



**INVITATION TO THE ANNUAL  
GENERAL MEETING OF  
SHAREHOLDERS FOR THE YEAR 2024**

**VIA ELECTRONIC MEETING (E-AGM)  
ON FRIDAY, APRIL 19, 2024  
AT 14.00 HOURS  
REGISTRATION STARTS AT 12.00  
HOURS**

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**THE PRACTICAL SOLUTION PUBLIC COMPANY LIMITED  
99 SOI CEMENT THAI RATCHADAPHISEK ROAD, LADYAO SUBDISTRICT  
CHATUCHAK DISTRICT, BANGKOK**

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No. AGM2024

March 13, 2024

**Subject: Invitation to the 2024 Annual General Meeting of Shareholders**

**To: Shareholders of The Practical Solution Public Company Limited**

- Enclosures:**
1. Copy of the Minutes of Annual General Meeting 2023
  2. Annual Report representing the Financial Statements of The Practical Solution Public Company Limited for the fiscal period ended December 31, 2023, in the form of a QR Code, together with Instructions for downloading such documents
  3. Biographies of the persons proposed for appointment as directors of the Company to replace the retiring directors
  4. Capital Increase Report Form (F 53-4)
  5. Proxy Forms A, B, and C
  6. Documents or evidence showing the identity of the shareholders or shareholder's representative entitled to attend the Meeting
  7. Biographies of Independent Directors acting as proxies for shareholders;
  8. The Company's Articles of Association concerning shareholders meetings
  9. Instructions for using Electronic Meeting System for shareholders meetings

Notice is hereby given that the Board of Directors of The Practical Solution Public Company Limited (the "**Company**") has resolved to convene the 2024 Annual General Meeting of Shareholders, by way of electronic means (e-AGM) only, at 14.00 hours on Friday, the 19<sup>th</sup> of April 2024, whereby the meeting will be broadcast live from the meeting room of The Practical Solution Public Company Limited at No. 99, Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok. The following business shall be transacted at the meeting:

**Agenda Item No. 1 To confirm the Minutes of Annual General Meeting of Shareholders 2023**

**Facts and Rationale:** Annual General Meeting 2023 was held on April 27, 2023, and the meeting resolved therein to approve all agenda items specified by law. The minutes of the said meeting shall be submitted to the following shareholders' meeting for confirmation.

**Board's Opinion:** The Board of Directors has considered this matter and is of the opinion that the said minutes should be proposed to the 2024 Annual General Meeting for its approval, details of which appear in **Enclosure 1.**

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 2** To acknowledge the report on the Company's Operations for the year ended December 31, 2023

**Facts and Rationale:** The Public Limited Companies Act B.E. 2535, Section 113, states that the Board of Directors shall deliver to the shareholders the Annual Report along with the notice calling for an annual general meeting of shareholders.

The Company prepared a correct and complete report on the Company's Operations and the Annual Report for 2023 in compliance with the Public Limited Companies Act B.E. 2535 and the criteria of the Office of the Securities and Exchange Commission (the "SEC").

**Board's Opinion:** The Board of Directors has considered this matter and is of the opinion that the report on the Company's operations for the year ended December 31, 2023 is accurate and shall be submitted to the Annual General Meeting of Shareholders for acknowledgment. The details of the said report appear in **Enclosure 2.**

**Required Vote for Approval:** This Agenda does not require a resolution as it is a report for the shareholders' acknowledgment.

**Agenda Item No. 3** To consider and approve the Company's Financial Statements for the fiscal period ended December 31, 2023

**Facts and Reasons:** According to Article 45 of the Company's Articles of Association, the Board of Directors shall provide the Company's Financial Statements at the end of each fiscal year for the Annual General Meeting of Shareholders' approval. The Board of Directors shall submit the Financial Statements to the Company's auditor for examination before delivering them to the shareholders' meeting.

The Board of Directors completed the Financial Statements for the fiscal period ended December 31, 2023, according to the Generally Accepted Accounting Principles. The said Financial Statements have been examined

by the Company's auditor, Mr. Peeradej Pongsatiensak, C.P.A. License No. 4752, of Dharmniti Auditing Co., Ltd., details of which appear in Enclosure 2.

**Board's Opinion:** The Board of Directors and the Audit Committee have approved the Financial Statements, which were audited by the auditor of the Company, and the Board of Directors is of the opinion that the Annual General Meeting of Shareholders should approve the Financial Statements for the fiscal period ended December 31, 2023, in compliance with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 4** To consider and approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2023

**Facts and Rationale:** Article 50 of the Company's Articles of Association states that no dividend shall be paid otherwise than from the Company's profit. In the case where the Company has accumulated losses, no dividends shall be paid. A dividend shall be paid according to the number of shares, and each share shall have equal entitlement. In addition, Article 52 of the Company's Articles of Association states that the Company shall allocate at least five (5) percent of the annual net profit less the accumulated losses brought forward (if any) for a reserve fund until such fund attains an amount of at least ten (10) percent of the Company's registered capital.

The Company has the policy to pay dividends at the rate of at least 40 percent of the net profit, according to the specific Financial Statements of the Company, less the allocations to the statutory reserve fund and other reserve funds. However, the payment of dividends may vary from such policy depending on business operations, cash flow status, financial liquidity, financial status, investment plans, conditions, and terms as stipulated in any contracts to which the Company is a party, including any other as deemed necessary and suitable in the future.

**Board's Opinion:** According to the operational results for the period ended December 31, 2023, the Company generated a net profit in accordance with specific Financial Statements in the amount of 111,667,423.62 Baht (One hundred eleven million six hundred sixty seven thousand four hundred twenty three baht sixty two satang) and has no accumulated losses. In addition, the Company has appropriated the said annual profits as the statutory reserve fund in the amount of 2,737,983.89 Baht (Two million Seven hundred

thirty-seven thousand nine hundred eighty-three baht eighty-nine satang) Therefore, the Company's total statutory reserve fund is currently 22,679,602.55 Baht (Twenty-two million six hundred seventy-nine thousand six hundred two baht fifty-five satang.)

The Board of Directors is therefore of the opinion that the Annual General Meeting of Shareholders should approve the dividend payment for the fiscal year ended 2023 in cash at the rate of Baht 0.18 (Eighteen Satang) per share to the Company's shareholders holding not exceeding 419,992,064 shares, whereby the total amount of dividends shall not exceed 75,598,571.52 Baht (Seventy-five million five hundred ninety-eight thousand five hundred seventy-one baht fifty-two satang), representing not exceeding 67.70 percent of the net profit for the year according to the 2023 Company's Separate Financial Statements and in compliance with the Company's dividend payment policy. The total dividend payments will be subject to withholding tax at the rate prescribed by law. The Company shall make dividends payment to the shareholders by May 15, 2024, as per the names appearing in the list of shareholders as at the record date fixed for the shareholders who are eligible to receive the dividends on April 29, 2024.

However, the right to receive dividends is still unconfirmed as it has to be approved by the shareholders' meeting.

#### Comparison of proposed dividend payment with that of the previous year

Details of dividend payment	Year 2023 (Proposed)	Year 2022
1. Net profit (Baht)	111,667,423.62*	77,779,137.70*
2. Number of shares (Shares) not exceeding	419,992,064	419,999,840
3. Dividend paid / share (Baht/share)	0.18	0.10
4. Total dividend amount paid (Baht) not exceeding	75,598,571.52	41,999,984.00
5. Dividend payout ratio to net profit (Percent)	67.70%	54.00%

\*Remark: Net profit for the year according to separate financial statements

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 5 To consider and approve the appointment of directors in place of those retiring by rotation**

**Facts and Reasons:** Article 21 of the Company’s Articles of Association states that one-third of the directors must retire by rotation at the Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors who have held office longest shall retire. The retiring directors shall be eligible to be re-appointed for another term.

At this 2024 Annual General Meeting of Shareholders, there are 3 (Three) directors who will retire by rotation as follows:

Name of Directors Retiring by Rotation	Type/Position of Directors proposed for Reappointment
1) Mr. Anocha Wongrunroj	Chairman of the Board of Directors / Independent Director Chairman of the Nomination and Remuneration Committee / Member of Audit Committee
2) Mrs. Ratchanee Pattanalertphan	Director /Independent Director /Chairman of the Risk Management Committee/ Member of Audit Committee
3) Ms. Aumaporn Sengsui	Director (Binding authority to sign) / Executive Director / Risk Management Committee / Executive Vice President, Sales

**Criteria and method of directors' nomination:** The nomination process of the Company's directors has been considered by the Nomination and Remuneration Committee, taking into consideration their qualifications in accordance with the Public Limited Companies Act B.E. 2535, educational background, skills, experience in the related business activities of the Company, and relevant professional background which can support the business operations of the Company and contribute to the development of the Company, as well as the director's previous overall performance. As for the independent directors, the Board of Directors has considered their qualifications in accordance with the definition of an independent director set by the Capital Market Supervisory Board, the Stock Exchange of Thailand (the "SET"), including any possible significant business relationship between the Company and a director and which may cause the director to be unable to perform his/her duties independently.

According to the Principles of Good Corporate Governance for listed companies, the Company, thus, provided a chance for shareholders to propose qualified persons to be appointed as a Company director at the 2024 Annual General Meeting of Shareholders via the Company's website between December 12, 2023, and February 12, 2024. However, no shareholders proposed any persons to be appointed as Company directors.

**Board's Opinion:** The Board of Directors is of the opinion that the qualifications of the said 3 (Three) retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535 which means that the said 3 (three) directors are not (i) bankrupt persons, (ii) incompetent or quasi-incompetent persons, (iii) have never been imprisoned by the judgment of a court for an offense related to property which was committed with dishonest intent, (iv) have never been dismissed or removed from government service, a government organization or a government agency in punishment for dishonesty in performing their duties, and (v) are not partners or shareholders of a juristic person operating a business which has the same nature as and engages in competition with the business of the Company. In addition, the said 3 (three) directors have sufficient knowledge and experience in the related business activities of the Company and should be able to contribute to the development of the Company.

Hence, the Board of Directors is of the opinion that the Annual General Meeting of Shareholders should reappoint the said 3 (three) retiring directors as the Company's directors for an additional term and they should hold the same positions in the Company.

The Company has enclosed the profiles of the said directors, their shareholdings in the Company (if any), whether they hold positions of directors or executives in other businesses, and the definition of an independent director, as per **Enclosure 3**.



**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 6 To consider fixing the remuneration of Directors for 2024**

**Facts and Rationale:** Section 90 of the Public Limited Companies Act B.E. 2535, and Article 26 of the Company's Articles of Association both state that the directors are entitled to receive remuneration by way of award, meeting fee, reward, bonus, or other benefits in accordance with a resolution of the shareholders meeting. The remuneration of directors can be fixed at a certain amount or according to a set criteria. Remuneration can either be determined from time to time or set to continue in effect until amended. In addition, directors shall be entitled to receive per diem and fringe benefits according to the Company's rules.

**Criteria for the proposal of the remuneration of Directors, Audit Committee, Nomination and Remuneration Committee, and other Sub-Committees:** The Nomination and Remuneration Committee, approved by the Board of Directors, has prescribed the criteria for the proposal of the remuneration of Directors and sub-committee members for the year 2024 by carefully taking into consideration their suitability, i.e., duties and responsibilities of Directors and sub-committee, and comparing such with directs of other public limited companies of a similar type and size listed on the Stock Exchange of Thailand, including considering the Thai Institute of Directors (IOD) survey results relating to remuneration of directors, and found that the remuneration of Directors as fixed by the Company is at a similar rate to the market average. The details are as follows:

**Comparison of Remuneration of Board of Directors / Audit Committee / Nomination and Remuneration Committee between 2024 and 2023**

Remuneration of Directors and Sub-Committee Members	Year 2024 (as proposed)		Year 2023	
	Monthly (Baht)	Meeting Fee/Meeting (Baht)	Monthly (Baht)	Meeting Fee/Meeting (Baht)
<b>1. <u>Board of Directors</u></b>				
Chairman of the Board of Directors	20,000. -	25,000. -	20,000. -	25,000. -
Director	20,000. -	20,000. -	20,000. -	20,000. -

<b>2. <u>Audit Committee</u></b>				
Chairman of Audit Committee	-	25,000. -	-	25,000. -
Member of Audit Committee	-	20,000. -	-	20,000. -
<b>3. <u>Nomination and Remuneration Committee</u></b>				
Chairman of the Nomination and Remuneration Committee	-	25,000. -	-	25,000. -
Member of the Nomination and Remuneration Committee	-	20,000. -	-	20,000. -
<b>4. <u>Risk Management Committee</u></b>				
Chairman of Risk Management Committee	-	25,000. -	-	25,000. -
Risk Management Director	-	20,000. -	-	20,000. -
5. Other allowance and benefits besides monthly remuneration and meeting fee	Policies for life insurance, accident insurance, disability insurance, and group health insurance of Bangkok Life Assurance Public Company Limited with a total insurance premium of approximately 15,000 Baht per person/per annum	Policies for life insurance, accident insurance, disability insurance, and group health insurance of Bangkok Life Assurance Public Company Limited with a total insurance premium of approximately 15,000 Baht per person/per annum		

**Board's Opinion:** The Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should consider and approve the remuneration of the Directors for 2024

**Required Vote for Approval:** A vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting will be required.

**Agenda Item No. 7 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for 2024**

**Facts and Rationale:** Section 120 of the Public Limited Companies Act B.E. 2535 states that the Annual General Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor. In addition, as to the appointment of the same auditor, this shall not exceed 7 fiscal years no matter whether such period is consecutive or not, according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 44/2556 re: Rules, conditions, and procedures for disclosure of financial status and business operation information of securities issuers.

