to form a quorum.</p> <p>In the event that the whole board of directors vacates office by an order of the court, the vacated board of directors shall remain in office to convene the shareholders' meeting to elect a new board of directors within one (1) month as from the date of vacancy.</p>

Current Articles of Association	New Articles of Association
<p><del>three (3) days prior to the date of the meeting which has to publish three (3) consecutive days.</del></p>	
<p>Article 28. The Board of Directors shall hold a meeting <u>three (3) months at once</u>. In calling the Board of Directors' meeting, the Chairman of the Board of Directors or the person entrusted by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to the directors not less than <u>seven (7) days</u> prior to the date of the meeting. The notice calling the meeting must determine the date, time, place, and agenda items. Unless necessary or urgent to preserve the rights or the benefits of the Company, the meeting may be called by other methods and earlier meeting date may be chosen. The Chairman of the Board of Directors may determine the Board of Directors' meeting to be convened via electronic means.</p> <p>To sending notice calling the Board of Directors' meeting and meeting documents, the Board of Directors may send such notice calling and meeting documents by electronic means.</p> <p>In the event that two or more directors request the Chairman of the Board of Directors to call the Board of Directors' meeting. The Chairman of the Board of Directors shall determine the date of the meeting within fourteen (14) days as from the date of receipt of the request.</p>	<p>Article 28. The Board of Directors shall hold a meeting <b><u>once (1) every three (3) months</u></b>. In calling the Board of Directors' meeting, the Chairman of the Board of Directors or the person entrusted by the Chairman of the Board of Directors <b><u>shall be the person who calls a meeting or in case there is no Chairman of the Board of Directors, the deputy Chairman shall be the person who calls a meeting. In case there is no deputy Chairman, at least 2 directors may jointly call a meeting by</u></b> serve a written notice calling for such meeting to the directors not less than <b><u>three (3) days</u></b> prior to the date of the meeting. The notice calling the meeting must determine the date, time, place, and agenda items.</p> <p>Unless necessary or urgent to preserve the rights or the benefits of the Company, the meeting may be called by <b><u>electronic means</u></b> or other methods and earlier meeting date may be chosen. The Chairman of the Board of Directors may determine the Board of Directors' meeting to be convene via electronic means, <b><u>in this regards, the Company's head office shall be assumed to be the place of such electronic meeting.</u></b></p> <p>To sending notice calling the Board of Directors' meeting and meeting documents, the Board of Directors may send such notice calling and meeting documents by electronic means.</p> <p><b><u>In the event of necessary or urgent to preserve the rights or the benefits of the Company, two or</u></b></p>

Current Articles of Association	New Articles of Association
	<p>more directors <b><u>may jointly</u></b> request the Chairman of the Board of Directors to call the Board of Directors' meeting <b><u>provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting. In this regards,</u></b> the Chairman of the Board of Directors shall determine the date of the meeting within fourteen (14) days as from the date of receipt of the request.</p> <p><b><u>In the event that the Chairman fails to comply with the above third paragraph, the directors who requested so may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within 14 days from the expiration date of the period under third paragraph.</u></b></p>
<p style="text-align: center;"><b><u>Chapter 4 Shareholders' Meeting</u></b></p> <p>Article 38. The Board of Directors shall organize an annual general meeting of shareholders within four (4) months following the end of the accounting period of the Company. A general meeting other than the meeting specified above is called an extraordinary meeting.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders at any time it sees fit or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe his/her or their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting in the said letter.</p>	<p style="text-align: center;"><b><u>Chapter 4 Shareholders' Meeting</u></b></p> <p>Article 38. The Board of Directors shall organize an annual general meeting of shareholders within four (4) months following the end of the accounting period of the Company. A general meeting other than the meeting specified above is called an extraordinary meeting.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders at any time it sees fit or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe his/her or their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the</p>



Current Articles of Association	New Articles of Association
<p>In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.</p> <p>In case of the Board of Directors fails to arrange for the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>	<p>meeting in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.</p> <p>In case of the Board of Directors fails to arrange for the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph two. <b><u>Such shareholders may send a notice calling the meeting to shareholders via electronic means; provided that the shareholders have already declared their intention or given consent to the Company or the Board of Directors as specified in Clause 74.</u></b> In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>

Current Articles of Association	New Articles of Association
<p>Article 41. In the shareholders' meeting, the shareholders may appoint other person as his/her proxy to attend and vote on his/her behalf. The proxy does not have to be a shareholder of the Company. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.</p> <p>The instrument appointing proxy shall be delivered to the Chairman of the Board of Directors or or a person entrusted by the Chairman of the Board of Directors prior to the time of the meeting.</p>	<p>Article 41. In the shareholders' meeting, the shareholders may appoint other person as his/her proxy to attend and vote on his/her behalf. The proxy does not have to be a shareholder of the Company. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar. <b><u>The instrument appointing proxy may be proceeded by electronic means as prescribed by laws.</u></b></p> <p>The instrument appointing proxy shall be delivered to the Chairman of the Board of Directors or or a person entrusted by the Chairman of the Board of Directors prior to the time of the meeting.</p>
<p>Article 47. The shareholders' meeting shall be held at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Chairman of the Board of Directors or a person entrusted by the Chairman of the Board of Directors.</p>	<p>Article 47. The shareholders' meeting shall be held at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Chairman of the Board of Directors or a person entrusted by the Chairman of the Board of Directors. <b><u>The shareholders' meeting may be convened via electronic means as stipulated in the law on electronic meetings, in this regards, the Company's head office shall be assumed to be the place of such electronic meeting.</u></b></p>
<p align="center"><b><u>Chapter 10 Other Provisions</u></b></p> <p align="center">- not specified -</p>	<p align="center"><b><u>Chapter 10 Other Provisions</u></b></p> <p><b><u>Article 73. Any notice or statement about the Company to individuals or the public may be published via electronic means in accordance with the rules prescribed by law.</u></b></p>

Current Articles of Association	New Articles of Association
- not specified -	<p><b>Article 74. <u>In the event that the Company or the Board of Directors has a duty to deliver any letter or document to directors, shareholders or creditors of the Company, if such person has notified an intention or consent to send the letter or document via electronic means, the Company or the Board of Directors may send such letter or document by electronic means in accordance with the rules prescribed by law.</u></b></p>
<p><b><u>Article 73.</u></b> The Company's seal is as follows:</p>	<p><b><u>Article 75.</u></b> The Company's seal is as follows:</p>

**Board's Opinion:**

The Board of Directors has considered and deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's regulations regarding electronic means of board and shareholder meetings, delivery of documents or books, and granting proxies in the shareholders' meeting to be consistent with the Public Limited Companies Act (No. 4), B.E. 2022, including amendments to the Company's regulations concerning the repurchase of the Company's shares to be complied with the Ministerial Regulation Prescribing Criteria and Procedures for Repurchasing Shares, Selling Repurchased Shares, and Reducing Repurchased Shares of Companies (No. 2) B.E. 2565. Besides, consider and approve the assignment of persons assigned by the Company's authorized directors to have the authority to register, amend, and change the Company's regulations, including amending and/or adding additional information following the registrar's orders as necessary and appropriate without affecting the content of the amendment to complete the registration of amending the Company's regulations.

**Resolution:**

This agenda's resolution must be reached by at least three-fourths (3/4) of attending shareholders and have the right to vote, with those who abstained counted as a base for counting votes.

**Agenda 9**

**Other matters (if any)**

**Information for Shareholders**

In this regard, the Company has determined the lists of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on March 8, 2024.

Due to current technology and legal regulations, the Annual General Meeting of Shareholders can be conducted conveniently electronically even though they are in different places. Therefore, the Company organized a meeting via electronic media (e-AGM) in this meeting. Therefore, the Company would like to request all shareholders to comply with the instructions on how to register, proxy, documents, and evidence for verifying the identity of the attendees via electronic means and voting at the shareholders' meeting as shown in **Enclosure No. 6**. Besides, it includes procedures for using the meeting system via electronic media using the Inventech Connect (Live Streaming) method as shown in **Enclosure No. 7** to benefit all shareholders attending the meeting and voting. The Company shall conduct the meeting according to the Company's Articles of Association regarding the shareholders' meeting, which appears in **Enclosure No. 8**.

Suppose any shareholder cannot attend the meeting via electronic media (e-AGM). In that case, you can appoint the Company's independent director as a proxy to participate in the meeting and vote on behalf of the shareholders. Lists and details of independent directors are shown in **Enclosure No. 5** or authorize any other person to attend the conference and vote on behalf of the shareholders. In this regard, the Company asks shareholders to fill in the details and sign the Proxy Form A or Form B. On the part of foreign shareholders who appoint a custodian to be a depository, please use Proxy Form C. Proxy Forms A, B, and C. are appeared in **Enclosure No. 4**. Please affix 20 baht stamp duty and attach documents and evidence for the identification of the attendees as shown in **Enclosure No. 6** and send to CPT Drive and Power Public Company Limited No. 230/7, Thetsaban Rangrak Nuea Road, Lat Yao, Chatuchak, Bangkok 10900, or via E-mail address: natchanan.t@CPTthailand.com; nathamont.t@CPTthailand.com by **April 17, 2024**, it will be your greatest gratitude.

Please be invited to attend the 2024 Annual General Meeting of Shareholders on the date, time, and meeting channels as specified above.

Yours sincerely,



(Assoc. Prof. Prapas Praisuwanna)

Chairman of the Board

**Remark:**

1. All shareholders can access the notice of the Annual General Meeting of Shareholders and all related documents on the Company's website [www.CPTthailand.com](http://www.CPTthailand.com). Any question may arise on to the above meeting agendas, and the shareholders could send the questions in advance through E-mail address: [info@CPTthailand.com](mailto:info@CPTthailand.com) or fax No. 02-580-6332, with identifying the contact information for replying from the Company.
2. Any shareholders who require a printed version of the Annual Registration Statement (Form 56-1 One Report), please fill in "the Annual Registration Statement (Form 56-1 One Report)" and perform the procedures specified **Enclosure No.9**.

**For further information please contact:** Ms.Natchanan Thianchaitrakul or Ms. Nathamon Thanyabowornjinda

CPT Drives and Power Public Company limited

Tel: 02-954-2590-2 Fax: 02-580-6332

**Enclosure No. 1**

**Minutes of the 2023 Annual General Meeting of Shareholders  
CPT Drives and Power Public Company Limited**

The Meeting was held on Monday, April 24, 2023, at 10:00 a.m.

Through Electronic Media (E-AGM)

Lived Broadcasting at the Factory of CPT Drives and Power Public Company Limited, located on No. 26/16  
Khlong Nueng Subdistrict, Khlong Luang District, Pathum Thani.

