

# CPT

***Professional for Drives and Power***

**CPT Drives and Power Public Company Limited**

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**Invitation to the 2025 Annual General Meeting**

**of Shareholders**

**Tuesday 22 April 2025**

**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 1, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

Attention: Shareholders of CPT Drives and Power Public Company Limited

Enclosure:

1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders
2. QR Code for downloading the 2024 Annual Registration Statement (Form 56-1 One Report) and the financial statements for the fiscal year ended December 31, 2024 in digital format
3. Brief profiles of the people being nominated as the directors to replace those who retired by rotation
4. Definition of independent directors
5. Proxy Form A, Form B, and Form C
6. Profiles of independent director being nominated as proxies
7. Instructions on registering, appointing a proxy, documents, and evidence that attendees must present on the meeting day, and voting in the shareholders' meeting
8. Procedures for using the electronic meeting system using Inventech Connect
9. The Company's Articles of Association relating to shareholders' meeting
10. Request Form for annual registration statement (Form 56-1 One Report) and/or annual financial statements 2024 in the printed version
11. Privacy notices pursuant to the Personal Data Protection Act, B.E. 2562 (2019)

The Board of Directors of CPT Drives and Power Public Company Limited (the "**Company**") resolved to hold the 2025 Annual General Meeting of Shareholders on Tuesday, April 22, 2025, 10.00 a.m. **The Meeting shall conduct via electronic media (e-AGM)** under the Royal Decree on Electronic Meetings 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 certify the minutes of the 2024 Annual General Meeting of Shareholders**

**Facts and Rationale:** The Company held the 2024 Annual General Meeting of Shareholders on April 24, 2024, 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 2024 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 2025 Annual General Meeting of Shareholders to consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders as mentioned.

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

**Agenda 2** **To consider and acknowledge the operating results of the Company for the year 2024**

**Facts and Rationale:** To comply with Article 39 of the Company's Articles of Association, it is stipulated 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 in the Company and its subsidiaries in 2024 in Section 1 Policy and Business Overview of the Annual Registration Statement 2024 (Form 56-1 One Report). The details appeared in **Enclosure No. 2**, which has been sent to the shareholders together with the notice of this meeting. Therefore, the Company requests the meeting to consider and acknowledge the Company's operating results for the year 2024.

**Board's Opinion:** The Board of Directors has considered and deemed to propose to the 2025 Annual General Meeting of Shareholders to consider and acknowledge the operating result for the year 2024.

**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 December 31, 2024 which has been audited by the certified auditors and acknowledge the Management Discussion and Analysis (MD&A) for the year ended December 31, 2024**

**Facts and Rationale:** According to Section 112 of the Public Company Limited Act B.E. 2535 (as amended) (the "PCL Act") and Article 64 of the Company's Articles of Association, it is stipulated that the Board of Directors shall prepare a statement of financial position (balance sheet) and the Company's profit and loss 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 review the balance sheet and profit and loss statement before proposing to the shareholders' meeting.

In this regard, the Audit Committee and the Board of Directors have considered and reviewed the Company's consolidated financial statements for the fiscal year ended

December 31, 2024, which has been audited and certified by Ms. Kanitta Siriphataanasomchai, Certified Public Accountant No. 10837 from ANS Audit Co., Ltd. Therefore, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the year ended December 31, 2024 which has been audited by the certified auditors and acknowledge the Management Discussion and Analysis (MD&A) for the year ended December 31, 2024.

The Company's financial statements for the fiscal year ended December 31, 2024, appear in Section 3 under the heading "Financial Information" of the Annual Registration Statement 2024 (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 key information is summarized as follows:

Items	Annual Consolidated Financial Statements	
	2023	2024
Total Assets	1,194.67	1,221.25
Total Liabilities	259.35	235.32
Total Shareholders' Equity	935.32	985.93
Total Revenues	1,202.75	973.69
Total Expenses	1,105.30	884.29
Profit for the year	77.15	71.50

**Board's Opinion:** The Board of Directors has considered and approved the Audit Committee's proposal. Therefore, it is deemed to propose that the 2025 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the fiscal year ended December 31, 2024, which have been audited by the certified auditors and reviewed by the Audit Committee and acknowledge the Management Discussion and Analysis (MD&A) for the year ended December 31, 2024 as per the details proposed above.

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

**Agenda 4** **To consider and approve the allocation of the net profit as the legal reserve and the dividend payment for the fiscal year 2024**

**Facts and Rationale:** In order to comply with Section 115 of the PCL Act and Articles 39, 53, and 54 of the Company's Articles of Association, it is stipulated 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 PCL Act and Article 57 of the Company's Articles of Association, the Company must allocate part of its annual net profit as a legal reserve of not less than 5 percent of its annual net profit and deduct by the accumulated loss brought forward (if any) until the legal reserve 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 ended on December 31, 2024, the Company had a net profit, according to the Company's separate financial statements, in the amount of THB 71,524,349.97. Therefore, the Company deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of net profits from the operating results for the year 2024 as a legal reserve in the amount of THB 3,576,217.50 (not less than 5 percent of net profit for the year 2024).

After allocating legal reserve, the Company still had accumulated profits of THB 120,370,697.09. Therefore, the Company deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider approving the dividend payment from such accumulated earnings at THB 0.025 per share for a total amount THB 22,500,000, accounting for 33.11 percent of net profit according to the separate financial statements after deducting legal reserves. This dividend payout ratio does not comply with the Company's dividend payment policy due to the necessity of maintaining liquidity and reserving a portion of cash as a financial buffer for future business operations. This is to support the company's business expansion plans, enhance its competitive capabilities, and prepare for potential economic risks and market conditions that may impact the Company's operations. Accordingly, the Board of Directors has considered and determined that the proposed dividend payment rate is appropriate and serves the best interests of the company and its shareholders in the long term.

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

Dividend payment details	2023	2024 (Proposed)
1. Net profit according to separate financial statements (THB)	77,174,258.14	71,524,349.97
2. Number of Shares		
2.1 Interim Dividends	-	-

Dividend payment details	2023	2024 (Proposed)
2.2 Annual Dividends	900,000,000	900,000,000
3. Total dividends paid per share (THB : Share)		
3.1 Interim Dividends (THB: Share)	-	-
3.2 Annual Dividends (THB : Share)	0.025	0.025
4. Total Dividend Payment (THB)	22,500,000	22,500,000

**Board's Opinion:**

The Board of Directors has considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider as follows:

1. Approve the allocation of net profits from operating results in 2024 as a legal reserve of THB 3,576,217.50. After allocating the said reserve fund, the Company will have a legal reserve of THB 7,434,930.40, or 0.83 percent of the Company's registered capital.
2. Approve the payment of dividends from the Company's net profit at THB 0.025 per share, equivalent to a total amount not exceeding THB 22,500,000. 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 12, 2025, and determine the dividend payment on May 20, 2025. The right to receive such dividends is still being determined once approval from the 2025 Annual General Meeting of Shareholders.