**Board's Opinion:** The Audit Committee, approved by the Board of Directors, has considered the selection of auditors who have been approved by the SEC by taking into account their qualifications, previous performance and work efficiency, and is of the opinion that the 2024 Annual General Meeting of Shareholders should consider appointing one of the following auditors of Dharmniti Auditing Co., Ltd., to be the Company's auditor for the fiscal year ended December 31, 2024 to give an opinion on the Company's financial statements, and to approve fixing the auditors' remuneration for the year 2024. The details are as follows:

1. Names of Proposed Auditors of Company for 2024

Names of Proposed Auditors	C.P.A. License No.	Number of years they will be the auditor for the Company
1) Mr. Peradate Pongsathiansak	4752	4 years (B.E. 2563 & B.E.2566)
2) Miss Soraya Tintasuwan	8658	Never been appointed
3) Miss Sulalit Ardsawang	7517	Never been appointed
4) Miss Thanyaphorn Tangtanopajai	9169	Never been appointed

2. The proposed remuneration of the auditor for 2024 is as follows:

The proposed auditor's remuneration for the year 2024 is Baht 1,100,000. The details of comparison of auditor's remuneration between 2024 and 2023 are as follows:

List	Year 2024 (as proposed) (Baht)	Year 2023 (Baht)	Amount as exceeded (Baht)
Annual audit	650,000	620,000	30,000
Quarterly review	450,000	450,000	-
Non-audit fee	-	-	-
Total	1,100,000	1,070,000	30,000

The auditors of Dharmniti Auditing Co., Ltd., are also the auditors of Great Serve Co., Ltd., The Win Telecom Co., Ltd., X-Secure Co., Ltd., Applied Techne Co., Ltd. which are the Company's subsidiaries company.

**Relationship/conflict of interest:** The said auditors as proposed above have no relationship or conflict of interest with any directors, executives, major shareholders, or connected persons whatsoever. Therefore, they will be independent in auditing and giving an opinion on the Company's financial statements, and they also have qualifications that are not in conflict with the regulations of the SET.

**Board's Opinion:** The Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should consider and approve the appointment of Auditors of Dharmniti Auditing Co., Ltd., as the Company's auditor with the remuneration for the year 2024 of Baht 1,100,000 (One Million One Hundred Thousand Baht only).

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 8** To consider and approve the extension of the allocation of Company's newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement

**Facts and Rationale:** Approved of Annual General Meeting 2023 on April 27, 2023 to allocation of the newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement at par value of Baht 0.50 per share.

The Company has not allocated the entire amount of newly issued ordinary shares under the general mandate, which the allocation period of such ordinary shares will be due on the date the Company holds the 2024 Annual General Meeting of Shareholders. The company still believes that the capital increase under the general mandate will increase flexibility, manage the capital structure in line with economic conditions efficiently, and keep up with changes in market conditions, thus increasing business competitiveness.

**Board's Opinion:** : The Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should consider to Approved of the extension of allocation of the newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement at share, which will be due on the date of the Annual General Meeting of Shareholders for year 2024. The conditions for the allocation of the said newly issued ordinary shares are following with the approval of the Annual General Meeting of Shareholders for year 2023 in all respects.


**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

#### **Agenda Item No. 9 To consider other business (if any)**

**Facts and rationale:** The second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 provides that shareholders holding not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those that are indicated in the notice calling for the meeting.

In the case that any shareholders holding shares in the proportion as prescribed by law wish to request the Annual General Meeting of Shareholders to consider other matters, they are requested to inform the Board of Directors prior to the date of the meeting or at the time of the meeting so that the Board of Directors shall further propose such matters at the Annual General Meeting of Shareholder for consideration accordingly. In addition, the Company will give the shareholders the opportunity to express their opinions or submit their queries for other matters relating to the Company in Agenda Item 9.

The Record Date for determining the shareholders that are entitled to attend the 2024 Annual General Meeting of Shareholders is fixed on March 8, 2024.

The Company has published the notice of this shareholders meeting together with supporting documents on the Company's website: [www.thepractical.co.th](http://www.thepractical.co.th) from March 13, 2024, and invites the shareholders to attend the 2024 Annual Ordinary Meeting of Shareholders at 14.00 hours on Friday, April 19, 2024, by electronic means (e-AGM) and having topics for discussion as detailed above. **The shareholders will be able to conduct pre-registration during the period from April 10, 2024 to April 19, 2024** via <https://app.inventech.co.th/TPS154236R/#/homepage>, or scan QR Code  and follow the steps as details of which appear in Enclosure 9.

For the reservation of the rights and benefits of shareholders who will not be able to attend the meeting in person and wish to appoint a proxy to attend and vote at the meeting on their behalf, please fill in your information and affix your signature on a proxy form, either type A or type B. For any foreign shareholders who appoint a custodian in Thailand to act as his/her custodian of shares, please use proxy form type C, details of which are as per in **Enclosure 5**. Moreover, any shareholder may appoint either Mr. Wuttichai Chartisaranuwat, the Company's Independent Directors, as their proxies to attend and vote at the meeting on their behalf, details of which appear in **Enclosure 7**. In this regard, any shareholder can send the duly signed proxy form together with supporting documents, details of which appear in **Enclosures 5 and 6** to the Company's registered address by post, addressed to the Company Secretary of The Practical Solution Public Company Limited at No. 99, Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok 10900. For the sake of convenience, please arrange for the documents to arrive at the Company registered address by April 10, 2024 for examination.

The Company has prepared the Company's 2023 Annual Report representing the Financial Statements of The Practical Solution Public Company Limited for the fiscal period ended December 31, 2023, in the format of a QR Code, and the Company has also provided Instructions for using a QR Code to download the 2023 Annual Report as per **Enclosure 2**. However, in the case that any shareholders wish to obtain a hard copy of the 2023 Annual Report, please contact the Company's Secretary of The Practical Solution Public Company Limited at No. 99, Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok 10900, telephone number 02-112-9999.

Very truly yours,

The Practical Solution Public Company Limited

Anocha Wongrunroj

(Mr. Anocha Wongrunroj)

Chairman of the Board of Directors

## Minutes of the 2023 Annual General Meeting of Shareholders

**Time & Place:** Held at 14.00 hours, on Thursday, April 27, 2023, whereby the Meeting will be broadcast live from the meeting room of the Practical Solution Public Company Limited, No. 99 Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-District, Chatuchak District, Bangkok.

The 2023 Annual General Meeting of Shareholders of the Practical Solution Public Company Limited (the “Company”) was conducted through electronic means (e-AGM).

During the Meeting, if the shareholders encountered any problems or had any queries relating to the broadcasting channel and needed help, they were able to contact us via a hotline number 02-0226200.

**Quorum:** 23 shareholders attended the Meeting in person holding 176,643,803 shares and 9 proxy-holders holding 46,108,820 shares, altogether 32 shareholders from the Company’s total of 1,265 shareholders, and holding shares altogether 222,752,623 shares from the total number of the Company’s 335,999,872 issued shares or 66.2954% , thereby constituting a valid quorum pursuant to Article 38 of the Company’s Articles of Association.

**Preliminary Proceedings:** Mr. Bundit Prathumta , the Moderator of the Meeting, welcomed the shareholders attending the Meeting, and introduced the members of the Company’s Board of Directors, the members of the executive committee, the auditors, and the legal counsel who attended the Meeting, as follows:

### **Directors attending the Meeting:**

1. Mr. Anocha Wongrungrroj Chairman of the Board of Directors/ Independent Director/Member of the Audit Committee/ Chairman of the Nomination and Remuneration Committee
2. Mr. Bunsom Kitkassetsathaporn Director/Member of the Nomination and Remuneration Committee/Chairman of the Executive Committee/Chief Executive Officer
3. Mr. Matee Witawasiri Director/Member of the Executive Committee/ Member of the Risk Management Committee/ Executive Vice President-Operations
4. Ms. Aumaporn Sengsui Director/Member of the Executive Committee/ Member of the Risk Management Committee /Senior Vice President - Sales
5. Mrs. Jarunya Kitkassetsathaporn Director/Member of the Executive Committee/Senior Vice President, Human Resources and General Administration Director/Independent Director/Chairman of the Audit

6. Mr. Wuttichai Chartisanuwat Committee/Member of the Nomination and Remuneration Committee
7. Mrs. Ratchanee Pattanalertphan Director/Independent Director/ Member of the Audit Committee/Chairman of the Risk Management Committee

(The total number of attendees were 100%)

**Auditors:** Mr. Peradate Pongsathiansak

Mr. Vorakorn Sangpo

**Dharmniti Auditing Company Limited**

**Legal Counsel:** Mr. Kongkoch Yongsavasdikul

Ms. Supatra Kirinskuna

**Kudun & Partners Company Limited**

The Moderator informed the Meeting of the general information on the number of shares and registered capital of the Company, as follows:

Registered Capital	209,999,920	Baht
Paid-up Capital	167,999,936	Baht
Issued Shares	335,999,872	Shares
Par Value of One Share	0.50	Baht

On March 27, 2023, the Company's set Record Date for determination of the names of shareholders who were entitled to attend the 2023 Annual General Meeting of Shareholders, it appeared that the Company had 1,265 shareholders in total, divided into 1,265 Thai shareholder, holding 335,999,872 shares altogether or 100% of the Company's total issued shares and 0 foreign shareholder holding 0 shares or 0% of the Company's total issued shares.

The Moderator then explained how to Log-in to the system and informed the Meeting that the Company had provided the shareholders an opportunity for proposing any agenda items in advance, according to the Company's criteria from 17 January, 2023 to 17 February, 2023, as publicized on the website of the Stock Exchange of Thailand and the website of the Company. However, no shareholders had proposed any additional agenda items for the Meeting.

To conduct the Meeting in accordance with the good governance policies, the Moderator informed the shareholders of the criteria for the voting method for each agenda item, vote counting, submission of questions, and facilitation for the shareholders to grant a proxy to the Company's independent directors, as follows:



### Voting method for each agenda item

1. Upon voting for agenda item, the Chairman of the Meeting will propose the Meeting to consider and cast a vote in each agenda item via e-Service Platform which is provided for voting with 3 options, i.e., “Approval”, “Disapproval”, or “Abstain Vote”.  
Method: 1. Click “Vote” button, 2. Vote within the specified time, both for the number of votes of its own and proxy (if any), 3. Click “Vote submission” button
2. The shareholders will be able to vote within the time specified by the Company only. At this Meeting, the Company had set the time for voting at 1 minute.
3. In case any shareholder assigns a proxy to attend the Meeting, such proxy-holder is entitled to consider and cast a vote in lieu of the shareholder in all respects as deemed appropriate. The voting method shall be made in the same manner as the shareholder attending the Meeting in person. In case any shareholder specifies the proxy-holder to vote for each agenda item as indicated in the issued proxy, the vote as specified in the issued proxy by such shareholder shall be counted.
4. In case any attendee does not vote within the specified time, such attendee shall be deemed to have approved the agenda item as proposed by the Meeting. However, if there is still time remaining for any of the agenda items, the attendee is able to log into the system to change the vote within the time specified in the system.

### Vote counting

1. One share shall be counted as one vote, and a majority vote shall be taken as the basis for voting unless otherwise specified by law. In case of a tie vote, the Chairman of the Meeting shall be entitled to a casting vote as an additional vote separate from being a shareholder.
2. For vote counting for each agenda item, the votes of shareholders at the Meeting will be counted only for “Disapproval” and/or “Abstain Vote” and deducted from the total number of votes of the shareholders attending the Meeting, and the remaining votes will be deemed to be votes for approval. However, this had already included votes specified by any shareholder (grantor) as indicated in a proxy which had been recorded in advance by the time of registration to the Meeting.
3. The result of the vote will indicate only “Approval”, “Disapproval”, and “Abstain Vote”, and will be counted based on the number of shares of the latest attendees for each agenda item.
4. Void Ballot refers to a situation where shareholders or proxy holders do not clearly declare the intention on the electronic voting ballot, e.g., voting more than once on the electronic voting ballot, or splitting the votes (except for Custodian).
5. The votes in the Meeting will be as follows:
  - (1) For Agenda Item No. 1, 3, 4, 5, 7 and 10, the majority votes of the shareholders who attend and have the right to vote at the meeting will be required;

(2) For Agenda Item No. 6, the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting will be required; and

(3) For Agenda Item No. 8, 9 and 11, the votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend and have the right to vote at the meeting will be required.

#### **Submission of Questions:**

In cases where the attendees wish to raise any questions during the Meeting, the shareholders are able to submit any questions in advance as follows:

1. Click Icon that shown in every agenda to send questions to be asked in that agenda.
2. Select the agenda item where question will be submitted
3. Click “Submit a question” button when it comes to your turn to ask a question.