**The directors were present at the live broadcast location:**

1. Assoc. Prof. Prapas Praisuwanna Chairman of the Board / Independent Director
2. Mr. Suvit Singhajan Chairman of the Audit Committee / Independent Director
3. Mrs. Wanchalee Kanchanachongkol Vice Chairman of the Board / Audit Committee /  
Independent Director
4. Mr. Worapoj Yodsatat Audit Committee / Independent Director
5. Mr. Chaiyot Piyawannarat Director / Chief Executive Officer
6. Mr. Noppadol Wichienkuer Director / Managing Director
7. Ms. Haruthai Limprasert Director / Deputy Managing Director (Management)
8. Mr. Monchai Thunthanase Director / Deputy Managing Director (Sales and Engineering)

There were 8 directors attending this meeting, representing 100% of the total number of directors.

**The executives were present at the live broadcast location:**

1. Ms. Natchanan Thianchaitrakul Finance Director
2. Ms. Phakamas Chimlek Company Secretary

**The consultants attended the meeting via the online system:**

**Auditors from ANS Audit Company Limited:**

1. Mr. Yuttapong Chuamuangpan
2. Ms. Soraya Wongchantip

**Legal Counsels from Kudun and Partners Limited:**

1. Ms. Thitawan Thanasombatpaisarn
2. Ms. Kotchakorn Luengrattanamas

### **Meeting Commenced at 10.00 a.m.**

CPT Drives and Power Public Company Limited ("**the Company**"), where Ms. Kanokthip Charoen Rasamee acted as the moderator of the Meeting ("**the moderator**"), declared to the Meeting that today's meeting would be held in electronic format under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). The Company arranged for the service provider to organize meetings through electronic media that had the expertise and was certified by relevant agencies. This was for the safety and reduction of shareholders' risk of infection with Coronavirus 2019 or "COVID-19". In addition, a representative from an outside law firm was appointed to inspect the vote and ensure the meeting was transparent to comply with the law, the Company's Articles of Association, and principles of good corporate governance. The Company broadcasted the video and audio signals of the meeting via video conferencing system from the meeting room, factory of CPT Drives and Power Public Company Limited, No. 26/16 Khlong Nueng Subdistrict, Khlong Luang District, Pathum Thani. Besides, the Company recorded the meeting in the form of video media.

In this regard, the Company determined the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders on March 15, 2023 (Record Date). By today's meeting, 30 shareholders attended the meeting, representing a total of 410,153,900 shares, representing 45.5726% of the Company's total issued shares (900,000,000 shares). It was divided into 7 shareholders attending in person, representing 299,647,200 shares, and 23 shareholders by proxy, representing a total of 110,506,700 shares of the Company's total issued shares. It constituted a quorum as specified by law and Article 42 of the Company's Articles of Association. It required the presence of shareholders and proxies from shareholders (if any) to attend the meeting of not less than 25 people or not less than half of the total number of shareholders and held shares amounting to not less than one-third (1/3) of the total issued shares of the Company. During the meeting, one additional shareholder was present in Agenda 4, totaling 31 attendees, holding 410,154,000 shares or 45.5726% of the total issued and sold shares of the Company.

The Meeting moderator introduced the directors, executives, and other attendees. In this regard, the moderator invited Assoc. Prof. Prapas Praisuwanna to act as the Chairman of the 2023 Annual General Meeting of Shareholders (**the "Chairman"**) to declare the meeting open.

The Chairman welcomed the attendees of the 2023 Annual General Meeting of Shareholders and declared the meeting open by assigning Ms. Kanokthip Charoen Rasamee, the moderator, to explain details of the voting procedures, vote counting, and other guidelines for this shareholders' meeting. The details were as follows:

1. In voting at the meeting, every shareholder would have votes equal to the number of shares they held, counting 1 share per 1 vote.

2. A shareholder had the right to vote for, Approve, Disapprove, or Abstain only one way, except for custodian shareholders whose voting could be split.
3. Agenda 5, concerning the appointment of directors to replace those who retired by rotation, would use the election method on an individual basis to comply with the good corporate governance code.

**Rules, voting methods, vote counting, and methods for asking questions or expressing opinions were as follows:**

1. The Meeting would consider the matters in the order of the agenda specified in the invitation letter. Information on each agenda item would be presented, and shareholders could ask questions before voting. The vote result would be given to the Meeting when the votes were counted in that agenda finished in order.
2. In voting, the shareholders could choose the agenda they wanted to vote on. Then press the "Vote" button, and the system displays all three voting channels: Approve, Disapprove, and Abstain. For proxies, the system would display all names of grantors by voting separately for each user account. To cancel the vote, press the "Cancel Vote" button. For any shareholder who did not vote within the specified time, the Company assumed that the shareholder agreed with that agenda. Voting could be edited until there was a notice to close voting for that agenda, which the Company allowed one minute to vote. The result of that agenda would be announced to the Meeting after the voting result submission for each agenda closed.
3. If shareholders receive proxies from multiple shareholders, press the menu "Account" and click on the "Change Account" button to access other shareholders' accounts. The system would not remove votes from the Meeting base.
4. If a shareholder wished to leave the Meeting before closing the vote on any agenda, the shareholders' votes would not be counted as a quorum for such agenda. As a result, the votes would not be counted immediately for the rest of the agenda. However, leaving the quorum for any agenda item would allow the right shareholders or proxies to return to the Meeting and vote on the following agenda in the system.

In addition, the meeting moderator clarified **the practice of asking questions or expressing opinions in the Meeting** as follows:

1. Asking questions or expressing opinions in the Meeting room  
Before voting on each agenda, the Company allowed the Meeting participants to ask questions or express opinions on issues related to that agenda as appropriate by selecting the agenda that would like to ask questions or express opinions. Then press the "Question" button, which could be asked in two ways:



- Inquire via message; the shareholders could type the desired inquiry. Then press the "Send question" button, and the Company will answer questions in the Meeting room on the agenda related to that question. However, if there were many questions sent in, the Company reserved the right to consider selecting questions as appropriate, or
- Inquire via video and audio (video conference) by pressing the button "Inquire via video and audio," then press "OK" to confirm the reservation. Once authorized by the staff, turn on your camera and microphone. The shareholders must provide their first and last names and status as a shareholder or proxy before asking questions every time for the Company to be able to accurately and completely record in the minutes of the Meeting.

In this regard, the Company reserved the right to cut off the picture and sound of shareholders asking questions, making rude comments, defaming others, violating any laws, including infringement of the rights, disturbing the Meeting, or causing trouble to other attendees.

2. In case many shareholders want to ask questions via video conference in the system, the shareholders ask questions via text messages in order to maintain the duration of the Meeting so that the staff answer questions or bring the questions to answer at the end of the Meeting or to answer on the Company's website.
3. In case shareholders have problems accessing the Meeting system or voting system, please study and follow the instructions given together with the Meeting invitation letter. Or select the "Help" menu in the system, where Inventech Call Center staff can be contacted from phone numbers and Line Official.
4. If there is a system failure during the Meeting, shareholders will receive an email to return to the Meeting through the backup system.

The moderator started the Meeting according to the agenda as follows:

**Agenda 1 To Consider and Adopt the Minutes of the 2022 Annual General Meeting of Shareholders**

The Chairman assigned the moderator to present details in this agenda.

The moderator reported to the Meeting that the Company held the 2022 Annual General Meeting of Shareholders on April 27, 2022, and had prepared the Minutes of the Meeting. The Board of Directors considered that the Minutes of the Meeting were recorded accurately and completely. The Company sent a copy of the Minutes to the Stock Exchange of Thailand within 14 days from the Meeting date as required by law and published through the Company's website already. In addition, the details were shown in **Enclosure No. 1**, sent to the shareholders with the invitation letter.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the Meeting to consider and approve the minutes of the 2022 Annual General Meeting of Shareholders.

This agenda would be passed by the majority of votes of attending shareholders who cast a vote.

**Resolution: The Meeting certified the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 27, 2022, as the details proposed in all respects, with the following votes:**

Approved	410,153,900	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	10	Votes	Equivalent to	-

\*Abstained votes were excluded from the base of vote counting.

**Remark:** For this agenda, no additional shareholders and/or proxies were attending the Meeting.

## **Agenda 2 To Acknowledge the Company's Operation Results for the Year 2022**

The Chairman assigned the moderators, Ms.Natchanan Thianchaitrakul and Mr. Chaiyot Piyawannarat, to propose details in this agenda, respectively.

The moderator reported to the Meeting that the Company prepared a summary of the operating results and significant changes of the Company and its subsidiaries occurring in 2022, with details appearing in the 2022 registration statement (Form 56-1 One Report) following **Enclosure No. 2**, delivered to the shareholders in the form of QR Code together with the Meeting invitation letter. In this regard, the Board of Directors considered it appropriate to propose the details of the Company's operating results for the year 2022 to the Meeting for acknowledgment. Then, Ms. Natchanan Thianchaitrakul, the Finance Director, was invited to present the details of this agenda to the Meeting.

Ms.Natchanan Thianchaitrakul reported to the Meeting of the Company's operating results for the year 2022 with details as follows:

As for the Company's operating results in the year 2022, the Company's main revenue derived from sales with the following proportions:

1. Revenue from sales of electrical control cabinets was 342 million baht, accounting for 26% of the total revenue from sales and services in 2022.
2. Revenue from sales of finished goods (unit types) was 109 million baht, representing 8% of total revenue from sales and services in 2022.
3. Revenue from contracting and installation services was 861 million baht, representing 64% of the total revenue from sales and services in 2022.
4. Revenue from service and repairs was 30 million baht or 2% of total revenue from sales and services in 2022.

However, overall Company earnings for 2022 were better compared to 2021. The sales revenue increased by 169 million baht compared to 2021. It was due to the increase in new customers and the delivery of high-value work to more customers. Besides, revenue from contracting and installation services increased by 390 million baht due to the delivery of several large projects, according to the project's progress. As a result, the Company was able to recognize more revenue than in the year 2021. In addition, service and repair income increased by 5 million baht.

For the Company's net profit (loss) in 2022, the Company had a net loss of 45.29 million baht, and in 2021, a loss of 86.11 million baht. It was due to the Company's provision for doubtful accounts for long overdue debtors and from external factors. The inflation also caused the price of raw materials such as steel, copper, and wires in the domestic market to increase costs.