**Resolution:**

This agenda's resolution must be reached by the majority of shareholders attending the meeting and casting their votes, 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 directors who are due to retire by rotation for the year 2025**

**Facts and Rationale:**

According to Section 71 of the PCL Act and Article 22 of the Company's Articles of Association, it is stipulated that 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.

The Board of Directors currently consists of 8 directors. At the 2025 Annual General Meeting of Shareholders, the following 3 directors are due to retire by rotation.

<b>List of Directors</b>	<b>Position</b>
1) Mr. Park Wonjoo	Chairman of the Board / Director
2) Mr. Phraphan Phichaiwatkomol	Vice Chairman of the Board / Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
3) Mr. Hou Jiaqi	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 have 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, suitable for the Company's business 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, the Company deems it to re-appoint (1) Mr. Park Wonjoo, (2) Mr. Phraphan Phichaiwatkomol, and (3) Mr. Hou Jiaqi, who are directors retiring by rotation, to 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 for re-appoint to the director position for another term, as shown in **Enclosure No.3**, has been sent to the shareholders with the invitation letter.

In this regard, the Company has implemented a process for nominating directors to replace those who retire by rotation, providing shareholders with the opportunity to propose qualified candidates for the position. However, no shareholders have proposed any qualified candidates for the Company's consideration.

**Board's Opinion:**

The Board of Directors, excluding the directors with conflicts of interest, has considered and approved the Nomination and Remuneration Committee's opinion. It is considered that all three persons nominated this time have passed the screening 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 the individual nominated for the position of Independent Director, Mr. Phraphan Phichaiwatkomol, meets the qualifications required by relevant laws and regulations governing independent directors. The definition of independent directors is provided in **Enclosure No. 4**, which has been sent to the shareholders with the invitation letter. He is also able to express opinions independently in accordance with the relevant criteria. The nominated Independent Director has held the position for 3 Month, which is not more than nine consecutive years and remains capable of providing independent opinions and performing his duties independently. Furthermore, he possesses extensive knowledge, expertise, and a deep understanding of the Company's business and operations, which have evidently contributed significant benefits to the Company.

Therefore, it is deemed appropriate to propose that the shareholders' meeting consider and approve the re-election of the three directors listed above, who are due to retire by rotation, to resume 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 shareholders attending the meeting and casting their votes, without counting those who abstained as a base for counting votes (In voting on the reappointment of directors, the Company will consider and approve each candidate individually).

**Agenda 6** **To consider and approve the determination of the remuneration for the directors and sub-committee members for the year 2025**

**Facts and Rationale:** According to Section 90 of the PCL Act and Article 32 of the Company's Articles of Association, it is stipulated that 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 and sub-committee members at the 2025 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 2025 Annual General Meeting of Shareholders to consider and approve the remuneration of the directors and sub-committees for the year 2025 within the total amount not exceeding THB 3,855,000, with details as follows:

### **Monetary Remuneration**

#### **1. Monthly Remuneration**

<b>Position</b>	<b>Year 2025</b>	<b>Year 2024</b>
Chairman of the Board	THB 30,000.00 per month	- None -
Chairman of the Audit Committee	THB 30,000.00 per month	- None -
Non-Executive Director / Independent Director	THB 20,000.00 per month	- None -
Member of Audit Committee	THB 15,000.00 per month	- None -

#### **2. Meeting Allowance**

<b>Meeting Allowance</b>	<b>Remuneration</b>	
	<b>2025</b>	<b>2024</b>
<b>1 The Board of Directors</b>		
Chairman of the Board of Directors	THB 20,000.00 per time	THB 20,000.00 per time
Director	THB 15,000.00 per time	THB 15,000.00 per time
<b>2 The Audit Committee</b>		
Chairman of the Audit Committee	THB 20,000.00 per time	THB 20,000.00 per time
Audit Committee	THB 15,000.00 per time	THB 15,000.00 per time
<b>3 The Risk Management Committee</b>		

Chairman of the Risk Management Committee	THB 20,000.00	per time	-None-
Member of the Risk Management Committee	THB 15,000.00	per time	-None-
<b>4 The Nomination and Remuneration Committee</b>			
Chairman of the Nomination and Remuneration Committee	THB 20,000.00	per time	-None-
Vice Chairman and Member of the Nomination and Remuneration Committee	THB 15,000.00	per time	-None-
<b>5 The Management Committee</b>			
Chairman of Management Committee	-None-	-None-	-None-
Member of the Management Committee	-None-	-None-	-None-

### **3. Bonuses and Special Compensation**

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

In the past 2024, the Company did not pay bonuses or special remuneration for the Company's directors.

### **4. Non-Monetary Compensation and Other Benefits**

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

In the past 2024, the Company did not pay any non-monetary compensation or 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 Annual General Meeting of Shareholders to consider and approve the 2025 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 the total votes of shareholders presented at the meeting, 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 2025**

**Facts and Rationale:** According to Section 120 of the PCL Act and Article 67 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration yearly. The former auditor(s) may be re-appointed. Moreover, 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), it is stipulated that the listed companies shall 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 2025 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 subsidiary. The list of auditors is as follows:

<b>Lists of Auditors</b>	<b>CPA Licence No.</b>	<b>No. of years performing duties</b>
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	2

Anyone of the said auditors shall have the authority to audit and express an opinion on the Company's financial statements and its subsidiary for the year 2025. In case that those auditors cannot perform their duties, ANS Audit Company Limited shall provide its other auditors to perform duties instead.

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

The Company has one subsidiary, namely CPT Bio Energy Co., Ltd., which uses the same audit firm as the Company.

Regarding the auditors' remuneration for the year 2025, the Audit Committee has considered the workload on reviewing and auditing the financial statements of the Company's financial statements and its subsidiary. Therefore, it is deemed appropriate to propose to the Board of Directors' meeting to approve and present to the 2025 Annual General Meeting of Shareholders to consider and approve the audit fee for the Company, not to exceed THB 1,940,000 per year. In addition, for 1 subsidiary, the audit fee does not exceed THB 25,000 per year as follows:

(Per Annum)						
Audit Fee	2025 (Proposed)		2024		2023	
	Audit Fee	Non-Audit Fee	Audit Fee	Non-Audit Fee	Audit Fee	Non-Audit Fee
The Company	1,940,000	-	1,845,000	-	1,780,000	-
The Subsidiaries	25,000 (1 Subsidiary)	-	25,000 (1 Subsidiary)	-	25,000 (1 Subsidiary)	-

Such audit fee excludes other non-audit fees in the actual audit work. In the year 2024, there was no other service fee (Non-Audit Fee).

**Audit Committee's Opinion:** The Audit Committee has considered and deemed the auditor and audit fee appropriate. Therefore, the Audit Committee deems it appropriate to propose the matter to the Board of Directors for proposing to the shareholders for approval.

**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 2025 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 Siriphataanasomchai CPA No. 10837 to be the Company's auditor for the year 2024. The audit fee is THB 1,940,000 per year. In addition, for 1 subsidiary, does not exceed THB 25,000 per year and expenses, including other costs incurred during the service (Out of Pocket Expense), with details as proposed in all respects.