#### **Facilitation for shareholders granting a proxy to the Company’s independent directors**

- The Company will record video and audio throughout the Meeting of Shareholders to facilitate the shareholders who grant a proxy to the Company’s independent directors. After completion of the Meeting, the Company will publish the video and audio as recorded via the Company’s website.
- The attendees who participate in the General Meeting of Shareholders via electronic means are able to learn how to join the Meeting via electronic means, broadcasting, voting, and asking questions in the Meeting in the “Instructions for using Electronic Meeting System for shareholders’ meetings” (Enclosure 10 sent with the invitation to the Meeting).

#### **Witness for a vote counting**

To promote the Company’s Good Corporate Governance, Ms. Supatra Kirinskuna, the Representative from Kudun & Partners Company Limited , was a witness in the counting of votes.

Where the method of attending the General Meeting of Shareholders via electronic means as mentioned above was acknowledged by the Meeting, the Moderator then requested the Chairman of the Meeting to open the 2023 Annual General Meeting of Shareholders.

Mr. Anocha Wongrunroj, the Chairman of the Board of Directors, represented as the Chairman of the Meeting (the “**Chairman**”), welcomed the shareholders attending the Meeting and declared that due to the COVID-19 pandemic the Company was concerned about the safety of its shareholders and therefore resolved to convene the General Meeting of Shareholders via electronic means only. Overall, despite the crisis of the COVID-19 epidemic, the Company’s performance in 2022 is considered satisfactory due to the dedication and hard work of all executives and personnel.

The Chairman, then, proposed to the Meeting to consider all agenda items as set out in the Notice sent by the Company to all shareholders, as follows:

**Agenda Item No. 1 To confirm the Minutes of Extraordinary General Meeting of Shareholders No.2/2022**

The Moderator proposed that the meeting consider the minutes of the Extraordinary General Meeting No.2/2022 was held on September 30, 2022, and the meeting resolved therein to approve all agenda items specified by law. The minutes of the said meeting shall be submitted to the following shareholders' meeting for confirmation. The Board of Directors has considered the matter and deems appropriate that the minutes of the Extraordinary General Meeting of Shareholders No.2/2022 be proposed to the 2023 Annual General Meeting of Shareholders for confirmation, details of which appear in Enclosure 1 sent with the invitation to the Meeting.

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 1 and informed the Meeting that the majority votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting unanimously resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 1 - To confirm the Minutes of Extraordinary General Meeting of Shareholders No.2/2022 held on September 30, 2022, are as follows:

Approved	229,239,723	votes	equivalent to	100	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

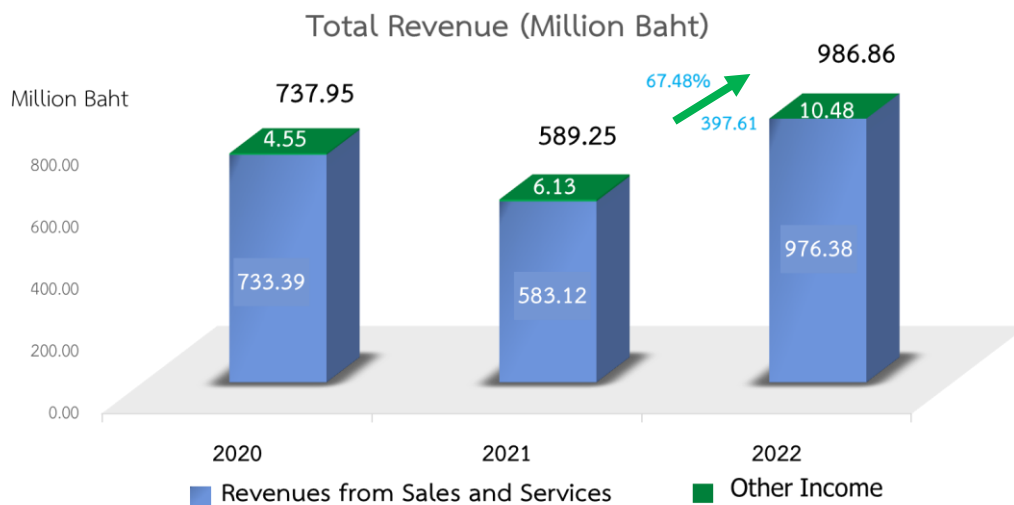
**Conclusion:** The Meeting has resolved to confirm the minutes of the Extraordinary General Meeting of Shareholders No.2/2022 held on September 30, 2022, by a unanimous vote of 100% of the total number of votes of the shareholders who attended the Meeting and voted on this matter.

(34 shareholders and proxies, holding 229,239,723 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 2 To acknowledge the report on the Company's Operations for the year ended December 31, 2022**

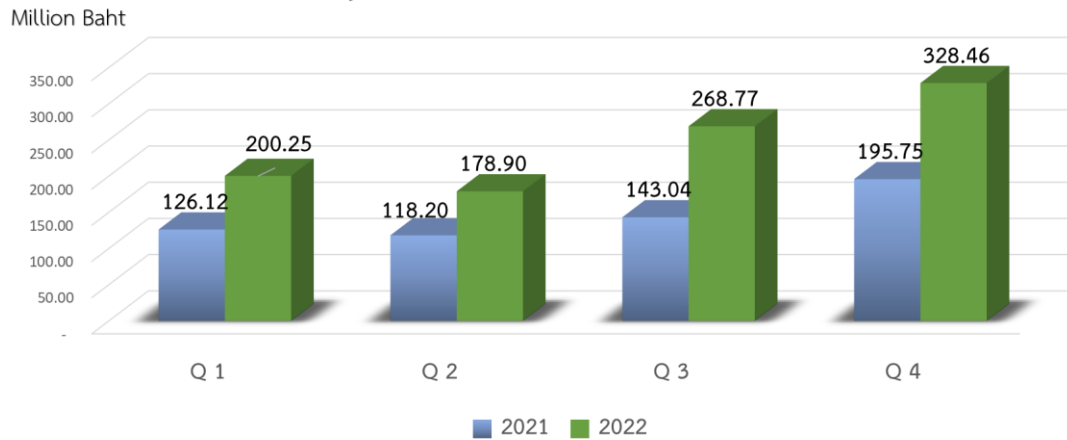
The Moderator informed the Meeting that the Public Limited Companies Act B.E. 2535 (as amended) (the “Public Limited Companies Act”), Section 113, states that the Board of Directors shall deliver to the shareholders the Annual Report along with the notice calling for an annual general meeting of shareholders. The Company prepared a correct and complete report on the Company’s Operations and the Annual Report for 2022 in compliance with the Public Limited Companies Act and the criteria of the Office of the Securities and Exchange Commission (the “SEC”). The Board of Directors has considered this matter and is of the opinion that the report on the Company’s operations for the year ended December 31, 2022, is accurate and shall be submitted to the Annual General Meeting of Shareholders for acknowledgment. The details of the said report appear in Enclosure 2 sent with the invitation to the Meeting.

Mr. Bunsom Kitkasetsathaporn summarized the report on the Company’s operating results as of December 31, 2022 to the Meeting as follows:



In 2022, the Company had total revenue amounting to 986.86 million Baht, which was divided into revenue from sales and services of 976.38 million Baht and other income of 10.48 million Baht.

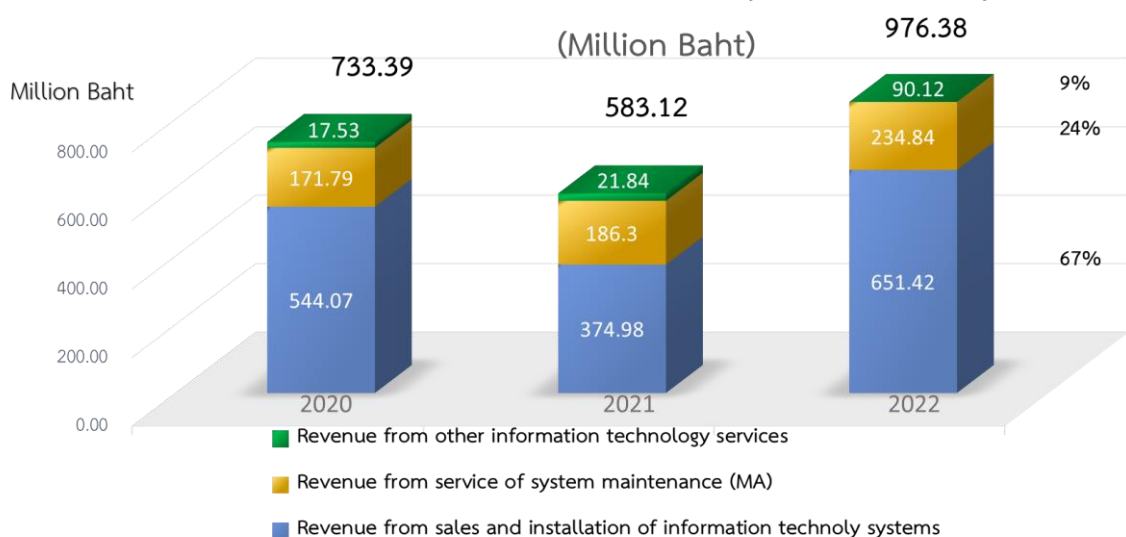
### Quarterly Revenue from Sales and Services



The Company generated revenues classified by business groups in each quarter as follows:

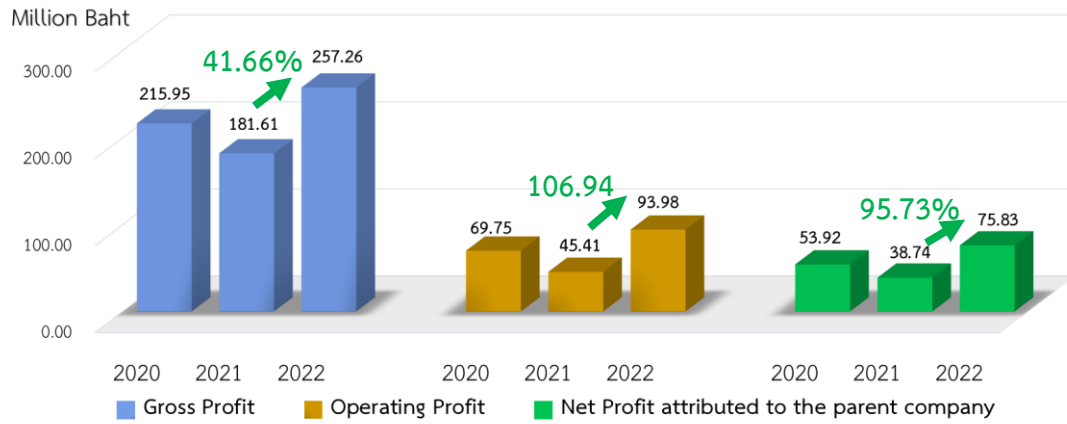
- Q1 The Company generated revenue from sales and services amounting to 200.25 million Baht
- Q2 The Company generated revenue from sales and services amounting to 178.90 million Baht
- Q3 The Company generated revenue from sales and services amounting to 268.77 million Baht; and
- Q4 The Company generated revenue from sales and services amounting to 328.46 million Baht

### Revenue Structure classified by Business Groups



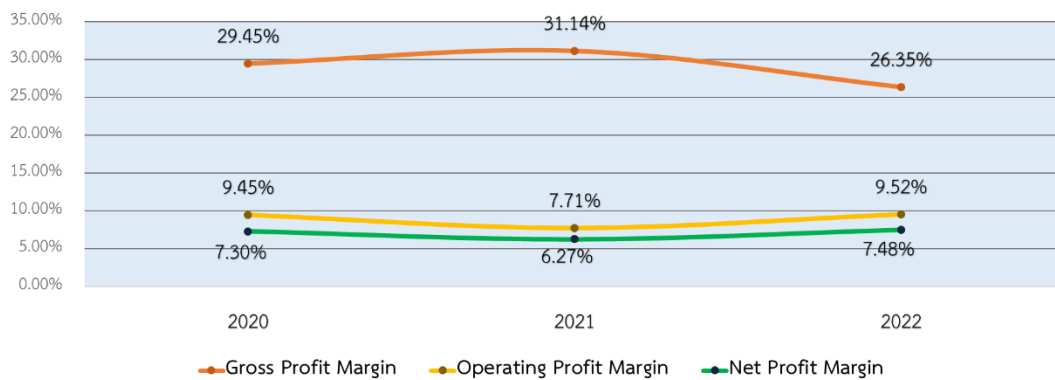
The revenue structure classified by business group is divided as follows: (1) Revenue from sales and installation of information technology systems of 651.42 million Baht, (2) Revenue from service of system maintenance (MA) was 234.84 million Baht, and (3) Revenue from other information technology services was 90.12 million Baht.

### Profit Value of the Company (Million Baht)

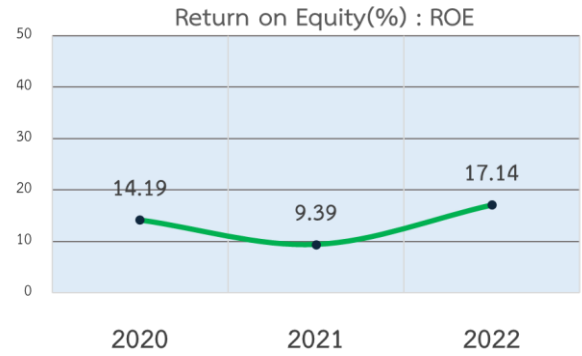
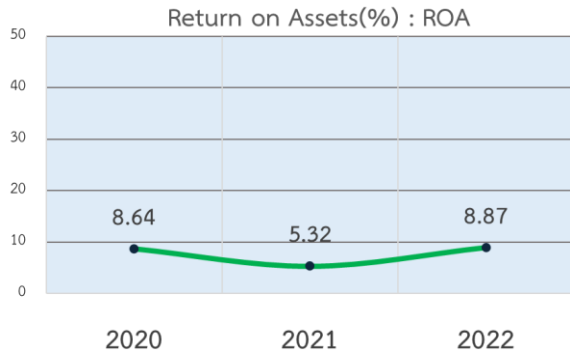


The Company had a gross profit in the amount of 257.26 million, an operating profit in the amount of 93.98 million Baht, and a net profit attributed to the parent company in the amount of 75.83 million Baht.