In addition, the moderator invited Mr. Chaiyot Piyawannarat, Chief Executive Officer, to further present the Company's plans for the year 2022 at the Meeting. Mr. Chaiyot Piyawannarat reported at the Meeting that in 2022 the Company focused on three matters as follows: (1) Risk Management due to the situation of the outbreak of the Coronavirus Disease 2019 (COVID-19), the continuation of the war in foreign countries that affected the procurement of raw materials, international freight, including fluctuating raw material prices, (2) cash flow management of the Company which was regarded as one of the essential matters in managing the organization, and (3) expansion of customer market base to have more customer base. As a result, in 2022, the Company managed an unprofitable and risky backlog because customers had no cash flow causing the Company to set aside an allowance for doubtful debts.

However, in 2023, the Company expected better customer orders and fewer bad debts. The Company had better management of its cash flow. It could create long-term sustainability, develop, and manage risks by considering managing business processes, restructuring the organization, and providing appropriate resources. The Company learned from the problems that arose to develop and improve the work and management of the Company. In addition, the Company gained the trust of new customers, such as electronic parts business customers (Semiconductors) and Foods and Beverages. It was considered a promising trend in expanding the customer base to new businesses more widely.

The moderator inquired whether any shareholders or proxies had questions or wanted to express opinions. However, there were no questions or comments.

**Remark:** This agenda was included for acknowledgment and needed no resolution.

**Agenda 3            To consider and approve the Company's Financial Statements for the Fiscal Year Ended on December 31, 2022**

The Chairman assigned the moderators and Ms.Natchanan Thianchaitrakul, to propose details in this agenda, respectively.

The moderator declared to the Meeting that the Company had prepared the financial statements for the fiscal year ended on December 31, 2022, audited by the Company's Certified Public Accountant. It had also been reviewed by the Audit Committee and approved by the Board of Directors meeting. The details were shown in Section 3 (Financial Information) of the 2022 Annual Registration Statement (Form 56-1 One Report) following **Enclosure No. 2**, delivered to the shareholders in the form of a QR Code with the meeting invitation letter. Then Ms. Natchanan Thianchaitrakul, Finance Director, was invited to present the details in this agenda.

Ms. Natchanan Thianchaitrakul reported to the Meeting the material details of the Company's financial statements ending December 31, 2022, which could be summarized as follows:

#### Income Statement

In 2022, the Company had revenue from sales of 450.84 million baht. Revenue from services and installations amounted to 860.64 million baht. Revenue from services amounted to 30.64 million baht, accounting for total revenue of 1,347.22 million baht. The cost of sales amounted to 388.26 million baht. The cost of services and installation amounted to 860.05 million baht. The cost of services amounted to 18.31 million baht. The gross loss amounted to 80.61 million baht. Selling and administrative expenses were 130.87 million baht. Loss before finance costs and income tax amounted to 50.26 million baht, and net loss amounted to 45.29 million baht.

#### Statement of Financial Position

In 2022, the Company had total assets of 1,301.38 million baht, cash and cash equivalents of 285 million baht, total liabilities of 443.21 million baht, and total shareholders' equity of 858.17 million baht.

#### Financial Ratio

In 2022, the Company had a gross profit margin of 5.63%, a net profit margin of -3.36%, a return on total assets of -3.44%, a return on equity ratio of -5.14%, debt to equity ratio of 0.52 times, and liquidity ratio of 1.72 times.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the Meeting to consider and approve the Company's financial statements for the fiscal year ended on December 31, 2022.

This agenda would be passed by the majority of votes of attending shareholders who cast a vote.

**Resolution: The Meeting approved the Company's financial statements for the fiscal year ended on December 31, 2022, as details proposed in all respects, with the following votes:**

Approved	410,153,900	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	10	Votes	Equivalent to	-

\*Abstained votes were excluded from the base of vote counting.

**Remark:** For this agenda, no additional shareholders and/or proxies were attending the Meeting.

**Agenda 4 To consider and approve the omission of dividend payment for the fiscal year ended on December 31, 2022, and refrain from appropriating profits as legal reserves**

The Chairman assigned the moderator to report this agenda to the Meeting.

The moderator reported to the Meeting that Section 115 of the Public Companies Act B.E. 2535 (and amendments) ("**Public Company Act**") and Clause 54 of the Company's Articles of Association required that if a company has a loss, no dividends shall be paid until such loss has been corrected. Besides, Section 116 of the Public Companies Act and Clause 57 of the Company's Articles of Association determined that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

From the operating results according to the Company's financial statements for the fiscal year ended on December 31, 2022, the Company had a net loss of 45,327,098.35 baht. Therefore, the Company refrained from paying dividends and omitted to allocate net profits as legal reserves.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the Meeting to consider and approve the omission of dividend payment and refrain from appropriating profits as legal reserves.

This agenda would be passed by the majority of votes of attending shareholders who cast a vote.

**Resolution: The Meeting approved the omission of dividend payment for the fiscal year ended on December 31, 2022, and refrain from appropriating profits as legal reserves as details proposed in all respects, with the following votes:**

Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

\*Abstained votes were excluded from the base of vote counting.

**Remark:** In this agenda, there was one additional shareholder by proxy, totaling 31 persons holding 410,154,000 shares.

**Agenda 5 To consider and approve the appointment of directors to replace those who retired by rotation**

The Chairman assigned the moderator to report this agenda to the Meeting.

The moderator reported to the Meeting that according to the Public Company Limited Act B.E. 2535, Section 71, and the Company's articles of association Clause 22 define that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. The director who vacates office under this section might be re-elected. The directors to vacate office in the first and second years following the company's registration shall be drawn by lots unless otherwise provided in the articles of association. In every subsequent year, the directors who have been the longest in office shall vacate office.

At the 2023 Annual General Meeting of Shareholders, the following 3 directors would to retire by rotation:

<b>List of Directors</b>	<b>Position</b>
1) Mr. Noppadol Wichienkuer	Executive Director/Managing Director
2) Ms. Haruthai Limprasert	Director / Deputy Managing Director (Management)
3) Mr. Monchai Thunthanase	Director / Deputy Managing Director (Sales and Engineering)

The Nomination and Remuneration Committee had taken into account the criteria and procedures of nomination by considering individuals' qualifications. Those three directors who would retire by rotation were competent and had a good experience in working. Besides, they had leadership, broad visions, morals, ethics, and a positive attitude. They could also devote sufficient time to benefit the Company's business and had the expertise beneficial to the Company's operations, and did not have prohibited characteristics as specified by relevant laws. The Nomination and Remuneration Committee had also considered the Board Diversity with the qualifications of 3 Directors, which was under the composition and structure of the Directors and the Company's business strategy. Therefore, the Nomination and Remuneration Committee deemed it appropriate to propose that the three directors who had to retire by rotation resume their positions for another term. Their profiles appeared in **Enclosure No. 3**, which was delivered to the shareholders together with the invitation to the meeting.

In addition, the Board of Directors, excluding the director who retired at the 2022 Annual General Meeting of Shareholders, had considered the opinion of the Nomination and Remuneration Committee. Therefore, it was appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the

appointment of (1) Mr. Noppadol Wichienkuer, (2) Ms. Haruthai Limprasert, and (3) Mr. Monchai Thunthanase, directors who retired by rotation would be re-elected as directors and/or independent directors of the Company for another term according to the details presented above.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the meeting to consider and approve the appointment of directors to replace those who retire by rotation.

This agenda would be passed by the majority of votes of attending shareholders who cast a vote.

**Resolution:** The Meeting approved the appointment of (1) Mr. Noppadol Wichienkuer, (2) Ms. Haruthai Limprasert, and (3) Mr. Monchai Thunthanase, the directors who retired by rotation for the year 2023, to serve as the independent directors of the Company for another term. The details were as follows:

<b>1 Mr. Noppadol Wichienkuer</b>				
Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

<b>2 Ms. Haruthai Limprasert</b>				
Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

<b>3 Mr. Monchai Thunthanase</b>				
Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

\*Abstained votes were excluded from the base of vote counting.

**Remark:** For this agenda, no additional shareholders and/or proxies were attending the Meeting.

**Agenda 6 To consider and approve fixing the director's remuneration for the year 2023**

The Chairman assigned the moderator to report this agenda to the Meeting.

The moderator declared to the Meeting that according to the Public Company Limited Act B.E. 2535 (and amendments), Section 90, requires that companies are prohibited from paying money or any other assets to directors unless paid as remuneration according to the company's regulations. Also, the Company's articles of association Clause 32, directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, commission, bonus, or any other form of compensation following resolutions of meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting. Regardless of whether the amount is fixed or the criteria used for consideration periodically or shall be effective eternally until the resolution of the shareholders' Meeting shall be changed.

In addition, the Directors had the right to receive allowances and various benefits, according to the Company's regulations. However, the above directors' remuneration would not affect the rights of the Company's directors appointed from its officers or employees to receive the compensation and benefits as the Company's staff or employees.

In this regard, determining the remuneration of directors at the 2023 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee surveyed the remuneration of other listed companies in the same business or having similar size and nature of the business by considering the scope of duties and responsibilities. According to the Company's business direction, the said remuneration was sufficient to motivate the directors to perform their duties to achieve the goals. Besides, there was a transparent process to determine the Directors' remuneration to ensure the shareholders' confidence. Therefore, it was deemed to recommend to the Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Directors and sub-committees for the year 2023 within the total amount not exceeding 2,000,000 baht in the form of meeting allowance, with details as follows:

**1. Annual Compensation**

Meeting Allowance	Remuneration					
	2023			2022		
<b>1 The Board of Directors</b>						
Chairman of the Board of Directors	Time	20,000.00	Baht	Time	20,000.00	Baht
Vice Chairman and Director	Time	15,000.00	Baht	Time	15,000.00	Baht
<b>2 The Audit Committee</b>						
Chairman of the Audit Committee	Time	20,000.00	Baht	Time	20,000.00	Baht



Vice Chairman and Member of the Audit Committee	Time	15,000.00	Baht	Time	15,000.00	Baht
<b>3 The Risk Management Committee</b>						
Chairman of the Risk Management Committee		-None-			-None-	
Vice Chairman and Member of the Risk Management Committee		-None-			-None-	
<b>4 The Nomination and Remuneration Committee</b>						
Chairman of the Nomination and Remuneration Committee		-None-			-None-	
Vice Chairman and Member of the Nomination and Remuneration Committee		-None-			-None-	
<b>5 The Executive Directors</b>						
Chairman of Executive Committee		-None-			-None-	
Vice Chairman and Member of the Executive Committee		-None-			-None-	

Such director's remuneration details were at the same rate, approved by the 2022 shareholders' meeting on April 27, 2022.

## 2. Bonuses and Special Compensation

The Board of Directors would consider as appropriate by determining the net profit from the Company's operations affordability, including business practices in the same industry.

In the past 2022, the Company did not pay bonuses and special remuneration for the Company's directors.

## 3. Non-Monetary Compensation and Other Benefits

The Board of Directors would consider as appropriate by determining from business practices in the same industry.