Additionally, the Company's auditors and the auditors of its subsidiaries (1 company) are affiliated with the same audit firm, namely ANS Audit Company Limited.

In this regard, the Board of Directors will ensure that the Company is able to prepare the financial statements on time specified by the law.

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

#### Agenda 8

#### Other matters (if any)

#### Information for Shareholders

In this regard, the Company has determined the lists of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on March 12, 2025.

Due to current technology and legal regulations, the Annual General Meeting of Shareholders can be conducted conveniently and electronically even though they are in different places. The Company organized a meeting via electronic media (e-AGM) in this meeting. Therefore, the Company would like to request that all shareholders follow the instructions for registration, registration criteria, voting procedures, vote counting method as shown in Enclosure No. 7, along with the procedures for using the meeting system via electronic media using the Inventech Connect (Live Streaming) method as shown in Enclosure No. 8. To ensure that all shareholders can effectively participate and vote in the meeting. The Company shall conduct the meeting according to the Company's Articles of Association regarding the shareholders' meeting, which appear in Enclosure No. 9.

In this regard, the shareholder is unable to attend the meeting via electronic media (e-AGM), such shareholder may 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. 6 or authorize any other person to attend the conference and vote on behalf of the shareholders. In this regard, the shareholders are requested to complete and sign the Proxy Form A or Form B. For 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. 5. Please affix 20-baht stamp duty and attach the required documents and evidence for the identification of the attendees as shown in Enclosure No. 7. Please send the completed documents 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: [pakamas.c@CPTthailand.com](mailto:pakamas.c@CPTthailand.com) by **April 11, 2025**, it will be your greatest gratitude.

The Company places great importance on the protection of your personal data as a shareholder, including in cases where you are a proxy. To ensure that you are confident that the Company will protect and treat your personal data in accordance with the Personal Data Protection Act B.E. 2562, the Company hereby notifies you of the details of personal data processing, as well as informing you of your rights regarding your personal data, according to Enclosure No. 11.

Please be invited to attend the 2025 Annual General Meeting of Shareholders on the date, time, and meeting channels as specified above.

Yours sincerely,

(Mr. Park Wonjoo)  
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.CPTthaialnd.com](http://www.CPTthaialnd.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. 10**.

**For further information please contact:** Ms. Pakamas Chimlek

CPT Drives and Power Public Company limited

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

**Enclosure No.1**

**Minutes of the 2024 Annual General Meeting of Shareholders**

**CPT Drives and Power Public Company Limited**

The Meeting was held on Wednesday, April 24, 2024, 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. Chaiyot Piyawannarat	Director / Chief Executive Officer
5. Mr. Noppadol Wichienkuer	Director / Managing Director
6. Ms. Haruthai Limprasert	Director / Deputy Managing Director (Management)
7. Mr. Monchai Thunthanase	Director / Deputy Managing Director (Sales and Engineering)

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

1. Mr. Worapoj Yodsatat	Audit Committee / Independent Director
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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. Piyawadee Yarnwaree	Company Secretary
3. Ms. Nathamon Thanyabowornjinda	Company Secretary

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

**Auditors from ANS Audit Company Limited:**

1. Ms. Kanittha Siripattanasomchai
2. Ms. Soraya Wongchantip

## Enclosure No.1

### **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. Nattamol Pulpipattanan 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. 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 2024 Annual General Meeting of Shareholders on March 8, 2024 (Record Date). By today's meeting, 35 shareholders attended the meeting, representing a total of 356,180,314 shares, representing 39.5755% of the Company's total issued shares (900,000,000 shares). It was divided into 6 shareholders attending in person, representing 234,988,900 shares, and 29 shareholders by proxy, representing a total of 121,191,414 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 shareholders by proxy was present in Agenda 4, totaling 36 attendees, holding 356,280,314 shares or 39.5867% of the total issued and sold shares of the Company.

## **Enclosure No.1**

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 2024 Annual General Meeting of Shareholders (**the “Chairman”**) to declare the meeting open.

The Chairman welcomed the attendees of the 2024 Annual General Meeting of Shareholders and declared the meeting open by assigning Ms. Nattamol Pulpipattanan, 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 and vote counting 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.

### **Enclosure No.1**

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

## **Enclosure No.1**

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 2023 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 2023 Annual General Meeting of Shareholders on April 24, 2023, 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 2023 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 2023 Annual General Meeting of Shareholders, held on April 24, 2023, as the details proposed in all respects, with the following votes:**

Approved	356,180,314	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

## **Enclosure No.1**

\*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 operating results of the Company for the year 2023**

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 2023, with details appearing in the 2023 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 2023 to the Meeting for acknowledgment. Then, Ms. Natchanan Thianchaitrakul, 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 2023 with details as follows:

As for the Company's operating results in the year 2023, the Company's main revenue derived with the following proportions:

1. Revenue from sales of electrical control cabinets was 351 million baht, accounting for 30% of the total revenue from sales and services in 2023.
2. Revenue from sales of finished goods (unit types) was 211 million baht, representing 18% of total revenue from sales and services in 2023.
3. Revenue from contracting and installation services was 563 million baht, representing 49% of the total revenue from sales and services in 2023.
4. Revenue from service and repairs was 40 million baht or 3% of total revenue from sales and services in 2023.

However, overall Company earnings Revenue from sales of electrical control cabinets and Revenue from sales of finished goods (unit types) Which has increased compared to 2022 due to increased sales Existing customers have repeat purchases and new customer bases have been expanded. Including delivering more work

### **Enclosure No.1**

to customers in 2023, revenue from contracting and installation services Which has decreased 298 million baht compared to 2022 due to the company focusing more on projects that have good returns. However, the company is gradually delivering work as scheduled. and received new orders There is a backlog which is expected to begin work and gradually recognize income in 2024 for many other projects., In addition, Revenue from services income increased by 10 million baht. This is in line with the business strategy to expand the growth of service work. Service work can provide more services to existing and new customers. As a result, service income will increase.

For the Company's net profit (loss) in 2023, For the year ended 31 December 2023, The Company and its subsidiaries has net profit were Baht 77.15 million and for the year ended 31 December 2022, net loss were Baht 45.29 million. In year 2023, the company has a profit because the company has better risk management. Focus on high-paying jobs Effective cost control and there is a profit from selling the warehouse building Gains from valuation of financial assets and profits from other.

In addition, the moderator invited Mr. Chaiyot Piyawannarat, Chief Executive Officer, to further present the Company's plans for the year 2023 at the Meeting. Mr. Chaiyot Piyawannarat reported at the Meeting that in 2023 It was a good year for the company the Company had a net profit as a result of better risk management. Effective cost management The company has better cash flow management. and can create long-term sustainability The company has expanded its customer market base to have a larger customer base. The company has gained trust from new customer groups with high growth and potential such as the food business group, beverage business group, EV business group and customers who are the main market group for the sugar business group and renewable energy business. The company has taken good care of and maintained this customer base. The company has created a group of customers in the electronic components business. This is considered a good trend in expanding the customer base to new businesses. There are positive developments in order. In terms of public relations to promote the company more. Customers and business partners were invited to visit the factory which received good for customers to see the potential Technology and other areas of the company. Build more confidence Including The company has signed a contract with Siemens to produce W/D electrical cabinets. the company has prepared environmental management system standards (ISO 14000) which is expected to receive a certificate soon and.