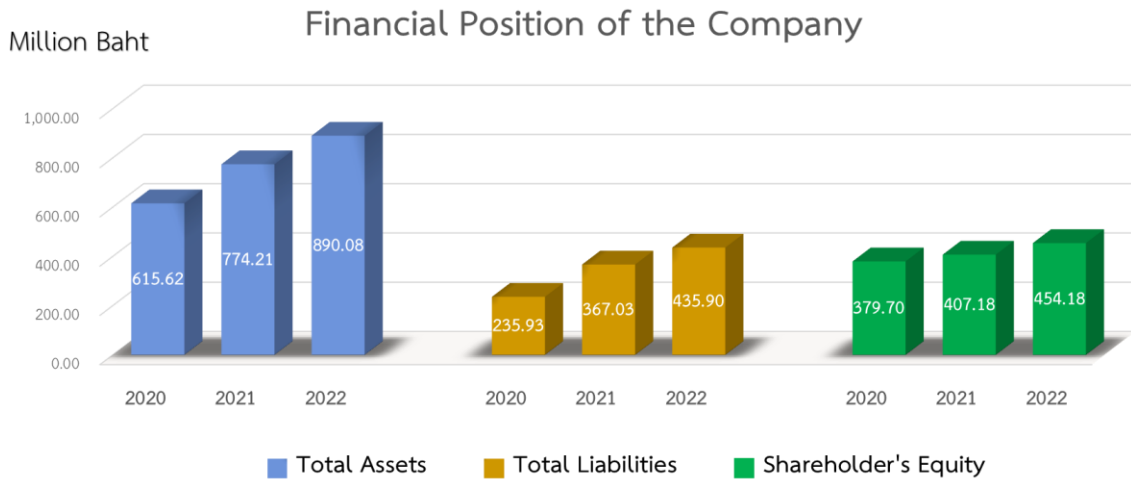
### Profit Margin of the Company



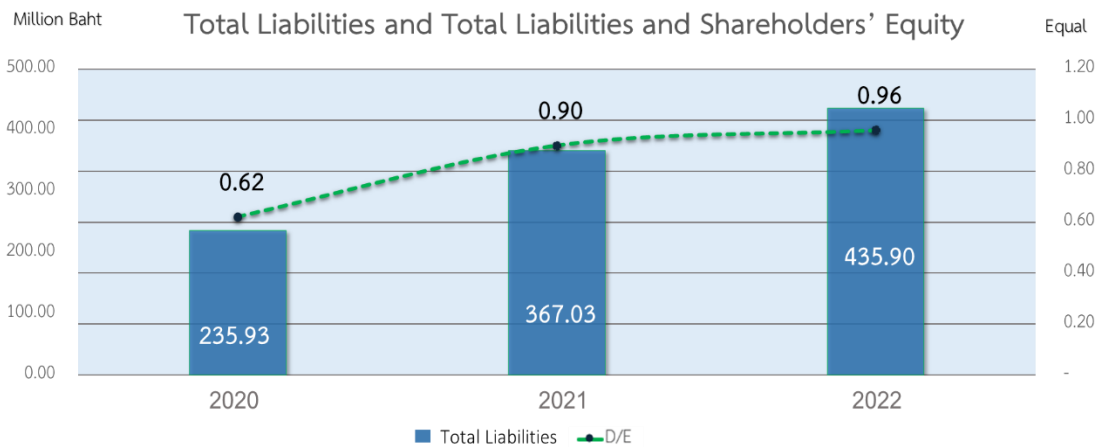
The Company's Profit Margin in 2022: The Company's gross profit margin was at the rate of 26.35%, the operating profit margin was at the rate of 9.52%, and the net profit margin was at the rate of 7.48%.



The Company had a Return on Assets (ROA) at the rate of 8.87% and the Return on Equity at the rate of 17.14%.



Financial position: The Company had total assets of 890.08 million Baht, total liabilities of 435.90 million Baht, and shareholders' equity of 454.18 million Baht.



The Company had total liabilities of 435.90 million Baht, and total liabilities and shareholders' equity at the rate of 0.96%, resulting from the increase of trade accounts payable.

**Business plan for 2023 is as follows:**

1. Grow business in 2023
2. Focus on increasing income with consistency (Recurring income)
3. Increase investment opportunities in new projects
4. Emphasis on M&A to expand business
5. Drive the Subsidiaries' growth as leaders in various fields

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator further declared that this Agenda item was mentioned for shareholders' acknowledgment only, therefore, no voting is required. Thus, the Meeting acknowledged the report on the Company's operation results as of December 31, 2022.

**Agenda Item No. 3 To consider and approve the Company's Financial Statements for the fiscal period ended December 31, 2022**

The Moderator informed the Meeting that Article 45 of the Company's Articles of Association, the Board of Directors shall provide the Company's Financial Statements at the end of each fiscal year for the Annual General Meeting of Shareholders' approval. The Board of Directors shall submit the Financial Statements to the Company's auditor for examination before delivering them to the shareholders' meeting.

The Board of Directors completed the Financial Statements for the fiscal period ended December 31, 2022, according to the Generally Accepted Accounting Principles. The said Financial Statements have been examined by the Company's auditor, Mr. Peeradej Pongsatiensak, C.P.A. License No. 4752, of Dharmniti Auditing Co., Ltd., details of which appear in Enclosure 3 sent with the invitation to the Meeting.

The Board of Directors and the Audit Committee have approved the Financial Statements, which were audited by the auditor of the Company, and the Board of Directors is of the opinion that the Annual General



Meeting of Shareholders should approve the Financial Statements for the fiscal period ended December 31, 2022, in compliance with the Company's Articles of Association and the Public Limited Companies Act.

The shareholders are able to see details of the Company's financial statements in the 2022 Annual Report by scanning the QR code that appears on the screen.

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Miss Naruemon Amornmanutwong, Proxy from Thai Investors Association:

1) In 2022, the company had savings deposits decreased from 2021 in the amount of 116 million baht and has short-term loans in the amount of 40 million baht, how did the company use the said money?

The Chairman assigned Mr. Bunsom Kitkasetstaporn, Chief Executive Officer, to the explanation.

Mr. Bunsom Kitkasetstaporn answered such questions to the shareholder as follows:

In the case of decrease in savings deposits from 2021, it was caused by the normal business operations of the company. For example, the increase in lease receivables and lending in subsidiaries Short-term loans from promissory notes in the amount of 40 million baht of the company to be used as working capital for the company's operations.

2) Advance expenses for the year 2022, about 35 million baht. What are the expenses?

The Chairman assigned Mr. Bunsom Kitkasetstaporn, Chief Executive Officer, to the explanation.

Mr. Bunsom Kitkasetstaporn answered such questions to the shareholder as follows:

Expenses are incurred from prepaid service costs. The Company will be able to recognize it as a cost when providing services together with recognizing revenue from services.

The Moderator then proposed the Meeting consider and approve the matter in accordance with this Agenda Item No. 3 and informed the Meeting that the majority votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting unanimously resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 3 - To consider and approve the Company's Financial Statements for the fiscal period ended December 31, 2022, are as follows:

Approved	229,250,223	votes	equivalent to	100	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the Company's Financial Statements for the fiscal period ended December 31, 2022, by a unanimous vote of 100% of the total number of votes of the shareholders who attended the Meeting and voted on this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 4 To consider and approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2022**

The Moderator informed the Meeting that Article 50 of the Company's Articles of Association states that no dividend shall be paid otherwise than from the Company's profit. In the case where the Company has accumulated losses, no dividends shall be paid. A dividend shall be paid according to the number of shares, and each share shall have equal entitlement. In addition, Article 52 of the Company's Articles of Association states that the Company shall allocate at least five (5) percent of the annual net profit less the accumulated losses brought forward (if any) for a reserve fund until such fund attains an amount of at least ten (10) percent of the Company's registered capital.

The Company has the policy of paying dividends at the rate of at least forty (40) percent of the net profit, according to the specific Financial Statements of the Company, less the allocations to the statutory reserve fund and other reserve funds. However, the payment of dividends may vary from such policy depending on business operations, cash flow status, financial liquidity, financial status, investment plans, conditions, and terms as stipulated in any contracts to which the Company is a party, including any other as deemed necessary and suitable in the future.

According to the operational results for the period ended December 31, 2022, the Company generated a net profit in accordance with specific Financial Statements in the amount of 77,779,137.70 Baht (Seventy-Seven Million Seven Hundred Seventy-Nine Thousand One Hundred Thirty-Seven Baht and Seventy Satang) and has no accumulated losses. In addition, the Company has appropriated the said annual profits as the statutory reserve fund in the amount of 3,888,956.89 Baht (Three Million Eight Hundred Eighty-Eight Thousand Nine Hundred Fifty-Six Baht and Eighty-Nine Satang). Therefore, the Company's total statutory

reserve fund is currently 19,941,618.66 Baht (Nineteen Million Nine Hundred Forty-One Thousand Six Hundred and Eighteen Baht and Sixty-Six Satang).

The Board of Directors is therefore of the opinion that the Annual General Meeting of Shareholders should approve the dividend payment for the fiscal year ended 2022 in cash at the rate of 0.10 Baht (Ten Satang) per share to the Company's shareholders holding not exceeding 419,999,840 shares, whereby the total amount of dividends shall not exceed 41,999,984 Baht (Forty-One Million Nine Hundred Ninety-Nine Thousand Nine Hundred and Eighty-Four Baht), representing not exceeding 54 percent of the net profit for the year according to the 2022 Company's consolidated Financial Statements and in compliance with the Company's dividend payment policy. The total dividend payments will be subject to withholding tax at the rate prescribed by law. The Company shall make dividends payment to the shareholders by May 23, 2023, as per the names appearing in the list of shareholders as at the record date fixed for the shareholders who are eligible to receive the dividends on May 9, 2023.

#### Comparison of proposed dividend payment with that of the previous year

Details of dividend payment	Year 2022 (Proposed)	Year 2021
1. Net profit for the year according to consolidated financial statements (Baht)	77,779,137.70*	41,053,235.45*
2. Number of shares (Shares) not exceeding	419,999,840	335,999,872
3. Dividend paid / share (Baht/share)	0.10	0.08
4. Total dividend amount paid (Baht) not exceeding	41,999,984.00	26,879,989.76
5. Dividend payout ratio to net profit (Percent)	54.00%	65.48%

**\*Remark: Net profit for the year according to separate financial statements**

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 4 and informed the Meeting that the majority votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting unanimously resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 4 - To consider and approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2022, are as follows:

Approved	229,250,223	votes	equivalent to	100	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2022, by a unanimous vote of 100% of the total number of votes of the shareholders who attended the Meeting and voted on this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 5 To consider and approve the appointment of directors in place of those retiring by rotation**

The Moderator informed the Meeting that Article 21 of the Company's Articles of Association states that one-third of the directors must retire by rotation at the Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors who have held office longest shall retire. The retiring directors shall be eligible to be re-appointed for another term.

At this 2023 Annual General Meeting of Shareholders, there are 2 (two) directors who will retire by rotation as follows:

Name of Directors Retiring by Rotation	Type/Position of Directors proposed for Reappointment
1) Mr. Wuttichai Chartisanuwat	Director/ Independent Director/ Chairman of Audit Committee/ Member of Nomination and Remuneration Committee
2) Mrs. Jarunya Kitkasetsthaporn	Director/ Executive Director/ Senior Vice President, Human Resources and General Administration

In this regard, Mr. Preecha Ua-anantathanakul Director/Independent Director will retire by rotation did not wish to renew the term and resigned from the position of Director/Independent Director with effect on January 1, 2023

The nomination process of the Company's directors has been considered by the Nomination and Remuneration Committee, taking into consideration their qualifications in accordance with the Public Limited Companies Act, educational background, skills, experience in the related business activities of the Company, and relevant professional background which can support the business operations of the Company and contribute to the development of the Company, as well as the director's previous overall performance. As for the independent directors, the Board of Directors has considered their qualifications in accordance with the definition of an independent director set by the Capital Market Supervisory Board, the Stock Exchange of Thailand (the "SET"), including any possible significant business relationship between the Company and a director and which may cause the director to be unable to perform his/her duties independently.

According to the Principles of Good Corporate Governance for listed companies, the Company, thus, provided a chance for shareholders to propose qualified persons to be appointed as a Company director at the 2023 Annual General Meeting of Shareholders via the Company's website between January 17, 2023, and February 17, 2023. However, no shareholders proposed any persons to be appointed as Company directors.