In the past 2022, the Company did not pay any non-monetary compensation and any other benefits to the Company's directors.

The Board of Directors considered, based on the opinion of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the shareholders' meeting to consider and approve the 2023 directors' remuneration according to the details above.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the Meeting to consider and approve the director's remuneration for the year 2023.

This agenda would be passed by not less than two-thirds (2/3) of the total number of votes of the shareholders present at the Meeting by counting those who abstained as the base for the vote counting.

**Resolution: The Meeting approved fixing the director’s remuneration for the year 2023 as details proposed in all respects, with the following votes:**

Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

\*Abstained votes were included as the base of vote counting.

**Remark:** For this agenda, no additional shareholders and/or proxies were attending the Meeting.

**Agenda 7 To consider and approve the appointment of the auditors and fixing the auditors’ remuneration for the year 2023**

The Chairman assigned the moderator to report this agenda to the Meeting.

The moderator reported to the Meeting that the Public Company Limited Act B.E. 2535, Section 120, and the Company’s articles of association, Clause 67, require that the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration on a yearly basis. The former auditor(s) may be re-appointed.

Besides, according to the Notification of Capital Market Supervisory Board TorJor 44/2556 Re: Rules, Conditions, and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (and amendments), require the listed companies to arrange auditor rotation. Suppose any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company’s financial statements for the past seven fiscal years, whether consecutive or not. The Company may appoint that auditor to be the Company’s auditor only after the expiration of at least five successive fiscal years.

In this regard, the Audit Committee considered the appointment of the Company’s auditors for the year 2023 based on their independence, qualifications, skills, knowledge, abilities, and experience. Besides, the auditor’s remuneration would be considered appropriate to their duties and responsibilities. Accordingly, it was proposed to the Board of Directors to consider appointing the auditor for the year 2023 by suggesting that one of the auditors from ANS Audit Company Limited as the Company’s auditor and its subsidiary. The lists of auditors were as follows:

Lists of Auditors	CPA Licence No.	No. of years performing duties
1) Mr. Vichai Ruchitanont	4054	-

2) Mr. Atipong Atipongsakul	3500	-
3) Mr. Sathien Vongsnan	3495	-
4) Ms. Kultida Pasurakul	5946	-
5) Ms. Kanitta Siripattanasomchai	10837	-

Any of the said auditors would conduct audit works and comment on the Company's financial statements and its subsidiaries for the year 2023. In case those auditors were not able to perform their function, ANS Audit Company Limited would provide its other auditors to perform duties instead.

However, the auditors' qualifications listed above had no conflict with the rules and regulations of the Stock Exchange of Thailand and no relationship and/or interests in the Company, executives, major shareholders, or related persons that would affect the independent performance in any way.

For the auditors' remuneration for the year 2023, the Audit Committee had considered the workload of the review of the Company's financial statements and its subsidiaries. It was deemed appropriate to propose to the Board of Directors to present to the 2023 Annual General Meeting of Shareholders to consider and approve the audit fees of not exceeding 1,780,000 baht per year and one subsidiary of not exceeding 25,000 baht per year, with the essential information for consideration as follows:

(Per Annum)

<b>Audit Fee</b>	<b>2023 (Proposed)</b>	<b>2022</b>	<b>2021</b>
The Company	1,780,000	1,700,000	1,700,000
The Subsidiaries	25,000 (1 Subsidiary)	50,000 (2 Subsidiaries)	50,000 (2 Subsidiaries)

Such audit fee excluded other non-audit fees in the actual audit work. In the year 2022, there was no other service fee (Non-Audit Fee).

The Board of Directors considered based on the Nomination and Remuneration Committee's opinion, therefore, deemed it to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2023 as detailed above.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the Meeting to consider and approve the appointment of the auditors and their remuneration for the year 2023.

This agenda would be passed by the majority of votes of attending shareholders who cast a vote.

**Resolution: The Meeting approved the appointment of the auditors and fixing the auditors' remuneration for the year 2023 as details proposed in all respects, with details as follows:**

Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

\*Abstained votes were excluded from the base of vote counting.

**Remark:** For this agenda, no additional shareholders and/or proxies were attending the Meeting.

**Agenda 8 To Consider and Approve the Transfer Share Premium of Reserve to Offset the Accumulated Loss**

The Chairman assigned the moderator to report this agenda to the Meeting.

The moderator explained to the Meeting that according to the Public Company Limited Act B.E., Section 119 determines that "a company may, upon approval by a meeting of shareholders, transfer the reserve fund under section 51, the reserve fund under section 116, or any other reserve funds in compensation for its accumulated loss. In compensation for the accumulated loss under paragraph one, deduction shall first be made from other reserves prior to the deduction from the reserve fund under section 116 and section 51, respectively." Therefore, the transfer of the reserve fund under section 51 (reserve arising from share premium), the reserve fund under section 116 (legal reserve), or other reserves to compensate the Company's accumulated losses shall be able to do so when approved by the shareholders' Meeting. In order to comply with Section 119 of the Public Company Act, compensation for such accumulated losses must first be offset from other reserves and then deducted from the legal reserve under Section 116 and the reserve from the share premium under Section 51, respectively.

In order to prepare the Company to be able to pay dividends in the future when the Company had sufficient net profit and cash flow, the Board of Directors had jointly considered and scrutinized various suitability by taking into account the benefits of the Company's shareholders a priority. The Board of Directors, therefore, deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the transfer share premium of reserve in the amount of 45,327,098.35 baht to offset the all accumulated loss of the Company according to the Company's separate financial statements for the fiscal year ended December 31, 2021. According to the financial statements as of December 31, 2022, the Company had reserves arising from share premiums in the amount of 431,194,650.93 baht. As a result, after compensation for accumulated losses, the Company would have a premium on the remaining ordinary shares 385,867,552.58 baht, and the Company would not have any legal reserves remaining.

However, the Company would have an accumulated loss equal to zero, which would enable the Company to pay dividends if the Company had profits in the future.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator requested the Meeting to consider and approve the transfer of legal reserve and premium on ordinary shares to compensate for the accumulated loss.

This agenda would be passed by the majority of votes of attending shareholders who cast a vote.

**Resolution: The Meeting approved the transfer share premium of reserve to offset the accumulated loss as details proposed in all respects, with details as follows:**

Approved	410,154,000	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

\*Abstained votes were excluded from the base of vote counting.

**Agenda 9 To consider and approve other matters (if any)**

The Chairman allowed the shareholders or proxies to propose other matters for the Meeting to consider whereby shareholders held shares in aggregate not less than one-third (1/3) of the total number of issued shares. It might request the Meeting to consider matters other than those specified in the invitation letter.

However, no shareholders and any proxies proposed other matters for consideration. The Chairman informed the Meeting that the 2023 Annual General Meeting of Shareholders had already carried out all the Meeting agendas set forth in the invitation letter.

The moderator inquired whether any shareholder or proxy had any questions or other opinions. Since no one asked or made any comments, the moderator then invited the Chairman to declare the Meeting close.

The Chairman thanked the shareholders for their time to attend the 2023 Annual General Meeting of Shareholders of the Company and declared the meeting close. The Meeting was adjourned at 11.15 a.m.



(Assoc. Prof. Prapas Praisuwanna)  
Chairman of the Meeting



(Ms. Phakamas Chimlek)  
The Meeting Recorder

Enclosure No. 2

QR Code for downloading the 2023 Annual Registration Statements (Form 56-1 One Report) and/or the  
2023 Financial Statements



### **Enclosure No. 3**

#### **Profile of the candidate for director position to replace those who retire by rotation**

**Name:** Assoc. Prof. Prapas Praisuwanna

**Position:** Chairman of the Board and Independent Director

**Term of Directorship in the Company:** 2013-Present

**Date of the first appointment as independent director:** 11 years

**Age:** 68

**Shareholding:** 100,000 shares, equals to 0.01 of paid-up capital

**Family relationships with directors, executives or major shareholders:** -None-

**Education qualification:**

- Master of Engineering, King Mongkut's Institute of Technology Ladkrabang
- Bachelor of Engineering, King Mongkut's Institute of Technology Ladkrabang

**Director Accreditation Program organized by the Thai Institute of Directors Association (IOD):**

- Director Certification Program (DCP 119/2009), Thai Institute of Directors Association:

**Work Experience:**

2018 – Present      Chairman of the Board/Independent Director      CPT Drives and Power PCL.

Holding positions in subsidiaries

No holding a position

Holding positions in listed companies

2015 - Present      Chairman of the Board/Independent Director, Communication & System Solution PCL.

2014 - Present      Chairman of the Audit Committee/ Independent Director, Bangkok Sheet Metal PCL.

2013 - 2018      Audit Committee/ Independent Director, CPT Drives and Power PCL.

Holding positions in non-listed companies or another organization

2010 - Present      Director, State Enterprises Committee (Director's Pool)

2016 - 2020      Director, PEA Encom International Co., Ltd.

**Being director in any companies which may result in a conflict of interest with the Company:** -None-

**Attendance the Meeting in 2023:** Participated in 4/4 Meetings of the Board of Directors

**Direct and indirect interests in any business that the Company or subsidiary is a contractual party to:**

-None-



**Nomination procedure:**

In selecting a person to be an independent director of the Company, the Nomination and Remuneration Committee shall consider each independent director's independence and qualifications to ensure that the Company's independent directors have full capabilities following regulations and/or related laws. Then propose to the Board of Directors meeting and/or the shareholders' meeting to consider appointing as an independent director of the Company (as a case maybe).

The Board of Directors has considered, according to the opinion of the Nomination and Remuneration Committee. It deems that Assoc. Prof. Prapas Praisuwanna has all the qualifications. Do not have any prohibited characteristics under the Public Limited Company Law and characteristics indicating a lack of suitability to be entrusted to manage a publicly owned company under the law on securities and exchange. Have complete qualifications according to the definition of the Company's independent director, which is equivalent to the notification of the Capital Market Supervisory Board enabling them to perform duties and give opinions independently. Therefore, it deems to propose to the Annual General Meeting of Shareholders for the year 2024 to consider electing Assoc. Prof. Prapas Praisuwanna to be the Company's independent director for another term.



**Name:** Mrs. Wanchalee Kanchanachongkol

**Position:** Vice Chairman of the Board / Audit Committee / Independent Director

**Term of Directorship in the Company:** 2013 - Present

**Date of the first appointment as independent director:** 12 years

**Age:** 72

**Shareholding:** 1,614,300 shares, equivalent to 0.18% of the issued and paid-up capital

**Family relationships with directors, executives or major shareholders:** -None-

**Education qualification:**

- Master of Economics, Faculty of Economic Development, NIDA
- Bachelor of Arts (Accounting), Chiang Mai University

**Director Accreditation Program organized by the Thai Institute of Directors Association (IOD):**

- Director Accreditation Program (DAP 104/2013), Thai Institute of Directors Association

**Work Experience:**

2013-Present Vice Chairman of the Board / Audit Committee / Independent Director, CPT Drives and Power PCL.