However, in 2023, The company has successfully delivered work on time as expected by customers from the Provincial Electricity Authority, 2 projects, and food business customers, which shows that the company has developed. multidimensional positivity Thanks to all the directors and executives who have helped push for good operating results in the past year.

## **Enclosure No.1**

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 financial statements for the fiscal year ended on December 31, 2023**

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, 2023, 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 of the 2023 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, 2023, which could be summarized as follows:

#### **Income Statement**

In 2023, the Company had revenue from sales of 562.24 million baht. Revenue from services and installations amounted to 562.69 million baht. Revenue from services amounted to 40.28 million baht, accounting for total revenue of 1,202.75 million baht. The cost of sales amounted to 500.58 million baht. The cost of services and installation amounted to 477.76 million baht. The cost of services amounted to 24.29 million baht. The gross loss amounted to 162.60 million baht. Selling and administrative expenses were 102.69 million baht. Loss before finance costs and income tax amounted to 97.45 million baht, and net profit were Baht 77.15 million baht.

#### **Statement of Financial Position**

In 2023, the Company had total assets of 1,194.67 million baht, cash and cash equivalents of 348.87 million baht, total liabilities of 259.35 million baht, and total shareholders' equity of 935.32 million baht.

## Enclosure No.1

### Financial Ratio

In 2023, the Company had a gross profit margin of 13.95%, a net profit margin of 6.41%, a return on total assets of 6.18%, a return on equity ratio of 8.60%, debt to equity ratio of 0.28 times, and liquidity ratio of 3.15 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, 2023.

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, 2023, as details proposed in all respects, with the following votes:**

Approved	356,180,314	Votes	Equivalent to	100.0000
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 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**

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 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.

### **Enclosure No.1**

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 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, as a legal reserve in the amount of 3,858,712.90 baht

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 for the fiscal year ended on December 31, 2023 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 dividend payment for the fiscal year ended on December 31, 2023, and Approve the allocation of the net profit as the legal reserve as details proposed in all respects, with the following votes:**

Approved	356,280,314	Votes	Equivalent to	100.0000
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 in person, totaling 36 persons holding 356,280,314 shares.

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

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

### **Enclosure No.1**

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 2024 Annual General Meeting of Shareholders, the following 3 directors would to retire by rotation:

<b>List of Directors</b>	<b>Position</b>
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 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 2024 Annual General Meeting of Shareholders, had considered the opinion of the Nomination and Remuneration Committee. Therefore, it was appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of (1) Assoc. Prof. Prapas Praisuwanna, (2) Mrs. Wanchalee Kanchanachongkol, and (3) Mr. Worapoj Yodsatat, 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.

**Enclosure No.1**

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) Assoc. Prof. Prapas Praisuwanna, (2) Mrs. Wanchalee Kanchanachongkol, and (3) Mr. Worapoj Yodsatat, the directors who retired by rotation for the year 2024, to serve as directors of the Company for another term. The details were as follows:**

<b>1 Assoc. Prof. Prapas Praisuwanna</b>				
Approved	356,280,214	Votes	Equivalent to	99.9999
Disapproved	100	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

<b>2 Mrs. Wanchalee Kanchanachongkol</b>				
Approved	356,280,214	Votes	Equivalent to	99.9999
Disapproved	100	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	-

<b>3 Mr. Worapoj Yodsatat</b>				
Approved	356,280,314	Votes	Equivalent to	100.0000
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 the Board of Directors' remuneration for the year 2024**

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

## Enclosure No.1

The moderator declared to the Meeting that according to the Public Company Limited Act B.E. 2535 (and amendments), Section 90, and 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 2024 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 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 in the form of meeting allowance, with details as follows:

### 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>			

**Enclosure No.1**

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 2023 shareholders' meeting on April 24, 2023.

**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 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 would 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.

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 2024 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 2024.

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.

**Enclosure No.1**

**Resolution: The Meeting approved fixing the director's remuneration for the year 2024 as details proposed in all respects, with the following votes:**

Approved	356,280,314	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	0.0000

\*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 auditors and the determination of the audit fee for the year 2024**

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 2024 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 2024 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:

**Enclosure No.1**

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

Any of the said auditors would conduct audit works and comment on the Company's financial statements and its subsidiaries for the year 2024. 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 2024, 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 2024 Annual General Meeting of Shareholders to consider and approve the audit fees of not exceeding 1,845,000 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>2024 (Proposed)</b>	<b>2023</b>	<b>2022</b>
The Company	1,845,000	1,780,000	1,780,000
The Subsidiaries	25,000 (1 Subsidiary)	25,000 (1 Subsidiaries)	50,000 (2 Subsidiaries)

Such audit fee excluded other non-audit fees in the actual audit work. In the year 2023, 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 2024 as detailed above.

### **Enclosure No.1**

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 2024.

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 2024 as details proposed in all respects, with details as follows:**

Approved	356,280,314	Votes	Equivalent to	100.0000
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 amendment of the Company's Article of Association**

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

The moderator explained to the Meeting that according to the 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 per the meeting invitation letter that has been sent to shareholders as follows:

Current Articles of Association	New Articles of Association
<u>Chapter 2 Issuance and Transfer of Shares</u>	<u>Chapter 2 Issuance and Transfer of Shares</u>

**Enclosure No.1**

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
<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 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</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 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 <u>ministerial regulations</u>. 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>

**Enclosure No.1**

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
<p>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 ( (10percent 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 ( (10percent 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 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 ( (10percent 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 ( (10percent of <b><u>the total issued and purchased shares which subject to prior approval from the shareholders meeting</u></b>, 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>
<b><u>Chapter 3 Directors</u></b>	<b><u>Chapter 3 Directors</u></b>

**Enclosure No.1**

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
<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 three (3) days prior to the date of the meeting which has to publish three (3) consecutive days.</del></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>
<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.</p>	<p>Article 28. The Board of Directors shall hold a meeting <u>once (1) every three (3) months</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 <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</u></p>

**Enclosure No.1**

Current Articles of Association	New Articles of Association
<p>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><u>meeting. In case there is no deputy Chairman, at least 2 directors may jointly call a meeting by</u> serve a written notice calling for such meeting to the directors not less than <u>three (3)</u> days 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 <u>electronic means</u> 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 convened via electronic means, <u>in this regards, the Company's head office shall be assumed to be the place of such electronic meeting.</u></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><u>In the event of necessary or urgent to preserve the rights or the benefits of the Company, two or more directors <u>may jointly</u> request the Chairman of the Board of Directors to call the Board of Directors' meeting <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> the</u></p>

**Enclosure No.1**

Current Articles of Association	New Articles of Association
	<p>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><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></p>
<p><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><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>

**Enclosure No.1**

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
<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</p>

**Enclosure No.1**

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
	compensate the Company for the expenses incurred in arrangements for convening that meeting.
<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. <u>The instrument appointing proxy may be proceeded by electronic means as prescribed by laws.</u></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. <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</u></p>

**Enclosure No.1**

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
	<u>assumed to be the place of such electronic meeting.</u>
<u><b>Chapter 10 Other Provisions</b></u>  - not specified -	<u><b>Chapter 10 Other Provisions</b></u>  <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>
- not specified -	<u>Article 74. 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>
<u>Article 73. The Company's seal is as follows:</u>	<u>Article 75. The Company's seal is as follows:</u>

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 amendment of the Company's Article of Association.