The Board of Directors is of the opinion that the qualifications of the said 2 (two) retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act which means that the said two (2) directors are not (i) bankrupt persons, (ii) incompetent or quasi-incompetent persons, (iii) have never been imprisoned by the judgment of a court for an offense related to property which was committed with dishonest intent, (iv) have never been dismissed or removed from government service, a government organization or a government agency in punishment for dishonesty in performing their duties, and (v) are not partners or shareholders of a juristic person operating a business which has the same nature as and engages in competition with the business of the Company. In addition, the said 2 (two) directors have sufficient knowledge and experience in the related business activities of the Company and should be able to contribute to the development of the Company.

Hence, the Board of Directors is of the opinion that the Annual General Meeting of Shareholders should reappoint the said 2 (two) retiring directors as the Company's directors for an additional term and they should hold the same positions in the Company.

The Company has enclosed the profiles of the said directors, their shareholdings in the Company (if any), whether they hold positions of directors or executives in other businesses, and the definition of an independent director, as per the Enclosure 4 sent with the invitation to the Meeting.

To comply with the Principles of Good Corporate Governance, the Moderator requested the directors who are scheduled to retire by rotation and attended this Meeting, namely, (i) Mr. Wuttichai Chartisaranuwat and (ii) Mrs. Jarunya Kitkasetstaporn, to temporarily leave the meeting room during the consideration of this Agenda item.

To comply with the Company's Articles of Association and the Principles of Good Corporate Governance, the election of directors shall be made on an individual basis.

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and appoint the directors and pass a resolution individually, including informing the Meeting that the majority votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting unanimously resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 5 - To consider and approve the appointment of directors in place of those retiring by rotation, are as follows:

- (1) Approval of the reappointment of **Mr. Wuttichai Chartisaranuwat** as the Company's Director/ Independent Director/ Chairman of Audit Committee/ Member of Nomination and Remuneration Committee for another term by the following votes:

Approved	228,950,223	votes	equivalent to	100 %
Disapproved	-	votes	equivalent to	- %
Abstained	-	votes	equivalent to	- %
Void ballot	-	votes	equivalent to	- %

- (2) Approval of the reappointment of **Mrs. Jarunya Kitkasetstaporn** as the Company's Director/ Executive Director/ Senior Vice President, Human Resources and General Administration for another term by the following votes:

Approved	209,330,223	votes	equivalent to	100 %
Disapproved	-	votes	equivalent to	- %
Abstained	-	votes	equivalent to	- %
Void ballot	-	votes	equivalent to	- %

**Conclusion:** (1) The Meeting has resolved to approve the reappointment of **Mr. Wuttichai Chartisaranuwat** as the Company's Director/ Independent Director/ Chairman of Audit Committee/ Member of Nomination and Remuneration Committee for another term, by a unanimous vote of 100% of the total number of votes of the shareholders who attended the meeting and voted for this matter.

(In this agenda, who has no right to vote 1 shareholder and holding 300,000 shares, 35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

(2) The Meeting has resolved to approve the reappointment of **Mrs. Jarunya Kitkasetsthaporn** as the Company's Director/ Executive Director/ Senior Vice President, Human Resources and General Administration for another term, by a unanimous vote of 100% of the total number of votes of the shareholders who attended the meeting and voted for this matter.

(In this agenda, who has no right to vote 1 shareholder and holding 19,920,000 shares, 35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 6 To consider fixing the remuneration of Directors for 2023**

The Moderator informed the Meeting that Section 90 of the Public Limited Companies Act, and Article 26 of the Company's Articles of Association both state that the directors are entitled to receive remuneration by way of award, meeting fee, reward, bonus, or other benefits in accordance with a resolution of the shareholders meeting. The remuneration of directors can be fixed at a certain amount or according to a set criteria. Remuneration can either be determined from time to time or set to continue in effect until amended. In addition, directors shall be entitled to receive per diem and fringe benefits according to the Company's rules.

The Nomination and Remuneration Committee, approved by the Board of Directors, has prescribed the criteria for the proposal of the remuneration of Directors and sub-committee members for the year 2023 by carefully taking into consideration their suitability, i.e., duties and responsibilities of Directors and sub-committee, and comparing such with directors of other public limited companies of a similar type and size listed on the Stock Exchange of Thailand, including considering the Thai Institute of Directors (IOD) survey results relating to remuneration of directors, and found that the remuneration of Directors as fixed by the Company is at a similar rate to the market average. The details are as follows:

**Comparison of Remuneration of Board of Directors / Audit Committee / Nomination and Remuneration Committee between 2023 and 2022**

Remuneration of Directors and Sub-Committee Members	Year 2023		Year 2022	
	Monthly (Baht)	Meeting Fee/Meeting (Baht)	Monthly (Baht)	Meeting Fee/Meeting (Baht)
<b>1. Board of Directors</b>				
Chairman of the Board of Directors	20,000. -	25,000. -	20,000. -	25,000. -
Director	20,000. -	20,000. -	20,000. -	20,000. -
<b>2. Audit Committee</b>				
Chairman of Audit Committee	-	25,000. -	-	25,000. -
Member of Audit Committee	-	20,000. -	-	20,000. -
<b>3. Nomination and Remuneration Committee</b>				
Chairman of the Nomination and Remuneration Committee	-	25,000. -	-	25,000. -
Member of the Nomination and Remuneration Committee	-	20,000. -	-	20,000. -
<b>4. Risk Management Committee</b>				
Chairman of Risk Management Committee	-	25,000. -	-	25,000. -
Risk Management Director	-	20,000. -	-	20,000. -
5. Other allowance and benefits besides monthly remuneration and meeting fee	Policies for life insurance, accident insurance, disability insurance, and group health insurance of Bangkok Life Assurance Public Company Limited with a total insurance premium of approximately 15,000 Baht per person/per annum		Policies for life insurance, accident insurance, disability insurance, and group health insurance of Bangkok Life Assurance Public Company Limited with a total insurance premium of approximately 15,000 Baht per person/per annum	

The Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should consider and approve the remuneration of the Directors for 2023.



The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 6 and informed the Meeting that the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting will be required.

Upon a motion duly made and seconded, the Meeting unanimously resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 6 - To consider fixing the remuneration of Directors for 2023, are as follows:

Approved	228,350,223	votes	equivalent to	100	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve fixing the remuneration of Directors for 2023, by a unanimous vote of 100%, which exceeds two-thirds (2/3) of the total number of votes of the shareholders who attended the meeting for this matter.

(In this agenda, who has no right to vote 3 shareholders and holding 900,000 shares, 35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 7 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for 2023**

The Moderator informed the Meeting that Section 120 of the Public Limited Companies Act states that the Annual General Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor. In addition, as to the appointment of the same auditor, this shall not exceed 7 fiscal years no matter whether such period is consecutive or not, according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 44/2556 re: rules, conditions, and procedures for disclosure of financial status and business operation information of securities issuers.

The Audit Committee, approved by the Board of Directors, has considered the selection of auditors who have been approved by the SEC by taking into account their qualifications, previous performance and work

efficiency, and is of the opinion that the 2023 Annual General Meeting of Shareholders should consider appointing one of the following auditors of Dharmniti Auditing Co., Ltd., to be the Company's auditor for the fiscal year ended December 31, 2023 to give an opinion on the Company's financial statements, and to approve fixing the auditors' remuneration for the year 2023. The details are as follows:

1. Names of Proposed Auditors of Company for 2023

<u>Names of Proposed Auditors</u>	<u>C.P.A. License No.</u>	<u>Number of years they have been the auditor for the Company</u>
1) Mr. Peradate Pongsathiansak	4752	3 years (B.E. 2563 & B.E.2565)
2) Miss Soraya Tintasuwan	8658	Never been appointed
3) Miss Sulalit Ardsawang	7517	Never been appointed
4) Miss Thanyaphorn Tangtanopajai	9169	Never been appointed

2. The proposed remuneration of the auditor for 2023 is as follows:

The proposed auditor's remuneration for the year 2023 is 1,070,000 Baht. The details of comparison of auditor's remuneration between 2023 and 2022 are as follows:

List	Year 2023 (as proposed) (Baht)	Year 2022 (Baht)	Increased by (Baht)
Annual audit	620,000	560,000	60,000
Quarterly review	450,000	420,000	30,000
Non-audit fee	-	-	-
Total	1,070,000	980,000	90,000

The Moderator further informed the Meeting that the said auditors as proposed above have no relationship or conflict of interest with any directors, executives, major shareholders, or connected persons whatsoever. Therefore, they will be independent in auditing and giving an opinion on the Company's financial statements, and they also have qualifications that are not in conflict with the regulations of the SET.

The Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should consider and approve the appointment of Auditors of Dharmniti Auditing Co., Ltd., as the Company's auditor with the remuneration for the year 2023 of 1,070,000 Baht (One Million Seventy Thousand Baht only).

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 7 and informed the Meeting that the majority votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting unanimously resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 7 - To consider and approve the appointment of Mr. Peradate Pongsathiansak, C.P.A. License No. 4752, Miss Soraya Tintasuwan, C.P.A. License No. 8658, Miss Sulalit Ardsawang, C.P.A. License No. 7517, or Miss Thanyaphorn Tangtanopajai, C.P.A. License No. 9169 of Dharmniti Auditing Co., Ltd., to be the Company's auditor for 2023, and approve the remuneration for the year 2022 of not exceeding 1,070,000 Baht (One Million Seventy Thousand Baht only), are as follows:

Approved	229,250,223	votes	equivalent to	-	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the appointment of the auditors together with their remuneration for the year 2023 as per proposed details in all respects, by a unanimous vote of 100% of the total number of votes of the shareholders who attended the Meeting and voted on this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

Given that the consideration of agenda items 8 to 10 of the 2023 Annual General Meeting of Shareholders are interrelated and conditional to one another, therefore, should any particular item not be approved by the 2023 Annual General Meeting of Shareholders, another agenda item that is interrelated and conditional shall no longer be considered, and such related agenda item which has been previously approved shall be deemed cancelled.

**Agenda Item No. 8 To consider and approve the Company's capital reduction by 3,888 Baht from the current registered capital of 209,999,920 Baht to be 209,996,032 Baht by reducing 7,776 unsold ordinary shares at the par value of 0.50 Baht and the amendment to Clause 4 of the Memorandum of Association to be in line with the Company's capital reduction**

The Moderator informed the Meeting that under the provisions of Section 136 of the Public Limited Companies Act, a company's capital can be increased from the registered amount only when all shares have been issued and fully paid up, except for the shares that have not yet been fully sold due to the issuance in order to accommodate the warrants to purchase shares.

The Company has 7,776 unsold ordinary shares which are ordinary shares allocated to support the exercise of warrants to purchase ordinary shares of the Company No. 1 ("TPS-W1") according to the resolution of Extraordinary General Meeting of Shareholders No. 2/2022. As a result, the Company wishes to decrease its registered capital by way of reducing the unissued registered share before increasing its registered capital. The Company will decrease its registered capital by 3,888 Baht from the current registered capital of 209,999,920 Baht to be 209,996,032 Baht by reducing 7,776 unsold ordinary shares at the par value of 0.50 Baht and to amend Clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the reduction of the Company's registered capital as follows:

“Clause 4. Registered Capital	: 209,996,032 Baht	(Two hundred nine million nine hundred ninety-six thousand thirty-two Baht)
Divided into	: 419,992,064 shares	(Four hundred nineteen million nine hundred ninety-two thousand sixty-four shares)
Par Value	: 0.50 Baht	(Fifty Satang)
Divided into		
Common Shares	: 419,992,064 shares	(Four hundred nineteen million nine hundred ninety-two thousand sixty-four shares)
Preferred Shares	: -none-	(-)

The Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should consider and approve the reduction of the Company's registered capital by 3,888 Baht from the registered capital of 209,999,920 Baht, divided into 419,999,840 ordinary shares with the par value of 0.50 baht per share, to the registered capital of 209,996,032 Baht, divided into 419,992,064 shares at the par value of 0.50 baht per share by reducing the unissued ordinary shares, which are the remaining ordinary shares from the

allocation, to support the exercise of the conversion rights under the warrants to purchase ordinary shares of the Company No. 1 ("TPS-W1") according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022. It also approved to propose that the 2023 Annual General Meeting of Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the reduction of the Company's registered capital, and the Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should assign the Board of Directors or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to register the amendment to the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, and to have the power to proceed various actions which are necessary to comply with the registrar's order to ensure the successful completion of the registration.