Holding positions in subsidiaries

-None-

Holding positions in listed companies

-None-

Holding positions in non-listed companies or another organization

2023-Present Director and Authorized Director, Chaluay Co., Ltd

2019-Present Director and Authorized Director, Yuwan 2019 Co., Ltd

**Being director or executive in any companies which may result in a conflict of interest with the Company:**

-None-

**Attendance the Board of Directors Meeting in 2023:** Participated 4/4 times

**Attendance the Audit Committee Meeting in 2023:** Participated 4/4 times

**Direct and indirect interests in any business that the Company or subsidiary is a contractual party to:**

-None-



**Nomination procedure:**

In selecting a person to be an independent director of the Company, the Nomination and Remuneration Committee shall consider each independent director's independence and qualifications to ensure that the Company's independent directors have full capabilities following regulations and/or related laws. Then propose to the Board of Directors meeting and/or the shareholders' meeting to consider appointing as an independent director of the Company (as a case maybe).

The Board of Directors has considered, according to the opinion of the Nomination and Remuneration Committee. It deems that Mrs. Wanchalee Kanchanachongkol has all the qualifications. Do not have any prohibited characteristics under the Public Limited Company Law and characteristics indicating a lack of suitability to be entrusted to manage a publicly owned company under the law on securities and exchange. Have complete qualifications according to the definition of the Company's independent director, which is equivalent to the notification of the Capital Market Supervisory Board enabling them to perform duties and give opinions independently. Therefore, it deems to propose to the Annual General Meeting of Shareholders for the year 2024 to consider electing Mrs. Wanchalee Kanchanachongkol to be the Company's independent director for another term.

**Name:** Mr. Worapoj Yodsatat

**Position:** Audit Committee / Independent Director

**Term of Directorship in the Compan:** 2006-Present

**Date of the first appointment as independent director:** 6 years

**Age:** 62

**Shareholding:** -None-

**Family relationships with directors, executives or major shareholders:** -None-

**Education qualification:**

- Bachelor of Engineering in Mechanical, Kasetsart University

**Work Experience:**

2018 - Present      Audit Committee / Independent Director, CPT Drives and Power PCL.

Holding positions in subsidiaries

No holding a position

Holding positions in listed companies

No holding a position

Holding positions in non-listed companies or another organization

2013 - Present      Director, Poll Online Co., Ltd.

2013 - Present      Director, Cyber Vote Co., Ltd.

2012 - Present      Chairman and Authorized Director, Thaitronic Co., Ltd.

2018 - Present      Chairman of the Board, Indra Systema SA Thailand Co., Ltd

2006 - Present      Director, Alangkarn Property Co., Ltd.

**Being director in any companies which may result in a conflict of interest with the Company:** -None-

**Direct and indirect interests in any business that the Company or subsidiary is a contractual party to:**

-None-

**Attendance the Board of Directors Meeting in 2023:** Participated 3/4 times

**Attendance the Audit Committee Meeting in 2023:** Participated 3/4 times

**Nomination procedure:**

In selecting a person to be an independent director of the Company, the Nomination and Remuneration Committee shall consider each independent director's independence and qualifications to ensure that the Company's independent directors have full capabilities following regulations and/or related laws. Then propose to the Board of Directors meeting and/or the shareholders' meeting to consider appointing as an independent director of the Company (as a case maybe).

The Board of Directors has considered, according to the opinion of the Nomination and Remuneration Committee. It deems that Mr. Worapoj Yodsatat has all the qualifications. Do not have any prohibited



characteristics under the Public Limited Company Law and characteristics indicating a lack of suitability to be entrusted to manage a publicly owned company under the law on securities and exchange. Have complete qualifications according to the definition of the Company's independent director, which is equivalent to the notification of the Capital Market Supervisory Board enabling them to perform duties and give opinions independently. Therefore, it deems to propose to the Annual General Meeting of Shareholders for the year 2024 to consider electing Mr. Worapoj Yodsatat to be the Company's independent director for another term.

Enclosure No. 4

Proxy Form A, B, and C

(Duty Stamp of Baht 20)

Proxy Form A (General and Simple Form)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

Shareholder Registration Number..... Written at .....

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

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

Residing at ..... Road ..... Sub-district.....

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

(2) being a shareholder of **CPT Drives and Power Public Company Limited**

Holding the total number of.....shares with the voting right of.....votes as

Ordinary Share.....shares with the voting right of.....votes

Preference Share..... shares with the voting rightof.....votes

(3) hereby appoint

1) ..... Age.....years

residing at..... Road..... Subdistrict.....

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

2) ..... Age.....years

residing at..... Road..... Subdistrict.....

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

3) ..... Age.....years

residing at..... Road..... Subdistrict.....

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

- 4) **Mr. Suvit Singhajan**, Independent Director, Age 69 years, Residing at 230/7 Thetsaban Rangrak Nuea Road, Lat Yao Sub-district, Chatuchak District, Bangkok

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Wednesday April 24, 2024, at 10.00 a.m., by organizing the Meeting via electronic media (E-AGM), or such other date, time and place as the Meeting may be adjourned.

For any acts undertaken by the proxy holder in the Meeting, it shall be deemed as such acts have been undertaken by me/us in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Remarks:

- (1) The shareholder must appoint only one person to be a proxy holder to attend and vote at the Meeting. The number of shares held cannot be allocated to several proxies for separate voting.
- (2) Please attach 20.-baht stamp duty.
- (3) Please attach a copy of the ID card (endorse the signature) of the grantor and proxy along with this Form.

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

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

Shareholder Registration Number ..... Written at .....

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

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

Residing at ..... Road ..... Sub-district .....

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

(2) being a shareholder of **CPT Drives and Power Public Company Limited**

Holding the total number of.....shares with the voting right of..... votes as

Ordinary Share..... shares with the voting right of..... votes

Preference Share..... shares with the voting right of..... votes

(3) hereby appoint

(1) .....

Age.....years residing at.....

Road..... Sub-district.....

District..... Province.....

Postcode.....or

(2) .....

Age.....years residing at.....

Road..... Sub-district.....

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

(3) .....

Age.....years residing at.....

Road..... Sub-district.....

District..... Province.....

Postcode.....or

- (4) **Mr. Suvit Singhajan**, Independent Director, Age 69 years, Residing at 230/7 Thetsaban Rangrak Nuea Road, Lad Yao Sub-district, Chatuchak District, Bangkok

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Wednesday April 24, 2024, at 10.00 a.m., by organizing the Meeting via electronic media (E-AGM), or such other date, time and place as the Meeting may be adjourned.



4) I/We empower the proxy holder to consider and vote on my/our behalf at the Meeting for the followings:

**Agenda 1 To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders**

- (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 2 To acknowledge the operating results of the Company for the year 2023**

This agenda item is for acknowledgment, therefore there is no vote casting required.

**Agenda 3 To consider and approve the financial statements for the fiscal year ended December 31, 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 4 To consider and approve the dividend payment for the fiscal year ended December 31, 2023, and the allocation of the net profit as the legal reserve**

- (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 5 To consider and approve the appointment of directors in replacement of the retiring directors by rotation 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:

**Appointment of the Entire Nominated Directors**

- Approve       Disapprove       Abstain

**Appointment of Each Nominated Director Individually**

Name of Director Assoc. Prof. Prapas Praisuwanna

- Approve       Disapprove       Abstain

Name of Director Mrs. Wanchalee Kanchanachongkol

Approve       Disapprove       Abstain

Name of Director Mr. Worapoj Yodsatat

Approve       Disapprove       Abstain

**Agenda 6 To consider and approve the Board 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 7 To consider and approve the appointment of auditors and the determination of the audit fee 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 8 To consider and approve the amendment of the Company's Article of Association**

(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 9 Other matters (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) For any proxy holder's vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, it shall be deemed invalid and shall not be treated as the Shareholder's vote.

(6) In case I/We have not specified the requirement in voting in any agenda, or indicated requirement is vague or in case the Meeting considers or resolves in any matter not covered in the above-stated agenda, including amendment, change or addition in any fact, the proxy holder has the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

Any acts undertaken by the proxy holder in the Meeting, except where he/she abstains the voting as set forth by me/us in the proxy form, shall be deemed to have been undertaken by myself/ourselves in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

**Remarks:**

- (1) The shareholder must appoint only one person to be a proxy holder to attend and vote at the Meeting. The number of shares held cannot be allocated to several proxies for separate voting
- (2) Please attach 20.-baht stamp duty.
- (3) Please attach a copy of the ID card (endorse the signature) of the grantor and proxy along with this Form
- (4) In the agenda for election of Directors, Directors may be elected as a whole or individually.
- (5) If there is any other agenda to be considered in the Meeting other than those specified above, the Attachment to Proxy Form B. shall be use

**Attachment to Proxy Form B**

Proxy given in the capacity of the Shareholder of **CPT Drives and Power Public Company Limited**  
For the 2024 Annual General Meeting of Shareholders on on Wednesday April 24, 2024, at 10.00 a.m., by  
organizing the Meeting via electronic media (E-AGM), or such other date, time and place as the meeting may be  
adjourned.

-----  
Agenda Item.....Re:.....

- (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 Item.....Re:.....

- (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 Item.....Re:.....

- (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 Item.....Re:.....

- (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 Item.....Re:.....

- (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 Item..... Re: To consider and approve the appointment of directors in replacement of the retiring directors by rotation (continued)

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain

PROXY FORM C

(For Foreign Shareholder Appointing a Custodian in Thailand to be the share depository)

Attached to Notification of the Department of Business Development

Re: Prescription of Proxy Letter Forms (No.5) B.E. 2550 (2007)

Shareholder Registration Number..... Written at.....

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

(1) I/We.....
Residing/Located at No..... Road..... Sub-
District.....
District..... Province.....
Postcode.....

Acting as a custodian

of.....

Being a shareholder of CPT Drives and Power Public Company Limited

Holding the total amount of..... shares, and a total of votes.....votes as follows:

Ordinary shares of..... shares, the number of votes.....
votes

Preferred shares of..... shares, the number of votes.....
votes

(2) Hereby appoint

1) Name.....Age.....Ye
ars

Residing/Located at No..... Road..... Sub-
District.....

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

2) Name.....

Age.....Years

Name Age Years

Residing/Located at No..... Road..... Sub-
District.....