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.

**Resolution:** **The Meeting approved the amendment of the Company's Article of Association as details proposed in all respects, with details as follows:**

**Enclosure No.1**

Approved	356,280,314	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	0.0000

\*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 2024 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 2024 Annual General Meeting of Shareholders of the Company and declared the meeting close. The Meeting was adjourned at 11.30 a.m.

(Assoc. Prof. Prapas Praisuwanna)

Chairman of the Meeting

(Ms.Nathamon Thanyabowornjinda)

The Meeting Recorder

**Enclosure No. 2**

**QR Code for downloading the 2024 Annual Registration Statements (Form 56-1 One Report)**

**and/or the 2024 Financial Statements**



**Enclosure No. 3**

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

**Name:** Mr. Park Won Joo

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

**Term of Directorship in the Company:** 13 June 2024-Present

**Date of the first appointment as independent director:** 13 June 2024

**Age:** 61



**Shareholding:** -

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

**Education qualification:**

- Seoul National University, Bachelor of Economics
- Seoul National University, Master of Policy Studies
- Indiana University Graduate School, United States, Doctor of Philosophy (Ph.D.) in Economics

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

- No

**Work Experience:**

Sep 2024 – Present      Chairman of the Board/ Director CPT Drives and Power PCL.

Jun – Sep 2024      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

Mar 2024-Present      Independent Director for Samsung Securities Co., Ltd.

2021-2022      Senior Secretary to the President for Economic Policy

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

**Attendance the Meeting in 2024:** Participated in 7/11 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:**

The Nomination and Remuneration Committee is responsible for selecting individuals with appropriate knowledge, experience, and expertise for nomination to the Board of Directors for appointment and/or for further submission to the shareholders' meeting for consideration and appointment, as the case may be.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee, has determined that *Mr. Park Won Joo* possesses the necessary qualifications and does not have any disqualifications under the Public Limited Companies Act. Additionally, he does not exhibit any characteristics that would render him unfit to be entrusted with the management of a publicly held company under the Securities and Exchange Act. Furthermore, he has the knowledge, skills, and experience relevant to the company's business operations.

Accordingly, the Board of Directors has resolved to propose to the 2025 Annual General Meeting of Shareholders the re-election of *Mr. Park Won Joo* as a director of the company for another term.

**Name:** Mr. Praphan Phichaiwatkomol

**Position:** Vice Chairman of the Board , Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee



**Term of Directorship in the Company:** 30 September 2024 - Present

**Date of the first appointment as independent director:** 30 September 2024

**Age:** 53

**Shareholding:** -

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

**Education qualification:**

- Bachelor of Laws, Thammasat University
- Master of Laws, University of New South Wales, Commonwealth of Australia

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

- Completed the Director Accreditation Program (DAP) training course from the Thai Institute of Directors, Class of 134/2017

**Work Experience:**

2024-Present Vice Chairman of the Board , Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee, CPT Drives and Power PCL.

Holding positions in subsidiaries

-None-

Holding positions in listed companies

2015 - Present Independent Director, Audit Committee Member at Dental Corporation Public Company Limited

2020 - Present Independent Director and Audit Committee Member at Halcyon Technology Public Company Limited

2020 - 2022 Chairman of the Board, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee at The Klinique Medical Clinic Public Company Limited

Holding positions in non-listed companies or another organization

2010 - Present Partner at Siam Premier International Law Office Company Limited

**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 2024:** Participated 5/11 times

**Attendance the Audit Committee Meeting in 2024:** Participated 1/4 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 *Mr. Praphan Phichaiwatkomol* 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. Praphan Phichaiwatkomol* to be the Company's independent director for another term.

**Name:** Mr. Hou Jiaqi

**Position:** Director

**Term of Directorship in the Company:** 15 October 2024-Present

**Date of the first appointment as independent director:** 15 October 2024

**Age:** 35

**Shareholding:** -None-

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



**Education qualification:**

- Bachelor of Thermal Energy and Power Engineering, Dalian University of Technology, People's Republic of China
- Master of Energy Systems Engineering, Clausthal University of Technology, Federal Republic of Germany

**Work Experience:**

Oct 2024 - Present 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

2023 - Present Deputy General Manager of International Engineering Branch, General Manager of South Korea Branch and General Manager of Japan Branch, China Energy Engineering Group Shanxi Electric Power Engineering Co., Ltd.

2022 - 2023 Assistant General Manager, International Engineering Branch, China Energy Engineering Group Shanxi Electric Power Engineering Co., Ltd.

2021 - 2022 Assistant to General Manager and Manager of Marketing Office, International Engineering Branch, China Energy Engineering Group Shanxi Electric Power Engineering Co., Ltd.

2020 - 2021 Manager of Marketing Office, International Engineering Branch, China Energy Engineering Group Shanxi Electric Power Engineering 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 2024:** Participated 3/11 times

**Nomination procedure:**

The Nomination and Remuneration Committee is responsible for selecting individuals with appropriate knowledge, experience, and expertise for nomination to the Board of Directors for appointment and/or for further submission to the shareholders' meeting for consideration and appointment, as the case may be.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee, has determined that *Mr. Hou Jiaqi* possesses the necessary qualifications and does not have any disqualifications under the Public Limited Companies Act. Additionally, he does not exhibit any characteristics that would render him unfit to be entrusted with the management of a publicly held company under the Securities and Exchange Act. Furthermore, he has the knowledge, skills, and experience relevant to the company's business operations.

Accordingly, the Board of Directors has resolved to propose to the 2025 Annual General Meeting of Shareholders the re-election of *Mr. Hou Jiaqi* as a director of the company for another term.