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 8 and informed the Meeting that the votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 8 - To consider and approve the Company's capital reduction by 3,888 Baht from the current registered capital of 209,999,920 Baht to be 209,996,032 Baht by reducing 7,776 unsold ordinary shares at the par value of 0.50 Baht and the amendment to Clause 4 of the Memorandum of Association to be in line with the Company's capital reduction, as follows:

Approved	229,250,223	votes	equivalent to	-	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the Company's capital reduction by 3,888 Baht from the current registered capital of 209,999,920 Baht to be 209,996,032 Baht by reducing 7,776 unsold ordinary shares at the par value of 0.50 Baht and the amendment to Clause 4 of the Memorandum of Association to be in line with the Company's capital

reduction as per proposed details in all respects, by votes of 100%, which exceeds three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and voted for this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 9 To consider and approve the increase of the Company's registered capital in the amount of 16,799,993.50 Baht from the current registered capital of 209,996,032 Baht to be 226,796,025.50 Baht by issuing 33,599,987 newly issued ordinary shares at a par value of Baht 0.50 per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the Company's registered capital**

The Moderator informed the Meeting that according to the meeting of the Board of Directors of the Company No. 2/2023 held on March 10, 2023 resolved to approve proposing that the 2023 Annual General Meeting of Shareholders consider and approve the increase of the registered capital of the Company in the amount of 16,799,993.50 Baht from the current registered capital of 209,996,032 Baht, divided into 419,992,064 ordinary shares, at a par value of 0.50 Baht per share, to be 226,796,025.50 Baht registered capital, divided into 453,592,051 ordinary shares at a par value of 0.50 Baht per share, for the issuance of newly issued ordinary shares under general mandate through a private placement capital increase of not exceeding 33,599,987 shares. The Company shall amend Clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital as follows:

“Clause 4. Registered Capital	: 226,796,025.50 Baht	(Two hundred twenty-six million seven hundred ninety-six thousand twenty-five Baht and fifty Satang)
Divided into	: 453,592,051 shares	(Four hundred fifty-three million five hundred ninety-two thousand fifty-one shares)
Par Value	: 0.50Baht	(Fifty Satang)
Divided into		
Common Shares	: 453,592,051 shares	(Four hundred fifty-three million five hundred ninety-two thousand fifty-one shares)
Preferred Shares	: -none-	(-)”

The Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should consider and approve the increase of the registered capital of the Company in the amount of 16,799,993.50 Baht from the current registered capital of 209,996,032.00 Baht to be 226,796,025.50 Baht for the issuance of newly issued ordinary shares under general mandate through a private placement capital increase of not exceeding 33,599,987 shares, at a par value of 0.50 Baht per share and to propose that the 2023 Annual General Meeting of Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital, and the Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should assign the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to register the amendment to the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, and to have the power to proceed with various actions which are necessary to comply with the registrar's order to ensure the successful completion of the registration.

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 9 and informed the Meeting that the votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 9 - To consider and approve the increase of the Company's registered capital in the amount of 16,799,993.50 Baht from the current registered capital of 209,996,032 Baht to be 226,796,025.50 Baht by issuing 33,599,987 newly issued ordinary shares at a par value of 0.50 Baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the Company's registered capital, are as follows:

Approved	229,250,103	votes	equivalent to	-	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the increase of the Company's registered capital in the amount of 16,799,993.50 Baht from the current registered capital of 209,996,032 Baht to be 226,796,025.50 Baht by issuing 33,599,987 newly issued ordinary shares at a par value of 0.50 Baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the Company's registered capital as per proposed details in all respects, by votes of 100%, which exceeds three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and voted for this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 10 To consider and approve the issuance and allocation of not more than 33,599,987 newly issued ordinary shares, at the par value of 0.50 Baht per share, to support the general mandate capital increase by way of a private placement**

The Moderator informed the Meeting that due to the ongoing expansion of the business operations of the Company and in order to raise funds for future business expansion, the meeting of the Board of Directors of the Company No. 2/2023 held on March 10, 2023 resolved to approve proposing that the 2023 Annual General Meeting of Shareholders consider and approve the capital increase under general mandate by issuing of not more than 33,599,987 newly ordinary shares, at par value of 0.50 Baht per share, totaling in value not exceeding 16,799,993.50 Baht, details of which are described in Agenda Item No. 9. The Board of Directors of the Company resolved to approve proposing that the 2023 Annual General Meeting of Shareholders consider and approve the allocation of not more than 33,599,987 newly issued ordinary shares, at a par value of 0.50 Baht per share totaling in value not exceeding 16,799,993.50 Baht (representing 10% of the paid-up capital of the Company on the date of meeting of the Board of Directors No. 2/2023 held on March 10, 2023) to support the general mandate capital increase by way of a private placement. In determining the offering price of the newly issued ordinary shares, the price must be for the best gross benefit of the Company and shareholders and shall not be considered as a low price pursuant to the price criteria requirements of the SEC and the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558") which shall not be lower than one of the following prices: (a) weighted average price of shares on the stock market for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the offering price determination date and a discount of not more than 10 percent of such price shall be offered thereon or (b) the price determined through a process that investors provide notice of their intention to purchase newly



issued shares of the Company at the specified price level (Book Building), which is set by securities companies pursuant to the requirements of Notification No. TorJor. 72/2558.

In addition, the allocation of newly issued shares as abovementioned, in any case, shall not cause any investors to hold shares of the Company in a manner that increases up to or beyond the trigger point at which it is required to make a tender offer for all securities of the Company pursuant to Notification of Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) or in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association which requires foreigners to only hold shares in the Company of not exceeding 49 percent of the Company's registered and paid-up shares.

The Board of Directors is of the opinion that the shareholders at the Annual General Meeting of Shareholders should approve the allocation of not exceeding 33,599,987 newly issued ordinary shares at the par value of 0.50 Baht per share to support the general mandate capital increase by way of a private placement. The Board of Directors also suggested that the shareholders at the Annual General Meeting of Shareholders should approve the authorization for the Board of Directors or person authorized by the Board of Directors to have the power in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) Consider offering the newly issued ordinary shares on one occasion or several occasions, and determining the objectives, offering date and time, offering price and other details relating to the allocation of the capital increase under general mandate.

In this regard, the price of the shares to be offered by private placement shall not be considered as a low price pursuant to price criteria requirements of the SEC and SET and the issuance and allocation of capital increase shares shall be in accordance with the requirements specified by the SEC and shall not allocate to any "connected person" according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: The disclosure of information and the operation of listed companies in connected transactions B.E. 2546.

- (2) Consider the allocation of the newly issued ordinary shares on one occasion or several occasions and may prior offer to any person or to all groups of people together at the same time, including determine the offering price, offering date and time and any details and conditions related to the allocation of newly issued ordinary shares.

- (3) Negotiate, agree, and sign relevant documents and contracts and take any other necessary and appropriate actions for the allocation of capital increase. Furthermore, assign the Chief Executive Officer to have the authority to carry out the above-mentioned actions and have the authority to appoint a financial advisor, legal advisor, underwriter or other service provider (if necessary)
- (4) Sign any related documents, requests, contracts and other documents which are necessary and appropriate for the allocation of the newly issued ordinary shares, including contacting and filing of the applications, documents and evidence with government agencies or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance and offering of the newly issued ordinary shares.

However, upon the offering of such newly issued ordinary shares of the Company by private placement under general mandate, the additional portion of the Company's paid-up capital must not exceed 10 percent of the paid-up capital on the date that the Board of Directors resolved to increase the Company's capital under general mandate. The allocation of such newly issued shares shall be completed within the day on which the Company shall arrange the next annual general meeting of shareholders or within the date required by law to hold the next annual general meeting of shareholders, whichever is earlier.

In this regard, the details of the allocation of newly issued ordinary shares shall be in accordance with the Capital Increase Report Form (F 53-4) (Enclosure 5 sent with the invitation to the Meeting)

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 10 and informed the Meeting that the majority votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 10 - To consider and approve the issuance and allocation of not more than 33,599,987 newly issued ordinary shares, at the par value of 0.50 Baht per share, to support the general mandate capital increase by way of a private placement, are as follows:

Approved	229,250,103	votes	equivalent to	99.9999	%
Disapproved	120	votes	equivalent to	0.0001	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the issuance and allocation of not more than 33,599,987 newly issued ordinary shares, at the par value of 0.50 Baht per share, to support the general mandate capital increase by way of a private placement, by votes of 100% of the total number of votes of the shareholders who attended the Meeting and voted on this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 11 To consider and approve the addition to the Company’s objectives and the amendment to Clause 3 of the Company’s Memorandum of Association**

The Moderator informed the Meeting that for business opportunities and for conducting of other business of the Company in future, it is deemed appropriate to add additional objectives to the Company’s objectives to cover satellite business and telecommunications business, including the provision of various related services thereto. In addition, the said amendment of business objectives will consequently result in amending Clause 3 (Objectives) of the Company’s Memorandum of Association for consistency and compliance with the Company’s Articles of Association and the Public Limited Companies Act. The person who has been authorized by the Company shall proceed with all registration formalities relating to the amendment of the Company’s Memorandum of Association at the Department of Business Development, Ministry of Commerce, with the power to correct and amend any wording or statement to comply with the orders of the Registrar.

The Board of Directors is of the opinion that the shareholders at the 2023 Annual General Meeting of Shareholders should approve the addition of 5 new particulars of objectives to be new clauses 87-91 of the Company’s business objectives; the details of which appear in Enclosure 5 (sent with the invitation to the Meeting); as well as amending Clause 3 (Objectives) of the Company’s Memorandum of Association to be consistent with the said amendment of the Company’s objectives, as follows:

“Clause 3 The Company’s objectives shall consist of 91 Clauses.”

In this regard, the Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should assign the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to register the amendment to the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, and to have the power to proceed with various actions which are necessary to comply with the registrar's order to ensure the successful completion of the registration.

The Moderator, therefore, asked the staff to open the question proposal function in the e-AGM system and provide opportunities for the shareholders to ask any questions.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

The Moderator then proposed the Meeting to consider and approve the matter in accordance with this Agenda Item No. 11 and informed the Meeting that the votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend and have the right to vote at the meeting will be required.

Upon a motion duly made and seconded, the Meeting resolved as follows:

**RESOLUTION:** Voting Results of Agenda Item No. 11 - To consider and approve the addition to the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association, are as follows:

Approved	229,250,223	votes	equivalent to	100	%
Disapproved	-	votes	equivalent to	-	%
Abstained	-	votes	equivalent to	-	%
Void ballot	-	votes	equivalent to	-	%

**Conclusion:** The Meeting has resolved to approve the addition to the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association as per proposed details in all respects, by votes of 100%, which exceeds three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and voted for this matter.

(35 shareholders and proxies, holding 229,250,223 shares altogether, attended the Meeting for consideration of this matter.)

**Agenda Item No. 12 To consider other business (if any)**

The Moderator informed the Meeting that the agenda items as set out in the Notice of the 2023 Annual General Meeting of Shareholders had been considered and completed. Hence, the moderator provided an opportunity to the shareholders to express opinions or raise questions in other matters relating to the Company in this Agenda No. 12, in which the shareholders were able to submit questions to the e-AGM system.

Mr. Matee Witawasiri declared that no shareholders raised any inquiries with regard to this Agenda item.

No shareholders expressed opinions or raised other questions related to the Company, including proposing any proposal of other business to the meeting for consideration. The Chairman then expressed his gratefulness to the shareholders for devoting time to attend the Meeting.

The meeting was adjourned at 15.38 hours.

- Anocha Wongrunroj - Chairman of the Meeting  
(Mr. Anocha Wongrunroj)

- Warissara Terdtoonkanka - Secretary to the Meeting/Minutes Taker  
(Miss Warissara Terdtoonkanka)

## QR Code Downloading Procedures for the 2023 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (“SET”), has developed a system which allows listed companies to send to the documents in relation to the shareholders’ meeting and the annual report in the form of QR Code, which facilitates the shareholders to access the information conveniently and instantly.

### ข้อมูลบริษัท / หลักทรัพย์ Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=TPS&date=240419>

The shareholders can download the 2023 Annual Report through the QR Code by following the steps below.

#### ► For iOS operating system

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to Scan it.
3. The notification will appear on top of the screen. Click on the notification to access information in relation to the meeting.

*Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook, or Line.*


#### ► For Android operating system

1. Open applications such as QR Code Reader, Facebook, or Line.

#### How to scan the QR Code via Line application


- Open Line application and click on "Add friend" ► Choose “QR Code” ► Scan the QR Code
2. Scan the QR Code to access documents in relation to the meeting


**Information of the nominated candidates for the election of directors to replace those who due to retire by rotation**

<b>Name</b>	Mr. Anocha Wongrunroj										
<b>Age</b>	55 years old										
<b>Type of director nominated for election</b>	Chairman of the Board of Director										
<b>Education background</b>	- Master's degree of Computer Engineering Management - Assumption University Bachelor's Degree of Electrical Engineering King Mongkut's Institute of Technology Ladkrabang										
<b>Training program relating to role and duties of director</b>	: Director Accreditation Program (DAP) Year 157/2019 : Advanced Audit Committee Program (AACCP) รุ่น 32/2019										
<b>Number of years holding directorship position</b>	6 years										
<b>Current position</b>	Chairman of the Board of Directors Independent Director Chairman of the Nomination and Remuneration Committee Member of Audit Committee										
<b>Number of meetings attended in 2023</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">The Board of Directors' meeting</td> <td style="width: 10%; text-align: center;">6/7</td> <td style="width: 20%; text-align: right;">times</td> </tr> <tr> <td>The Nomination and Remuneration Committee's meeting</td> <td style="text-align: center;">2/2</td> <td style="text-align: right;">times</td> </tr> <tr> <td>The Audit Committee's meeting</td> <td style="text-align: center;">3/4</td> <td style="text-align: right;">times</td> </tr> </table>		The Board of Directors' meeting	6/7	times	The Nomination and Remuneration Committee's meeting	2/2	times	The Audit Committee's meeting	3/4	times
The Board of Directors' meeting	6/7	times									
The Nomination and Remuneration Committee's meeting	2/2	times									
The Audit Committee's meeting	3/4	times									
<b>Shareholding in the Company included shares held by spouse and minor children</b>	0.11 %										
<b>Current directorship/executive position in other listed companies</b>	None										
<b>Current directorship/executive position in non-listed companies</b>	2019 - Present WOR. RUNGROJ 2019 LIMITED PARTNERSHIP 2007 - Present Binary Tec Co., Ltd. 2004 - Present Code Label Co., Ltd. PARTNERSHIP 2005 - Present RUNGROJ PATANA LIMITED 1998 - Present Thai Square Center Part., Ltd.										