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

3) Name.....

Age.....Years

Residing/Located at No..... Road..... Sub-District.....  
District.....  
District..... Province..... Postcode.....or

- (4) **Mr. Suvit Singhajan**, Independent Director, Age 69 years, Residing at 230/7 Thetsaban Rangrak Nuea Road, Lad Yao Sub-district, Chatuchak District, Bangkok

Only one of the foregoing persons as my/our proxy to attend and cast the votes on my/our behalf at the 2024 Annual General Meeting of Shareholders of CPT Drives and Power Public Company Limited to be held on Wednesday April 24, 2024 at 10.00 hrs. The Meeting shall be conducted through Electronic Meeting (E-AGM), or such other date, time and place as the Meeting may be adjourned.

- (3) I/We authorize my/our proxy to attend and cast the votes on my/our behalf in the following manner:

- The voting rights in all the voting shares held by me/us are granted to the proxy.
- The voting rights in part of the voting shares held by me/us are granted to the proxy as follows:
- Ordinary shares of ..... shares which are entitled to cast .....votes
- Preferred shares of .....shares which are entitled to cast .....votes

The total voting rights granted to the proxy equal to ..... votes

- (4) I/We authorize my/our proxy to cast the votes at the Meeting on my/our behalf in the following manner:

**Agenda Item 1 To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
- Approve with ..... votes
- Disapprove with ..... votes
- Abstain with ..... votes

**Agenda Item 2 To acknowledge the operating results of the Company for the year 2023**

This agenda item is for acknowledgement, therefore there is no vote casting required.

**Agenda Item 3 To consider and approve the financial statements for the fiscal year ended December 31, 2023**

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

- (b) The proxy must cast the votes in accordance with our instruction as follows:
- Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

**Agenda Item 4 To consider and approve the dividend payment for the fiscal year ended December 31, 2023, and the allocation of the net profit as the legal reserve**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
- Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

**Agenda Item 5 To consider and approve the appointment of directors in replacement of the retiring directors by rotation for the year 2024**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
- Appointment of the entire nominated directors as a group**
    - Approve with ..... votes
    - Disapprove with ..... votes
    - Abstain with ..... votes

**Appointment of each nominated director individually**

5.1 Name of Director ..... **Assoc. Prof. Prapas Praisuwanna** .....

- Approve with ..... votes
- Disapprove with ..... votes
- Abstain with ..... votes

5.2 Name of Director ..... **Mrs. Wanchalee Kanchanachongkol** .....

- Approve with ..... votes
- Disapprove with ..... votes
- Abstain with ..... votes



5.3 Name of Director Mr. Worapoj Yodsatat

- Approve with \_\_\_\_\_ votes
- Disapprove with \_\_\_\_\_ votes
- Abstain with \_\_\_\_\_ votes

**Agenda Item 6 To consider and approve the Board of Directors' remuneration for the year 2024**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with \_\_\_\_\_ votes
  - Disapprove with \_\_\_\_\_ votes
  - Abstain with \_\_\_\_\_ votes

**Agenda Item 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with \_\_\_\_\_ votes
  - Disapprove with \_\_\_\_\_ votes
  - Abstain with \_\_\_\_\_ votes

**Agenda Item 8 To consider and approve the amendment of the Company's Article of Association**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with \_\_\_\_\_ votes
  - Disapprove with \_\_\_\_\_ votes
  - Abstain with \_\_\_\_\_ votes

**Agenda Item 9 Other matters (if any)**

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with \_\_\_\_\_ votes
  - Disapprove with \_\_\_\_\_ votes
  - Abstain with \_\_\_\_\_ votes

(5) Any vote casted by the proxy on any agenda that is not consistent with my/our specified instruction in this proxy form, will be invalid and will be regarded as not having been casted by me/us as the Company's shareholder.

(6) In the event that I/we have not expressly or clearly specified my/our voting instruction on any agenda, or in the event that the Meeting considers or resolves on any matters other than those stated above, or there is any change or any amendment to any relevant facts, the proxy shall then be entitled to consider and cast the votes on my/our behalf at his/her own discretion.

Any acts performed by the proxy in this meeting, except any votes casted in contravention of my/our instruction specified herein, shall be deemed as my/our acts in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Grantee  
(.....)

Signed ..... Grantee  
(.....)

Signed ..... Grantee  
(.....)

**Remarks:**

- (1) The Proxy Form C. is used only for the shareholder whose name in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to be the share depository.
- (2) The necessary evidence to be enclosed with the proxy form is:
  - 1) 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) Letter of Certification certifying that the authorized signatory of the proxy is licensed to operate the custodial business.
- (3) The shareholder who is appointing the proxy must grant a proxy to only one person to attend and vote at the Meeting. 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) For the agenda to appoint directors, the Meeting may consider to appoint the entire nominated directors as a group or each nominated director individually.
- (5) In case there are more agenda items than those specified above to be discussed in the Meeting, the shareholder may use the Attachment to Proxy Form C as attached.

**Attachment to Proxy Form C.**

The appointment of proxy by a shareholder of **CPT Drives and Power Public Company Limited** for the 2024 Annual General Meeting of Shareholders to be held on on Wednesday April 24th, 2024 at 10.00 hrs. The Meeting shall be conducted through Electronic Meeting (E-AGM), or such other date, time and place as the meeting may be adjourned.

Agenda No..... Re:.....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

Agenda No..... Re:.....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

Agenda No..... Re:.....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

Agenda No..... Re:.....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

Agenda No..... Re:.....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with..... votes
  - Disapprove with..... votes
  - Abstain with..... votes

Agenda No..... Re: To consider and approve the appointment of directors (Continued)

Name of Director .....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with..... votes
  - Disapprove with..... votes
  - Abstain with..... votes

Name of Director .....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with..... votes
  - Disapprove with..... votes
  - Abstain with..... votes

Name of Director .....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with..... votes
  - Disapprove with..... votes
  - Abstain with..... votes

Name of Director .....

- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with our instruction as follows:
  - Approve with..... votes
  - Disapprove with..... votes

Abstain with .....votes

Name of Director .....

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

(b) The proxy must cast the votes in accordance with our instruction as follows:

Approve with .....votes

Disapprove with .....votes

Abstain with .....votes

## Enclosure No. 5

### Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders

#### (1) Profiles of independent directors proposed by the Company to act as a proxy



**Name:** Mr. Suvit Singhajan

**Address:** No. 22/104 Village No. 9, Bang Talat Subdistrict, Pak Kret District,  
Nonthaburi Province

**Position:** Chairman of the Audit Committee / Independent Director

**Age:** 69 years

**Term of Office:** 2016-Present

**Shareholding:** 0 share, equivalent to 0.00% of the issued and paid-up capital (As of December 31, 2023)

**Family relationships with directors, executives, or major shareholders:** -None-

**Education qualification:**

- Master of Public Administration, (NIDA)
- Bachelor of Law, Ramkhamhaeng University

**Training Course:**

- Director Certification Program (DCP 176/2013) Thai Institute of Directors Association
- Accreditation Program (DAP 104/2013), Thai Institute of Directors Association

**Work Experience**

2016 - Present Chairman of the Audit Committee / Independent Director, CPT Drives and Power PCL.

**Being director in any companies which may result in a conflict of interest with the Company:**

-None-

**Attendance the Board of Directors Meeting in 2023:** Participated 4/4 times

**Attendance the Audit Committee Meeting in 2023:** Participated 4/4 times

**Special interests differ from other directors in every agenda proposed in the 2024 AGM:** -None-

**Other information:** Have no direct or indirect interests in any business that the Company is a contractual party to.

**Enclosure No. 6**

**The Explanation for Registration, Registration Criteria, Voting Procedures, and Vote Counting  
CPT Drives and Power Public Company Limited**

**1. Documents Required for Registration**

Shareholders must present the meeting notice with the barcode and the following documents:

**A. Natural Person**

**(1) Self-Attending**

An official document issued by government authorities e.g. the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any)

**(2) Proxy**

2.1 As attached in Notice (Form A or Form B), the Proxy Form is filled in and signed by the shareholder, and the proxy with complete stamp duty is affixed

2.2 A copy of an official document issued by government authorities of the shareholder (as prescribed in A. (1)), which is certified accurate by the shareholder

2.3 A copy of an official document issued by government authorities of the proxy (as prescribed in A. (1)), which is certified accurate by the proxy

**B. Juristic Person**

**(1) Juristic Person by Shareholder Representative (Authorized Director)**

1.1 A document issued by a government agency to a person authorized to act on behalf of a juristic person (as prescribed in A. (1))

1.2 A copy of the certificate of registration as a juristic person of shareholders issued by the Registrar of Partnerships and Companies or registration certificate or evidence of being a juristic person issued by a government agency of that country (as the case may be), with a message indicating that the representative of the juristic person who is the attendee has the power to act on behalf of the juristic person who is the shareholder, with a true certified copy by the person authorized to act on behalf of the juristic person and stamped with corporate seal (if any) (certificate issued not exceeding six months)

**(2) Proxy**



- 2.1 As attached in Notice (Form A or Form B), the Proxy Form has been filled in and signed by the person authorized to act on behalf of the shareholder who is the grantor and grantee with complete stamp duty affixed
- 2.2 A copy of the certificate of registration as a juristic person of shareholders issued by the Registrar of Partnerships and Companies or registration certificate or evidence of being a juristic person issued by a government agency of that country (as the case may be), with a message indicating that the representative of the juristic person who is the attendee has the power to act on behalf of the juristic person who is the shareholder, with a true certified copy by the person authorized to act on behalf of the juristic person and stamped with corporate seal (if any) (certificate issued not exceeding six months)
- 2.3 A copy of the document issued by government agencies of the person authorized to act on behalf of the juristic person who is the grantor (as prescribed in A. (1)), with a true certified copy by the person authorized to act on behalf of the juristic person
- 2.4 A copy of the document issued by government agencies of the grantee (as prescribed in A. (1)), with a true certified copy by the grantee

**C. For Foreign Investor appointing the Custodian in Thailand**

- (1) Documents and evidence from the Custodian require presenting
  - 1) Proxy form C has been filled correctly and completely, and the Custodian authorized person's signature, which is the grantor and grantee with the duty stamp, is completely attached.
  - 2) A letter confirming that the person signing the proxy forms instead is licensed to operate a custodian business.
  - 3) A copy of a juristic person registration certificate (as prescribed in A. (1)) of the Custodian and documents showing the authority to act on behalf of Custodian with duly certified by the authorized person acting on behalf of Custodian who signed the proxy form as a grantor
  - 4) A copy of the document issued by government agencies (as prescribed in Article A. (1)) of the person who has the authority to act on behalf of the Custodian with a true certified copy
- (2) Documents and evidence from the the shareholders who are foreign investors require presenting
  - 1) Power of Attorney by foreign investor authorizing Custodian to sign the Proxy Form on his or her behalf

2) A document proving the identity of the shareholders as specified in A. (1) (in the case of a natural person), or B. (1) (in case of a juristic person), with a true certified copy by the shareholder or the person authorized to act on behalf of the shareholders (as the case may be)

(3) Documents and evidence from the proxy require presenting.