**Enclosure No. 4**

**Definition of "Independent Director" of CPT Drives and Power Public Company Limited ("the Company")**

An independent director refers to a director who meets the qualifications in accordance with the regulations of the Securities and Exchange Commission and the requirements of the Stock Exchange of Thailand, as follows:

1. The individual must hold no more than 1% of the total voting shares in the Company, its subsidiaries, or its affiliates.
2. The individual must not participate in the management, must not be an employee, staff member, salaried advisor, or a provider of professional services such as an auditor or legal counsel that may compromise their independent judgment regarding the Company, its subsidiaries, or its affiliates. They must not hold a controlling position within the Company, its subsidiaries, or its affiliates, nor be a person who may have a conflict of interest. Additionally, they must not have held such a position for a period of at least two years before assuming the role of an independent director.
3. The individual must have no business relationships that may compromise their independence in performing their duties as a director. This includes financial or managerial interests in the Company, its subsidiaries, or its affiliates that exceed material thresholds as prescribed by relevant regulations. The individual must not have direct or indirect financial or managerial interests in the Company, its subsidiaries, its affiliates, or any person who may have a conflict of interest that could affect their independence.
4. The individual must not be closely related to senior executives, major shareholders of the Company, its subsidiaries, or its affiliates, nor to any person who may have a conflict of interest. Additionally, they must not have been appointed as a representative to safeguard the interests of directors or major shareholders.
5. The individual must not be appointed as a representative to protect the interests of directors, major shareholders, or shareholders who are related to major shareholders of the Company.
6. The individual must be capable of performing their duties, expressing opinions, or reporting results of their responsibilities independently without being under the influence of executives, major shareholders, or any related persons, including close relatives of such individuals.

This definition complies with the requirements established by the Securities and Exchange Commission and the Stock Exchange of Thailand.

**Enclosure No. 5**

**Proxy Form A, B, and C**

**(Duty Stamp of Baht 20)**

**Proxy Form A (General and Simple Form)**

Annexed 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 ..... 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 follows:

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) **Mrs. Wanchalee Kanchanachongkol**, Independent Director, Age 72 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 2025 Annual General Meeting of Shareholders to be held on Tuesday April 22<sup>nd</sup>, 2025, at 10.00 a.m. The Meeting shall be conducted through Electronic Meeting (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 affix a 20.-baht stamp duty.
- (3) Please attach a copy of the ID card (certified true copy) of the grantor and proxy along with this Form.

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

Annexed 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 ..... 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 follows:

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) **Mrs. Wanchalee Kanchanachongkol**, Independent Director, Age 72 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 2025 Annual General Meeting of Shareholders to be held on Tuesday April 22<sup>nd</sup>, 2025, at 10.00 a.m. The Meeting shall be conducted through Electronic Meeting (E-AGM), or such other date, time and place as the Meeting may be adjourned.

4) I/We hereby appoint the proxy to cast the votes on my/our behalf at the Meeting as follows:

**Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders**

- (a) The proxy is entitled to consider and 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 consider and acknowledge the operating results of the Company for the year 2024**

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, 2024 and the audit report which has been audited by the certified auditors and acknowledge the Management Discussion and Analysis (MD&A) for the year ending December 31, 2024**

- (a) The proxy is entitled to consider and 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 allocation of the net profit as the legal reserve and the dividend payment for the fiscal year 2024**

- (a) The proxy is entitled to consider and 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 directors who are due to retire by rotation for the year 2025**

- (a) The proxy is entitled to consider and 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 Mr. Wonjoo Park

Approve       Disapprove       Abstain

Name of Director Mr. Praphan Phichaiwatkomol

Approve  Disapprove  Abstain

Name of Director Mr. Hou Jiaqi

Approve  Disapprove  Abstain

**Agenda 6 To consider and approve the determination of the remuneration for the directors and sub-committee members for the year 2025**

(a) The proxy is entitled to consider and 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 2025**

(a) The proxy is entitled to consider and 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 Other matters (if any)**

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

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

(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 cast the votes at the Meeting. The number of shares held cannot be allocated to several proxies for separate voting.
- (2) In the agenda for election of Directors, Directors may be elected as a whole or individually.
- (3) 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
- (4) Please affix 20.-baht stamp duty.
- (5) Please attach a copy of the ID card (certified true copy) of the grantor and proxy along with this Form.

**Attachment to Proxy Form B**

The appointment of proxy by a shareholder of **CPT Drives and Power Public Company Limited** for the 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22<sup>nd</sup>, 2025, 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 consider and 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 consider and 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 consider and 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 consider and 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 consider and 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 directors who are due to retire by rotation for the year 2025 (continued)

Name of Director.....

Approve       Disapprove       Abstain

**Proxy Form C**

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

Annexed 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.....

having office 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 number of.....shares with the voting right of.....votes as follows:

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

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

(2) Hereby appoint

1) Name..... Age..... Years

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

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

2) 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..... Province..... Postcode..... or

(4) **Mrs. Wanchalee Kanchanachongkol**, Independent Director, Age 72 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 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22<sup>nd</sup>, 2025, at 10.00 a.m. 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 authotize my/our proxy to cast the votes at the Meeting on my/our behalf in the following manner:

**Agenda Item 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders**

- (a) The proxy is entitled to consider and 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 consider and acknowledge the operating results of the Company for the year 2024**

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, 2024, and the audit report which has been audited by the certified auditors and acknowledge the Management Discussion and Analysis (MD&A) for the year ending December 31, 2024**

- (a) The proxy is entitled to consider and 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 allocation of the net profit as the legal reserve and the dividend payment for the fiscal year 2024**

- (a) The proxy is entitled to consider and 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 directors who are due to retire by rotation for the year 2025**

(a) The proxy is entitled to consider and 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 ..... **Mr. Wonjoo Park**

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

5.2 Name of Director ..... **Mr. Praphan Phichaiwatkomol**

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

5.3 Name of Director ..... **Mr. Hou Jiaqi**

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

**Agenda Item 6 To consider and approve the determination of the remuneration for the directors and sub-committee members for the year 2025**

(a) The proxy is entitled to consider and 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 2025**

(a) The proxy is entitled to consider and 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 Other matters (if any)**

(a) The proxy is entitled to consider and 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 cast 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 appointing 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 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22<sup>nd</sup>, 2025, at 10.00 a.m. 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 consider and 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 consider and 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 consider and 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 consider and 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 consider and 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 in replacement of the directors who are due to retire by rotation for the year 2025 (Continued)

Name of Director .....

(a) The proxy is entitled to consider and 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 consider and 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 consider and 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 consider and 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 consider and 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. 6**

**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:** Mrs. Wanchalee Kanchanachongkol  
**Address:** 125/309 Soi 3/7, Makmai Village, Ramintra Road, Khannayao Subdistrict, Khannayao District, Bangkok



**Position:** Audit Committee / Independent Director

**Age:** 72 years

**Term of Office:** 2012-Present

**Shareholding:** 1,614,300 share, equivalent to 0.18% of the issued and paid-up capital  
(As of December 31, 2024)

**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

**Training Course:**

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

**Work Experience**

2024 - Present Director/ Audit Committee/ Independent Director, CPT Drives and Power PCL.  
2023 - Present Director, Chaluay Co., Ltd.  
2020 – 2024 Vice Chairman of the Board/ 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 2024:** Participated 10/11 times