Directorship/executive position in other companies potentially having conflict of interest with the Company	None
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Name	Mrs. Ratchanee Pattanalertphan										
Age	51 years old										
Type of director nominated for election	Director										
Education background	<ul style="list-style-type: none"> <li>- Master's Degree of Business Administration, National Institute of Development Administration</li> <li>- Bachelor's Degree of Accounting, University of the Thai Chamber of Commerce</li> </ul>										
Training program relating to role and duties of director	Director Accreditation Program (DAP) Year 157/2019 Advanced Audit Committee Program (AAP) รุ่น 32/2019										
Number of years holding directorship position	6 years										
Current position	Director Independent Director Chairman of the Risk Management Committee Member of Audit Committee										
Number of meetings attended in 2023	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">The Board of Directors' meeting</td> <td style="text-align: right;">7/7</td> <td style="text-align: right;">times</td> </tr> <tr> <td>The Risk Management Committee's meeting</td> <td style="text-align: right;">1/1</td> <td style="text-align: right;">times</td> </tr> <tr> <td>The Audit Committee's meeting</td> <td style="text-align: right;">4/4</td> <td style="text-align: right;">times</td> </tr> </table>	The Board of Directors' meeting	7/7	times	The Risk Management Committee's meeting	1/1	times	The Audit Committee's meeting	4/4	times	
The Board of Directors' meeting	7/7	times									
The Risk Management Committee's meeting	1/1	times									
The Audit Committee's meeting	4/4	times									
Shareholding in the Company included shares held by spouse and minor children	0.11 %										
Current directorship/executive position in other listed companies	None										
Current directorship/executive position in non-listed companies	2021 – Present FAME PLACEMENT CO.,LTD. 2019 – Present BT Management and Consultant Company Limited 2014 – Present Bravo Asia Co., Ltd.										
Directorship/executive position in other companies potentially having conflict of interest with the Company	None										

Name	Ms. Aumaporn Sengsui	
Age	44 years old	
Type of director nominated for election	Director	
Education background	- Bachelor's Degree of Business Administration (Marketing), Ramkhamhaeng University	
Training program relating to role and duties of director	Director Accreditation Program (DAP) Year 153/2018	
Number of years holding directorship position	6 years	
Current position	Director Executive Director Risk Management Committee	
Number of meetings attended in 2023	The Board of Directors' meeting	7/7 times
	The Executive Director's meeting	20/20 times
	the Risk Management Committee's meeting	1/1 times
Shareholding in the Company included shares held by spouse and minor children	2.15 %	
Current directorship/executive position in other listed companies	None	
Current directorship/executive position in non-listed companies	None	
Directorship/executive position in other companies potentially having conflict of interest with the Company	None	

(F 53-4)

Report Form Capital Increase

The Practical Solution Public Company Limited

February 22, 2024

We, The Practical Solution Public Company Limited (“the Company”, “TPS”), would like to report on the resolutions of the Board of Directors Meeting No. 1/2024 held on February 22, 2024, regarding the Company’s registered capital increase and allotment of capital increase shares as follows:

1. Capital Increase

The Board of Directors Meeting No. 1/2024 resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the extension of allocation of the newly issued ordinary shares of the Company under a General Mandate as approved by the 2023 AGM on April 27, 2023, which approved the increase in the registered capital of Baht 16,799,993.50 by issuing not exceeding 33,599,987 new ordinary shares with a par value of Baht 0.50 per share offer to the Private Placement.

Capital Increase	Share Type	Number of Shares	Face Value (Baht per Share)	Total Value (Baht)
<input checked="" type="checkbox"/> General Mandate	Common shares	33,599,987	0.50	16,799,993.50
	Preferred shares	-	-	-
<input type="checkbox"/> Form for specifying the purpose of using funds	Common shares	-	-	-
	Preferred shares	-	-	-

2. Allocation of newly issued shares

2.1 General Mandate

Allocated To	Securities Type	Number of Shares	Percent of Paid-Up Capital <sup>1</sup>	Note
Private placement	Common shares	33,599,987	9.47	Please consider note no. 1
	Preferred shares	-	-	

1/ Percent of paid-up capital as of the date the Board of Directors resolved to approve a general capital increase (General Mandate)

**Notes:**

The Board of Directors Meeting No. 1/2024 held on February 22, 2024, resolved to propose to the Annual General Meeting of Shareholders 2024, which will be held on April 19, 2024, for consideration and approval of the following:

1) Agreed to the extension of the issuance and allotment of newly issued ordinary shares under a General Mandate amounting not exceeding 33,599,987 shares at the par value of 0.50 baht per share, totaling not exceeding 16,799,993.50 baht (or 9.47% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2024 held on February 22, 2024) for offering to a specific person (Private Placement), which is due at the Annual General Meeting of Shareholders for year 2024. which must not be an offering of shares at a low price. (According to the announcement of the Capital Market Supervisory Board concerning the request for approval and permission to offer shares to the public or to a private placement) and to determine the offering price of newly issued shares to a private placement must be the best interests of the company and shareholders. Moreover, it must not be lower than any price the weighted average price of shares in the Stock Exchange of Thailand for the past not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the offering price is set and may not be able to determine a discount more than 10 percent of the said price (According to the criteria specified in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding the permission Enclosure 1 9/13 for listed companies to offer newly issued shares through private placement (including other amendments)), whereby the Board of Directors has been authorized to have the power as follows:

(1) Consider offering the newly issued ordinary shares on one occasion or several occasions. In this regard, the allocation of capital increase under general mandate to a specific person (Private Placement) such paid-up capital will not exceed 10% of the paid-up capital of the Company or 33,599,987 shares as of the date the Board of Directors resolved to increase the capital which must not be an offering of shares at a low price or to a private placement) and, the offering price of newly issued shares to a private placement must be the best interests of the company and shareholders and must not be lower than the weighted average price of shares in the Stock Exchange of Thailand not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the offering price is set and may set a discount of not more than 10% each of the said price (According to the criteria specified in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding the permission for listed companies to offer newly issued shares through private placement (Including amended statement)).

(2) Determine objectives, offering date and time, offering price and other details about the allotment ordinary shares which must not be allocated to connected persons according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand on the disclosure of information and the operation of listed companies in the connected transactions B.E. 2546 regarding to capital increase for offering to a specific person (Private Placement).

(3) Negotiate, agree, and sign relevant documents and contracts and, take any other necessary and appropriate actions due to the issuance and offering of capital increase. Furthermore, assign the Chief Executive Officer or a person assigned by the Board of Directors to have the authority to carry out the above-mentioned actions. In addition, the allotment of capital increase must be completed within the next Annual General Meeting of Shareholders of the Company or within the date of the next Annual General Meeting of shareholders required by law, whichever day comes first.

**3. Determine the date of the general meeting of shareholders for approval of the capital increase and the allocation of new shares.**

Determine the date of the Annual General Meeting of Shareholders 2024 on April 19, 2024, at 2 p.m. via online meeting (E-AGM) at the company meeting room of The Practical Solution Public Company Limited, No. 99 Soi Cement Thai, Ratchadapisek Road, Ladyao Subdistrict, Chatuchak District, Bangkok 10900. The Company has determined the record date to identify the shareholders who has the right to attend the Annual General Meeting 2024 on March 8, 2024.

**4. Approval for capital increase/allotment of new shares to relevant government agencies and conditions for applying for permission (if any)**

4.1. Request for approval from the Annual General Meeting of Shareholders 2024.

4.2. The company will register the capital reduction/capital increase, amendment of the Memorandum of Association to the Department of Business, Development Ministry of Commerce within 14 days from the date that the general meeting of shareholders has approved the capital reduction/increasing registered capital and proceed to register the change of paid-up capital within 14 days from the date of receipt of payment for shares.

4.3. The Company will apply for an approval from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities.

**5. Objectives of the capital increase and the use of additional funds**

This can be identified when the capital increase occurs.

**6. Benefits that the company will receive from the capital increase/ allotment of capital increase shares**

This can be identified when the capital increase occurs.

**7. Benefits that shareholders will receive from the capital increase/ allotment of capital increase shares**

This can be identified when the capital increase occurs.

**8. Other details necessary for the shareholders to use in making decision of approval of the capital increase/allotment of new shares**

This can be identified when the capital increase occurs.

**9. Responsibilities of Directors**

In the case the directors of the Company failed to perform their duties with due integrity and diligence for the best interest of the Company in matters related to the capital increase, and such failure has resulted in damages to the Company; shareholders can pursue legal actions against the Company's directors in accordance with Section 85 of the Public Limited Companies Act B.E. 2535(1992). If the failure to perform such duty has resulted in the directors' wrongful benefits; shareholders can pursue legal actions against the responsible directors instead of the Company in accordance with section 89/18 of the Securities and Exchange Act B.E. 2535(1992).

**10. Timetable of action in case of the Board of Directors' resolution to increase capital / allotment of new shares**

Process	Date
Board of Directors Meeting 1/2024	February 22nd, 2024
Record date for the Annual General Meeting of Shareholders 2024	March 8th, 2024
Annual General Meeting of Shareholders 2024	April 19 th, 2024
Offering of the new shares by General Mandate through private placement	Within 12 months from the date of Annual General Meeting of Shareholders 2024
The registration date of paid-up capital with the Department of Business Development Ministry of Commerce	Within 14 days from the date of the company realized that the capital share increase is paid

The Company certified the information contained in the report is accurate and complete.

Sincerely Yours,  
Bunsom Kitkasetsthapron  
(Mr. Bunsom Kitkasetsthapron)  
Chief Executive Officer

แบบหนังสือมอบฉันทะแบบ ก  
Proxy (Form A)  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
residing/located at no.

(2) เป็นผู้ถือหุ้นของบริษัท เดอะพราคติกัลโซลูชัน จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of **The Practical Solution Public Company Limited (“Company”)**  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบริวารสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

2. นายวุฒิชัย ชาตอิสรานูวัฒน์ กรรมการอิสระ อายุ 53 ปี อยู่บ้านเลขที่ 8/12 ซอยทานสัมฤทธิ์ 28 ตำบลบางกระสอบ  
อำเภอเมืองนนทบุรี จังหวัดนนทบุรี 11000  
Mr. Wuttichai Chartisaranuwat age of 53 years, residing at No. 8 / 12 Soi Thansamrit 28 , Bang Kraso,  
Mueang Nonthaburi District, Nonthaburi

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) สถานที่ถ่ายทอดสด  
คือ ณ ห้องประชุม บริษัท เดอะพราคติกัลโซลูชัน จำกัด (มหาชน) เลขที่ 99 ซอยซีเมนต์ไทย ถนนรัชดาภิเษก แขวงลาดยาว  
เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2024 Annual General Meeting of  
Shareholders on Friday 19 April 2024 at 2.00 p.m. It is an electronic media meeting (e-AGM). The venue is broadcast at the meeting  
room at The Practical Solution Public Company Limited, 99 Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak  
District, Bangkok, or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ก็เสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remark** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.



เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
residing/located at no.

(2) เป็นผู้ถือหุ้นของบริษัท เดอะพรากติกัลโซลูชัน จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of **The Practical Solution Public Company Limited (“Company”)**  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of shares and have the rights to vote equal to votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and have the rights to vote equal to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of the following)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

2. นายวุฒิชัย ชาตอิสรานวัฒน์ กรรมการอิสระ อายุ 53 ปี อยู่บ้านเลขที่ 8/12 ซอยทานสัมฤทธิ์ 28 ตำบลบางกระสอ  
อำเภอเมืองนนทบุรี จังหวัดนนทบุรี 11000  
Mr. Wuttichai Chartisaranuwat age of 53 years, residing at No. 8 / 12 Soi Thansamrit 28 , Bang Kraso,  
Mueang Nonthaburi District, Nonthaburi

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) สถานที่ถ่ายทอดสด  
คือ ณ ห้องประชุม บริษัท เดอะพรากติกัลโซลูชัน จำกัด (มหาชน) เลขที่ 99 ซอยซิเมนต์ไทย ถนนรัชดาภิเษก แขวงลาดยาว  
เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

**Anyone of these persons as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday 19 April 2024 at 2.00 p.m. It is an electronic media meeting (e-AGM). The venue is broadcast at the meeting room at The Practical Solution Public Company Limited, 99 Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok or at any adjournment thereof.**

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
Agenda Item No. 1 To confirm the Minutes of Annual General Meeting of Shareholders 2023

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

**วาระที่ 2** **รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566**  
Agenda Item No. 2 To acknowledge the report on the Company's operations for the year ended December 31, 2023  
(ไม่มีการลงมติในวาระนี้/ No casting of votes for this agenda)