A copy of the document issued by government agencies as specified in A. (1) (in the case of a natural person) of the proxy with a true certified copy

In the event that the delegation before proxy, the document relate to all procedures must be required which it must have words to delegate power including the copy of document of the authority of all ranges must be complete and certified true copy by the grantor.

Documents prepared in foreign countries must be certified by Notary Public or similar authority under the laws of each country and the Thai Embassy or Thai Consulate or the officer assigned to act on behalf of another class.

Documents with original not English must prepare a translation into English and certifying the correctness of the translation by the grantor.

## **2. Proxy Procedures**

The Company delivers the Proxy form A, B, C (***Enclosure No. 4***) to the Shareholders in accordance with the Department of Business Development pursuant to the Announcement of the Department of Business Development. Subject: Determination of Proxy Form (Issue No. 5) B.E. 2550 (2007), with the following details:

- (1) Form A is a general proxy letter form which is simple and not complicated.
- (2) Form B is a proxy form which clearly specifies the items for which a proxy is granted.
- (3) Form C is a form used only in the case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depositary and administrator of shares.

The Shareholders, who are unable to attend the Meeting in person, can appoint the Proxy as the following instruction:

1. In any case, only one type of the proxy form can be chosen.
  - 1.1 General shareholders can choose to use either Proxy Form A or Form B.
  - 1.2 The shareholders whose names listing in the register book are foreign investors and appoint a custodian in Thailand use only Proxy Form C.

2. Appoint a Proxy as Shareholders deems appropriate or authorize to the Company's independent director as details in **Enclosure No. 5** and prepare a Proxy piece and fill the proxy form by choosing only one Proxy. Allocation of shares to several Proxies to vote in the Meeting is not allowed. The shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the vote of Custodian. In which the allocation of the vote is allowed as specified in the Proxy form C.
3. Affix the 20 baht stamp duty with specifying the date of Proxy Form across such stamp duty.
4. For the convenience of document checking, shareholders can send the proxy form together with supporting documents to the Company Secretary **at Company Secretary Department, 230/7 Thesaban Rangrak Nuea Road, Lat Yao Subdistrict, Chatuchak District, Bangkok 10900 by April 17, 2024.**

### **3. Voting at the Shareholders' Meeting**

#### **Voting Procedures**

##### **General Agenda**

1. Voting in each agenda shall be made openly, and one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval, or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. In case of proxy:
  - 2.1 The proxy shall vote following the determination given by the shareholder as specified in the Proxy Form. Any vote not following the Proxy Form is invalid and shall not be counted as the shareholder's vote.
  - 2.2 In case the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

##### **Agenda for Directors' Election (Agenda 5)**

According to the Company's Articles of Association, Clause 20 requires the Meeting of shareholders to appoint the director, which passes the resolution by the majority of votes according to the following procedures and methods.

- (1) Each shareholder shall have one vote (1) for each share (1).

- (2) Each shareholder may exercise all the votes under (1) to elect one or several persons as a director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest and appointed as directors in that order until all of the director positions are filled. There is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded. The remaining appointments shall be made in a manner determined by the chairman.

#### **Voting Procedures in Each Agenda**

The Chairman shall inform the meeting the details of voting criteria and procedures in each agenda as follows:

1. The Chairman shall propose the meeting to vote on each agenda by asking time by time whether there is any shareholder who approves, disapproves, or abstains. In case of shareholders' disapproval or abstention, shareholder or proxy shall raise their hand (except for secret voting). The rest shall be regarded as approved without showing off their hand. Shareholder or proxy shall make only one vote for approval, disapproval, or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).
2. The Company has appointed an independent external legal advisor (Inspector) to examine the vote-counting in the shareholders' meeting to ensure the transparency of the shareholders' meeting, legitimate and the Articles of Association.

#### **The resolution of the shareholder's meeting must consist of the following votes:**

- In the general case, the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote.
- In other cases in which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association. The Chairman shall inform the meeting before voting on each agenda.
  1. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
  2. A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the meeting.

#### **4. Vote Counting and Announcement of the Result**

Prior to the meeting, the Chairman shall inform the vote-counting method. The votes for each agenda shall be counted from the voting of shareholders or proxies present at the meeting with the right to vote. The Chairman shall request shareholders or proxies who wish to disapprove or abstain from voting on each agenda item to

indicate their votes by raising their hand and marking the ballots. The total votes cast in disapprove or abstention and the invalid ballots (if any) shall be deducted from the total number of votes attending the meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of every agenda shall be informed before the meeting is adjourned. However, the number of shareholders in each agenda may not be the same as some shareholders who attend additional meetings or leave first.

## Enclosure No. 7

### Guidelines for attending of Electronic Meeting by Inventech Connect

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

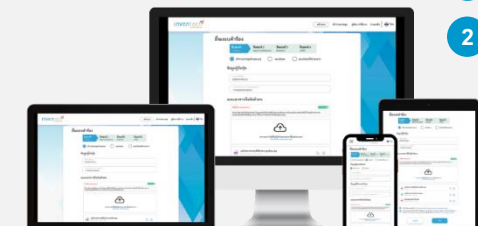
#### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://con.inventech.co.th/CPT165643R/#/homepage> or scan QR Code

and for as shown in the picture



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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 17 April 2024 at 8:30 a.m. and shall be closed on 24 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 24 April 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

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

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 17, 2024 at 5.00 p.m.

CPT Drives And Power Public Company Limited

Company Secretary Department

230/7 Thesaban Rangrak Nuea Road, Lat Yao Subdistrict, Chatuchak District, Bangkok 10900

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



02-931-9136



@inventechconnect



The system available during 17 - 24 April 2024 at 08.30 a.m. – 05.30 p.m.

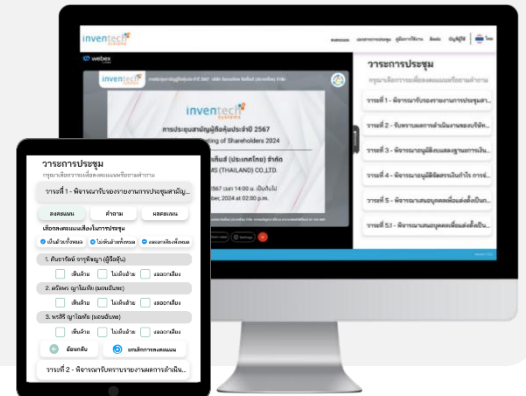


Report a problem

@inventechconnect

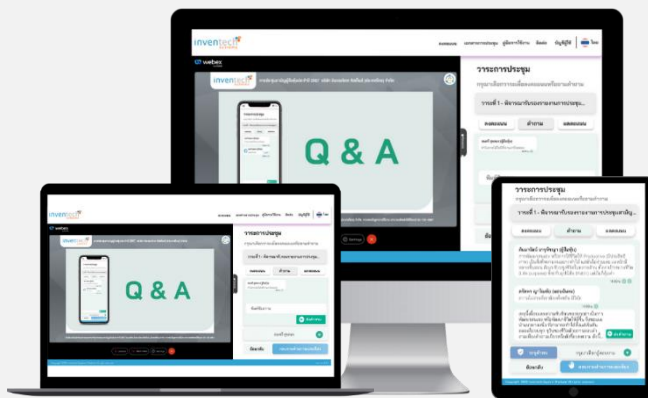
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

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



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

## Step to ask questions via Inventech Connect



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

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



Video of using Inventech Connect

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

**1. Internet speed requirements**

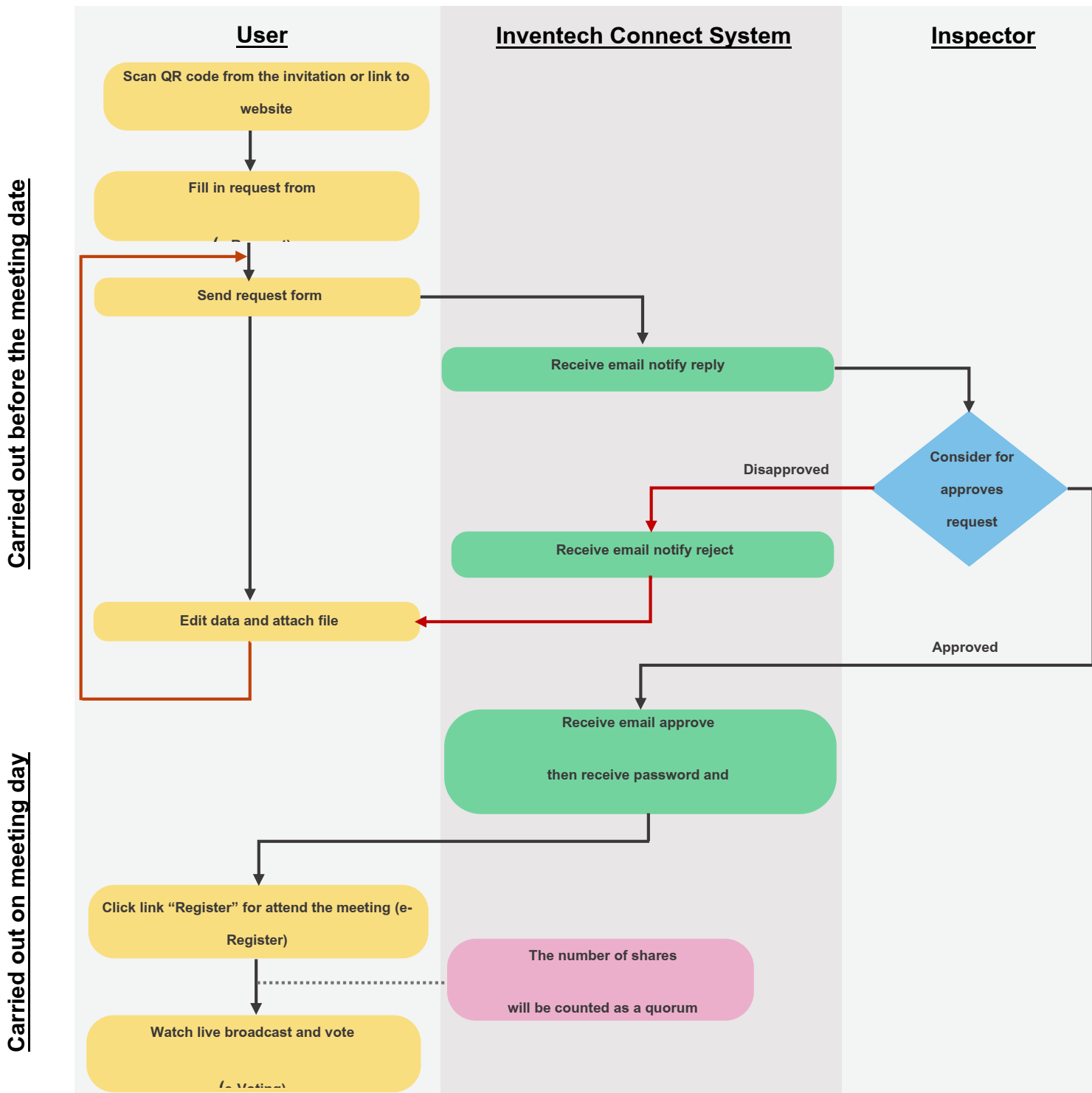
- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video: Must be have internet speed at 0.5 Mbps.