**Attendance the Audit Committee Meeting in 2024:** Participated 4/4 times

**Special interests differ from other directors in every agenda proposed in the 2025 AGM:** -None-

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

**Enclosure No. 7**

**Instructions on registering, appointing a proxy, documents, and evidence that attendees**

**must present on the meeting day, and voting in the shareholders' meeting**

**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.

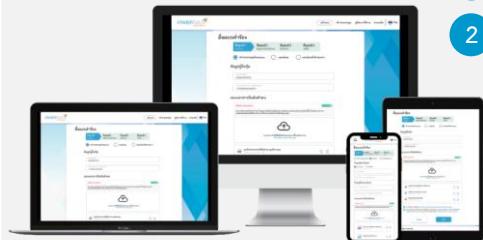
## Enclosure No. 8

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

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/CPT443435R/#/homepage> or scan QR Code  and follow the steps 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  
Step 2 Fill in the information for verify  
Step 3 Verify via OTP  
Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

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

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 10 April 2025 at 8:30 a.m. and shall be closed on 22 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 22 April 2025 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 11 April 2025 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

 02-460-9225

 @inventechconnect

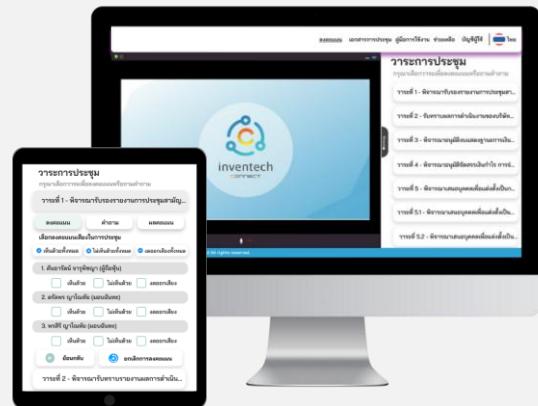


 The system available during 10 – 22 April 2025 at 08.30 a.m. – 05.30 p.m.  
**(Specifically excludes holidays and public holidays)**

Report a problem  
@inventechconnect

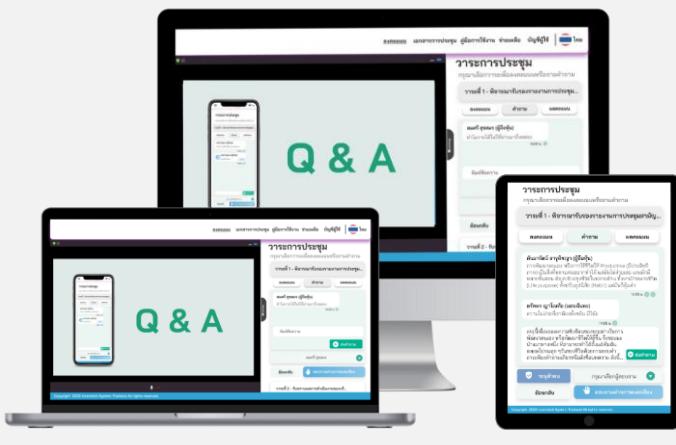
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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 you can open the microphone and camera

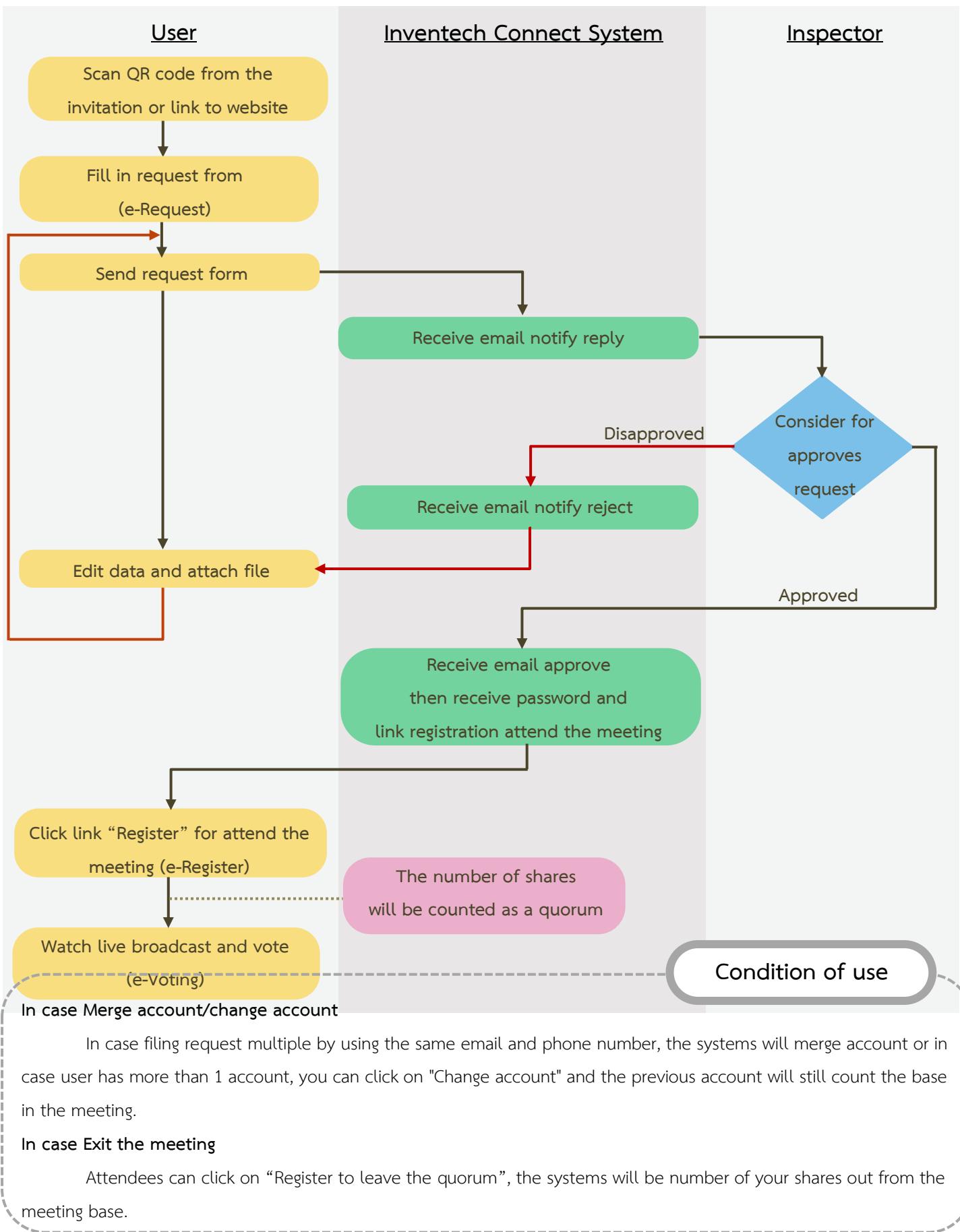
## How to use Inventech Connect



User Manual and 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.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge \*\* The system does not supported internet explorer.