**2. Equipment requirements.**

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.



## Guidelines for attending of Electronic Meeting



### Condition of use

#### In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

#### In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

**Enclosure No.8**

**The Company's Articles of Association concerning the Shareholders Meeting**

**Section 3**

**Director**

- 20 The directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares held.
  - (2) Each shareholder may exercise all the votes he or she elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number
  - (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the remaining appointments shall be made by drawing lots in a manner determined by the chairman.
- 22 At every annual general meeting, one-third (1/3) of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall vacate.
- The directors to vacate office in the first and second years following the registration of the company shall, unless otherwise provided in the articles of association, be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office. The director who vacates office under this section may be re-elected.
- 32 The directors are entitled to receive remuneration from the company in the form of rewards, meeting allowances, bonuses or other types of benefits in accordance with the articles of association or by approval from the resolution of the shareholders' meeting comprising of votes of no less than 2/3 of all eligible votes attending the meeting, which may specify the exact amounts or criteria occasionally or permanently until further changes are made and in addition, the directors may receive allowance and benefit according to the company's regulations.
- The provision in the first paragraph shall not affect any staff or employee who has been elected as director with regard to his/her the right to receive remuneration and benefit as a staff member or employee of the Company.
- The payment of remuneration under paragraph one and two shall not be contrary to or inconsistent with the maintenance of the qualifications of independent directors as prescribed by the Securities and Exchange Act.

**Section 4**

### The Shareholders' Meeting

38. The board of directors shall call a meeting of shareholders which is "an ordinary general meeting of shareholders" within four (4) months of the last day of the accounting year of the Company. Meetings of shareholders other than the one under paragraph one shall be called "extraordinary meetings".

Directors may call for an extraordinary meeting at any time as deemed suitable or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

39. Transactions to be conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the Company's business during the preceding year as proposed by the Board of Directors;
- (2) Considering and approving the balance sheet and profit and loss account in the past year;
- (3) Considering the appropriation of profits and dividend payment;
- (4) Electing new directors in place of those who retire by rotation and determine their remuneration;
- (5) Appointing the auditors and audit fees;
- (6) Other businesses.

40. In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for three (3) consecutive days no less than three (3) days prior to the meeting.

41. At the shareholder meeting, the shareholders may authorize other persons as proxies to attend and vote at the meeting on their behalf. The proxy does not need to be a shareholder of the Company. The instrument appointing the proxy must bear the shareholder's date and signature that appoints his proxy and must be following the form specified by the Registrar.

The instrument appointing the proxy shall be submitted to the Chairman of the Board or a person entrusted by him at the meeting before the proxy's attendance.

42. At the shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting at a number amounting to not less than twenty five (25) persons or not less than one half of the total number of shareholders holding shares altogether amounting to not less than one-thirds (1/3) of the total number of issued shares to constitute a quorum.

If after one hour from the time fixed for shareholder meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholder meeting was convened at the request of shareholders, it shall be canceled. If such shareholder meeting was not convened at the request of shareholders, the meeting shall be called again and, in this latter case, notice calling for the meeting shall be sent to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

43. In the shareholders meeting, the Chairman of the Board of Directors shall preside over the meeting and conduct the meeting to comply with the Company's article association concerning the meeting of shareholders. If the Chairman is not present or is unable to perform the duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duties, the shareholders attending the meeting shall elect one of the shareholders among them to preside over the meeting. In addition, the meeting of shareholders shall follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

44. In casting votes, one (1) share shall have one (1) vote. In voting, the requirement to the effect that one share shall carry one vote shall not apply to the case where the company issues preference shares on the proviso that the right to vote accorded thereto shall be inferior to that accorded to ordinary shares.

If two or more persons jointly subscribe for or hold one share, shall appoint only one of them to exercise the right as a shareholder for voting.

Voting shall be conducted openly, except that voting shall be by secret ballot where so requested by not less than five subscribers and so resolved by the meeting, in which case the procedure for voting by secret ballot shall be as determined by the person presiding over the meeting.

A shareholder having special interest in a given matter has no right to vote on such matters except for the election of directors where there is no restriction.

45. The resolutions of the shareholders meeting shall be passed by the following votes:

(1) In a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote.

(2) In any of the following cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required.

(a) Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person

(b) Purchasing or taking a transfer of the undertaking of any other listed company or a private company to be owned by the company.

(c) Concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss.

(e) The increase or decrease of the Company's capital.

(e) The amendment or alteration of the Memorandum or Articles of Associations

(f) Issuing debentures

(g) The amalgamation of the Company

(h) The dissolution of the Company

(i) Other matters as required by law

46. In the case where the consideration of the business in order of the agenda is unfinished or the consideration of the business proposed by the shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold is unfinished, as the case may be, and an adjournment of its consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the board of directors shall send a written notice summoning a meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.
47. The place of the shareholders' meeting shall be in the locality in which the head office of the company is located or in a nearby Province, unless otherwise stipulated by board of directors, or the person assigned by the Chairman of the Board.

## **Section 6**

### **Dividend payment and reserve funds**

53. No dividends shall be paid, other than the resolution of the shareholders' meeting or the Board of Directors in the event of an interim dividend payment, the dividend must be paid from the profit only.
- The payment of a dividend shall be made within one (1) month from the date the resolution was passed by the shareholder meeting or by a meeting of the Board of Directors, as the case may be. Written notice of the payment of dividend shall also be made in a local newspaper for a period of not less than three (3) days.
54. The Company may announce and pay dividends after compensation for its accumulated loss. In the case where a company has lost, no dividends shall be paid until the problem has resolved.
55. The board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting.
56. Unless otherwise provided in the articles of association insofar as they are concerned with preference shares, dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution.
57. The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

Other than such reserves, the Board of Director may propose to the meeting to pass a resolution to allocate other reserves as it may be useful for the business operations of the Company.

The Company may, upon approval by a meeting of shareholders, transfer any other reserve funds, such legal reserve, reserve fund, and surplus reserve fund in compensation for its accumulated loss.

58. In the case where a company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders.

## **Section 9**

### **Auditing and Auditor**

64. The board of directors must cause to be made a balance-sheet and a profit and loss account as of the end of the company's accounting year to be submitted to an annual ordinary meeting of shareholders for consideration and approval. Whereby the balance-sheet and the profit and loss account must be audited by an auditor prior to their submission to a meeting of shareholders.
65. The board of directors shall send the following documents to shareholders together with a written notice summoning an Annual General Meeting:
- (1) A copy of a balance-sheet and of a profit and loss account audited by an auditor and an audit report of the auditor.
  - (2) An annual report of the board of directors and supporting document.
66. A company must make available and keep a register of directors, the minutes of meetings of the board of directors and the minutes of meetings of shareholders at the principal business office of the company but the company may entrust any person to keep such documents and register on its behalf at any place, provided that prior notification thereof shall be given to the Registrar and the same shall be kept in the locality where the its principal business office is located.
67. At an annual general meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.
68. The auditor may be the Company's shareholders but must not be a director, member, employee or a person holding any office of the Company.
69. The auditor has the power to examine accounts, documents and any other evidence related to revenues, expenses, assets and liabilities of the Company during office hours of the Company. For this purpose, the auditor shall have the power to inquire any director, member, employee or person holding any office

of the Company and its agents or order such persons to give explanations or furnish documents or evidence related to the operation of business of the Company.

70. The auditor must make a report for submission to the annual general meeting of shareholders under the law on auditing.

71. The auditor has the right to prepare written explanations for submission to a meeting of shareholders and is obligated to be present at every meeting of shareholders at which a balance-sheet, a profit and loss account and any problem concerning accounts of the Company is scheduled to be considered, for giving shareholders explanations on the auditing, and the Company shall also furnish the auditor with the Company's reports and documents which are to be received by shareholders at such meeting of shareholders.



**Enclosure No. 9**

**Requisition Form for 56-1 One Report 2023 in Printed Version**

**CPT Drives and Power Public Company Limited**

Dear Shareholders,

CPT Drives & Power Public Company Limited has prepared Form 56-1 One Report 2023 (including financial statements for the year 2023) in QR Code format and delivered it to the shareholders together with this invitation letter.

If shareholders wish to request form 56-1 One Report 2023 (including financial statements for the year 2023) in printed version, which has the same content as a QR Code, please mark in  the printed documents requested and fill in the details below. Then, please submit it back to the Company at the address provided (below). If unable to pick it up in person, the Company will deliver it to you by post.

The printed documents requested:

Form 56-1 One Report 2023

Please Specify  Thai version

I, .....

Address .....

Subdistrict ..... District .....

Province ..... Post Code .....

Tel ..... Fax .....

E-mail .....

Remarks: After completion of the information above, please return this form to:

- Fax 02-580-6332, or E-mail address: [info@CPTthailand.com](mailto:info@CPTthailand.com)
- Post Mail with brackets; (Request for printed copy of Form 56-1 One Report 2023)

Please return to CPT Drives and Power Public Co, Ltd. 230/7 Thetsabarnrungruknuer Road, Ladyao, Jattujak, Bangkok 10900.

Should you have any query or suggestion, please contact: Ms. Nathamon Thanyabowornjinda

CPT Drives and Power Public Company limited

Tel: 02-954-2590-2

# CPT

*Professional for Drives and Power*

CPT Drives and Power Public Company Limited

Head office:

230/7 Thetsabarnrungruknuer Road, Ladyao,  
Jattujak, Bangkok 10900

Tel: 02-954-2590-2, 02-954-2630-2

Email: [info@CPTthailand.com](mailto:info@CPTthailand.com)