**Enclosure No.9**

**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.

If the Board of Directors fails to convene a meeting within the period specified in paragraph two, the shareholders who have jointly submitted a request or other shareholders holding the required number of shares may convene the meeting themselves within forty-five (45) days from the expiration of the specified period in paragraph two. The shareholders calling the meeting may send the meeting notice to other shareholders via electronic means if such shareholders have expressed their intention or provided consent to the company or the Board of Directors in accordance with the provisions of Article 74. In such a case, the meeting shall be deemed a shareholders' meeting convened by the Board of Directors, and the company shall bear the necessary expenses incurred in organizing the meeting and provide reasonable 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 a shareholders' meeting, a shareholder may appoint a proxy to attend and vote on their behalf. The proxy does not need to be a shareholder of the company. The appointment of a proxy must be made in writing, signed by the shareholder, and in the form prescribed by the Registrar of Public Companies. Alternatively, the appointment may be conducted through electronic means in accordance with the legal requirements.

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 51 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 venue for the company's shareholders' meeting must be located in the area where the company's head office is situated, a branch office of the company, a neighboring province, or any other location as determined by the Chairman of the Board or a person authorized by the Chairman. The shareholders' meeting may also be conducted via electronic means in accordance with the law governing electronic meetings. In such a case, the company's head office shall be deemed the official meeting venue.

## **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. 10**

**Requisition Form for 56-1 One Report 2024 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 2024 (including financial statements for the year 2024) 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 2024 (including financial statements for the year 2024) 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 56-1One Report 2024

Please Specify       Thai version       English 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 2024)

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. Pakamas Chimlek

CPT Drives and Power Public Company limited

Tel: 02-954-2590-2

## Enclosure No.11

### **Privacy Policy for Shareholders and Bondholders**

CPT Drive and Power Public Company Limited (the “Company”) recognizes the importance of protecting your personal data as a shareholder and/or bondholder of the Company, including in cases where you are a proxy or an authorized representative of such individuals. Therefore, the Company has implemented this Personal Data Protection Policy to ensure that your personal data is safeguarded and handled in compliance with the Personal Data Protection Act B.E. 2562 (2019) as detailed below:

#### **1. Collection of Personal Data**

The Company collects personal data that you provide directly to the Company or that the Company receives through proxy forms or from the Thailand Securities Depository Co., Ltd. (TSD), which serves as the securities registrar of the Company. This includes, but is not limited to, the following data:

- **General Personal Data:** Name, surname, date of birth, age, address, phone number, fax number, email, national identification number, passport number, nationality, signature, shareholder registration number, educational background, training history, employment history, profession, job position, workplace, photographs, etc.
- **Financial Data:** Bank account number, number of shares/bonds held, type of shares, etc.
- **Participation in Activities:** Photographs and video recordings from shareholder meetings and company site visits, as well as computer traffic data from registration for meetings or site visits.
- **Other Personal Data:** Opinions or feedback provided through the Company's investor relations channels, website, or other means as determined by the Company.
- **Relationship or Conflict of Interest Data:** Names, ages, and shareholdings of spouses and children of individuals nominated for election as Company directors.

The Company generally does not intend to collect or process **sensitive personal data**, such as religious beliefs or blood type (if present in identification documents). If you submit identification documents containing such data, please redact them. If not redacted, the Company will take steps to obscure the data and will not consider it collected or processed.

However, in certain cases, the Company may need to collect and process sensitive personal data, such as health information, to facilitate your participation in Company activities (e.g., site visits) or for other specific purposes that will be communicated to you, along with obtaining your explicit consent as required.

## **2. Purpose of Data Processing**

The Company collects, processes, and/or discloses personal data based on legal obligations, legitimate interests, contractual requirements, vital interests, and/or your consent, as applicable, for the following purposes:

- Managing shareholder and bondholder registers, proxy arrangements, and other related matters under applicable laws, such as securities and exchange regulations.
- Processing dividend payments or other shareholder/bondholder benefits, such as interest payments and share/bond subscription rights.
- Organizing shareholder meetings, proposing meeting agendas, evaluating director nominations, distributing meeting-related documents, verifying attendance, processing voting, and preparing shareholder meeting reports.
- Recording images, audio, and/or video from meetings or activities for publication on the Company's website and other communication channels.
- Recording and preparing meeting minutes for submission to relevant regulatory bodies, such as the Stock Exchange of Thailand or the Company's legal advisors.
- Notifying shareholders of Company activities and selecting eligible participants for events.
- Arranging and facilitating participation in Company events, including venue preparation, catering, and transportation.
- Ensuring health and safety, such as emergency contact procedures and preventing the spread of infectious diseases.
- Managing investor relations, including conducting surveys to improve the Company's operations.
- Managing risk, internal control, audits, and corporate governance.
- Complying with legal obligations, government orders, or regulatory requirements, as well as cooperating with courts, government agencies, and law enforcement authorities.

Failure to provide certain necessary personal data may prevent the Company from administering your shareholder rights or benefits.

## **3. Disclosure of Personal Data**

To fulfill the above purposes, the Company may disclose your personal data to third parties, including:

- **Thailand Securities Depository Co., Ltd. (TSD)**
- **Banks or financial institutions**
- **Service providers** for document printing, delivery, data storage, shareholder meeting technology, and other relevant services required under legal obligations
- **Professional advisors** such as legal consultants and auditors
- **Investors** (only as required by applicable laws and regulations)

- **Government agencies, regulators, law enforcement authorities, or other entities** as required to comply with legal obligations or contractual agreements, such as the Ministry of Commerce and the Revenue Department.

#### **4. Data Retention Period**

The Company will retain your personal data in accordance with legal requirements and/or as necessary to fulfill the purposes stated above. Once the retention period expires, the Company will delete or anonymize the data to prevent identification.

#### **5. Data Subject Rights**

Under the Personal Data Protection Act B.E. 2562 (2019), you, as the data subject, have the following rights:

- The right to access and obtain a copy of your personal data or request disclosure of its sources.
- The right to request correction, completeness, and updating of your personal data.
- The right to request transfer or transmission of your personal data as permitted by law.
- The right to request restriction of personal data processing.
- The right to object to the collection, use, or disclosure of your personal data.
- The right to request deletion, destruction, or anonymization of your personal data.
- The right to withdraw consent for personal data processing, unless legal or contractual restrictions apply. Withdrawal of consent does not affect prior lawful processing.
- The right to file a complaint with the Personal Data Protection Committee if the Company violates data protection laws.

Requests to exercise these rights will be processed within the legally required timeframe. However, the Company may consider various factors when reviewing requests and reserves the right to deny requests in cases where legal exemptions apply.

#### **6. Contact Information**

For any inquiries or to exercise your data subject rights under this policy, please contact:

##### **Corporate Secretary Office**

CPT Drives and Power Public Company Limited  
230/7 Thetsabarnrungrukner Rd., Ladyao, Jattujak  
Bangkok 10900, Thailand  
Email: [info@CPTthailand.com](mailto:info@CPTthailand.com)

# CPT

***Professional for Drives and Power***

CPT Drives and Power Public Company Limited

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Head office:

230/7 Thetsabarnrungrukner Road, Ladayao,  
Jattujak, Bangkok 10900

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

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