**วาระที่ 3** **พิจารณาอนุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566**  
Agenda Item No. 3 To consider and approve the Company's Financial Statements for the fiscal period ended December 31, 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 4** **พิจารณาอนุมัติการจัดสรรเงินเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566**  
Agenda Item No. 4 To consider and approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5** **พิจารณาอนุมัติเลือกตั้งกรรมการเข้าแทนที่กรรมการซึ่งครบกำหนดออกจากตำแหน่งตามวาระ**  
Agenda Item No. 5 To consider and approve the appointment of directors in place of those retiring by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- แต่งตั้งกรรมการทั้งหมด  
Vote for all of the directors nominated
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- แต่งตั้งกรรมการเป็นรายบุคคล  
Vote for each nominated director individually
- (1) นายอินชา วงศ์รุ่งโรจน์  
Mr. Anocha Wongrungrroj
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(2) นางรัชณี พัฒนเลิศพันธ์  
Mrs. Ratchanee Pattanalertphan

เห็นด้วย Approve       ไม่เห็นด้วย Disapprove       งดออกเสียง Abstain

(3) นางสาวอุมาพร เสงส์สุข  
Ms. Aumaporn Sengsui

เห็นด้วย Approve       ไม่เห็นด้วย Disapprove       งดออกเสียง Abstain

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2567**

Agenda Item No. 6 To consider fixing the remuneration of Directors for 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย Approve       ไม่เห็นด้วย Disapprove       งดออกเสียง Abstain

**วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567**

Agenda Item No. 7 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย Approve       ไม่เห็นด้วย Disapprove       งดออกเสียง Abstain

**วาระที่ 8 พิจารณานุมัติการขยายระยะเวลาการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท แบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 33,599,987 หุ้น เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)**

Agenda Item No. 8 To consider and approve the extension of the allocation of Company's newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย Approve       ไม่เห็นด้วย Disapprove       งดออกเสียง Abstain

**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
Agenda Item No. 9 Other Business (if any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข**  
**Attachment to Proxy Form (Form B)**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เดอะพรกทีเคิลโซลูชั่น จำกัด (มหาชน) ("บริษัท")  
A proxy is granted by a shareholder of The Practical Solution Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) สถานที่ถ่ายทอดสดคือ ณ ห้องประชุม บริษัท เดอะพรกทีเคิลโซลูชั่น จำกัด (มหาชน) เลขที่ 99 ซอยซีเมนต์ไทย ถนนรัชดาภิเษก แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on Friday, 19 April 2024 at 2.00 p.m. It is an electronic media meeting (e-AGM). The venue is broadcast at the meeting room at The Practical Solution Public Company Limited, 99 Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok, or at any adjournment thereof.

วาระที่.....เรื่อง.....  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่.....เรื่อง.....  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่.....เรื่อง.....  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I do hereby certify that the information detailed in this document is true and correct.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed (.....) Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed (.....) Proxy holder

วันที่ ..... / ..... / .....  
Date



The Practical Solution  
Public Company Limited

แบบหนังสือมอบฉันทะแบบ ค.  
Proxy (Form C.)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(For the shareholders who are specified in the register as foreign investors and have appointed a custodian in Thailand to be  
A share depository and keeper)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
residing/located at no.

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
As the Custodian of \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของบริษัท เดอะพราดทิคัลโซลูชัน จำกัด (มหาชน) ("บริษัทฯ")  
Who is a shareholder of **The Practical Solution Public Company Limited** ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares and have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share _____ shares and have the rights to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

2. นายวุฒิชัย ชชาติศรานวัฒน์ กรรมการอิสระ อายุ 53 ปี อยู่บ้านเลขที่ 8/12 ซอยთანสัมพันธ์ 28 ตำบลบางกระสอบ  
อำเภอเมืองนนทบุรี จังหวัดนนทบุรี 11000  
Mr. Wuttichai Chartisanuwat age of 53 years, residing at No. 8 / 12 Soi Thansamrit 28 , Bang Kraso,  
Mueang Nonthaburi District, Nonthaburi

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) สถานที่ถ่ายทอดสด  
คือ ณ ห้องประชุม บริษัท เดอะพราดทิคัลโซลูชัน จำกัด (มหาชน) เลขที่ 99 ซอยซีเมนต์ไทย ถนนรัชดาภิเษก แขวงลาดยาว  
เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General  
Meeting of Shareholders on Friday 19 April 2024 at 2.00 p.m. It is an electronic media meeting (e-AGM). The venue  
is broadcast at the meeting room at The Practical Solution Public Company Limited, 99 Soi Cement Thai,  
Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I hereby appoint the proxy holder to attend the meeting and vote on my/our behalf at this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
(a) the proxy holder shall have the rights to consider and vote in all respects on my/our behalf as he/she deems appropriate
- มอบฉันทะบางส่วน คือ  
(b) the proxy holder shall vote as per my/our intentions as follows:
- หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
Ordinary Share share(s) and shall hold number of vote (s)
- หุ้นบริวาร.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
Preferred Share share(s) and shall hold number of vote (s)
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง  
A total of shares hold number of vote (s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I hereby appoint the proxy holder to vote on my/our behalf at this meeting as follows:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566**  
Agenda Item No. 1 To confirm the Minutes of Annual General Meeting of Shareholders 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566**  
Agenda Item No. 2 To acknowledge the report on the Company's Operations for the year ended December 31, 2023  
(ไม่มีการลงมติในวาระนี้/ No casting of votes for this agenda)

**วาระที่ 3 พิจารณาอนุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566**  
Agenda Item No. 3 To consider and approve the Company's Financial Statements for the fiscal period ended December 31, 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 4 พิจารณานุมัติการจัดสรรเงินเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566**

Agenda Item No. 4 To consider and approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2023

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

**วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการเข้าแทนที่กรรมการซึ่งครบกำหนดออกจากตำแหน่งตามวาระ**

Agenda Item No. 5 To consider and approve the appointment of directors in place of those retiring by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

แต่งตั้งกรรมการทั้งหมด  
Vote for all of the directors nominated

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

แต่งตั้งกรรมการเป็นรายบุคคล  
Vote for each nominated director individually

1) นายอโนชา วงศ์รุ่งโรจน์

Mr. Anocha Wongrungrroj

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

(2) นางรัชณี พัฒนเลิศพันธ์

Mrs. Ratchanee Pattanalertphan

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

(3) นางสาวอุมพร เสงส์สุข

Ms. Aumaporn Sengsui

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain



**วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2567**

Agenda Item No. 6 To consider fixing the remuneration of Directors for 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567**

Agenda Item No. 7 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 8 พิจารณานุมัติการขยายระยะเวลาการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท แบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 33,599,987 หุ้น เพื่อเสนอขายให้แก่บุคคลในวงจำกัด ( Private Placement)**

Agenda Item No. 8 To consider and approve the extension of the allocation of Company's newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Agenda Item No.9 Other Business (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไม่ชัดเจนชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)  
ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remark**

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy Form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ  
The documents needed to be attached to this Proxy form C. are:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form C. on his/her behalf  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed this Proxy Form C. is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจําต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form C. provided

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form (Form C.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เดอะพรคทีเคิลโซลูชั่น จำกัด (มหาชน) ("บริษัท")

A proxy is granted by a shareholder of The Practical Solution Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) สถานที่ถ่ายทอดสดคือ ณ ห้องประชุม บริษัท เดอะพรคทีเคิลโซลูชั่น จำกัด (มหาชน) เลขที่ 99 ซอยซีเมนต์ไทย ถนนรัชดาภิเษก แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on Friday 19 April 2024 at 2.00 p.m. It is an electronic media meeting (e-AGM). The venue is broadcast at the meeting room at The Practical Solution Public Company Limited, 99 Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok or at any adjournment thereof.

วาระที่.....เรื่อง.....  
Agenda Item No. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง.....  
Agenda Item No. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง.....  
Agenda Item No. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I do hereby certify that the information detailed in this document is true and correct.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed (.....) Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed (.....) Proxy holder

วันที่ ..... / ..... / .....  
Date

**Documents that shall be shown and send to the Company for registration of attendance,**

**Guidelines and principle for attending of Electronic Meeting**

The policy of the Board of the Stock Exchange of Thailand dated 19 February 1999, regarding the code of conduct for convening the shareholders' meeting of the listed company which targeted to establish good practice for listed company. This will build trust in shareholders, investors, and all relevant parties. For the transparency, fairness, and benefits to the shareholders, the Company deems appropriate to determine the verification of documents or shreds of evidence identifying the shareholders or proxies to be followed as a practice of shareholders' meeting by the shareholders. In this regard, some shareholders are not familiar with the practice used for the shareholders' meeting, therefore, the Company hereby reserves the right to waive any requirements of the submission of documents or shreds of evidence identifying the shareholders or proxies on a case by case as it is deemed appropriate.

The 2024 Annual General Meeting of Shareholders through only one electronic channel. On Friday, April 19, 2024, from 14:00 p.m., The 2024 Annual General Meeting of shareholders through the following electronic media.

**Document for attending the Annual General Meeting of Shareholders by Electronic Method (E-AGM)**

**In case of natural person**

**1.1 Thai shareholders**

- (A) In case the shareholders attend the meeting by themselves of ID card of shareholder or driver's license or government official card.
- (B) In the case of proxy, 1) Proxy form which is fully completed 2) Copy of the identity card of the grantor (shareholder) and 3) national identity card or passport (In case of a foreigner) of the proxy.

**1.2 Foreign shareholders**

- (A) In case the shareholders attend the meeting by themselves of passport of a shareholder.
- (B) In the case of proxy, 1) Proxy form A. or B. which are fully completed 2) Copy of the proxy's passport (shareholder) and 3) national identity card or passport (In case of a foreigner) of the proxy.

## In the case of a juristic person

### 2.1 Juristic person registered in Thailand

- (A) Certificate of Juristic Person Issued no more than 6 months before the date of the shareholders' meeting. By the Department of Business Development Ministry of Commerce
- (B) In the case of proxy, 1) proxy form A. or B. which are fully completed 2) a copy of identification card or passport (in the case of foreigner) of an authorized director who signed on the proxy form and 3) an identification card or a passport (in the case of foreigner) of the proxy.

### 2.2 Foreign Juristic Person

- (A) Certificate of Juristic Person
- (B) In the case of a proxy, 1) proxy form C. which is fully completed 2) a copy of identification card or passport (in the case of foreigner) of an authorized director who signed on the proxy form and (3) an identification card or passport (in the case of foreigner) of the proxy and certified true copy.

In the event of a photocopy of documents, it must be certified as true. And in case of preparing documents abroad, all documents must be signed by a notary public.

## Proxy

The company has delivered proxy forms A, B, and C according to the Department of Business Development. Ministry of Commerce has set by allowing you to choose to use only one form for appointing others to attend the 2024 Annual General Meeting of Shareholders by granting the following proxies:

- 1) Give a proxy to any person according to the wishes of the shareholders or choose to appoint only one independent director of the company to be a proxy to attend the meeting. By specifying the name and details of the person the shareholder intends to appoint as a proxy.
- 2) Appoint a proxy to any independent director of the company for the year 2024:

Mr Wuttichai Chartisanuwat. Independent Director

To attend the meeting instead, by doing so, the resolution will be made on each agenda item as specified by the shareholders in the proxy form. B **Enclosure 5** Select an independent director whom the shareholder wishes to appoint as a proxy and attach a copy of the identity document issued by the government agency of the proxy and supporting documents according to the documents required for attending the meeting via electronic media. By way of sending photos of important documents according to the case of shareholders to

Email: companysecretary@thepractical.co.th or send documents to the company at the following address.

### Company Secretary

The Practical Solution Public Company Limited is located at 99 Soi Cement Thai Ratchadapisek Road, Lad Yao Subdistrict, Chatuchak District, Bangkok 10900

The original document must arrive at the company. Within the business hours of 10 April 2024, because the company It is necessary to take the time to verify the authenticity of the document. To ensure the shareholders' meeting through electronic media is correct.

The company reserves the right not to register to attend the meeting. If the original documents are sent to the company after the deadline, or if the documents or evidence are incomplete or incorrect or do not meet the conditions.

3) Stamp duty affixed 20 baht and crossed out. Date the proxy is made so that it is valid and legally binding. The company has facilitated the stamp duty. To the proxies who register to attend the meeting.

In this regard, the shareholder who appoints a proxy must appoint a sole proxy to attend the meeting and vote. The number of shares cannot be allocated to multiple proxies to split their votes.

### Voting for each agenda item.

- At the time of voting according to the agenda of the meeting the chairman will propose the meeting to vote on each agenda item. Choose only one vote, there are 3 voting options: “ Approve” , “Disapprove” and “Abstain”
- In the case of a shareholder appointing a proxy to attend the meeting on his behalf the proxy holder has the right to consider and vote on behalf of the shareholder who appoints proxies in all respects as they deem appropriate. Voting will be done in the same way as the shareholders attending the meeting in person.
- If a shareholder has assigned the proxy to vote on each agenda item in the proxy form. Voting as specified by the shareholders in the proxy form shall be deemed as voting.

### Vote counting

- To count one share as one vote and many votes shall be taken as a basis for voting Unless otherwise required by law If the votes are equal, the chairman has a casting vote, a separate vote from the shareholders.
- Counting of the voting results of each agenda item the votes of the shareholders in the meeting will be counted. Only those who vote against and/or abstain from voting are deducted from the total number of votes of the shareholders at the meeting. The rest will be considered as the votes of

approval. In this regard, the number of votes that the grantor has already voted in the proxy form has been counted.

The votes were recorded in advance when registering to attend the meeting.

- Notification of voting results will state the votes for agreeing, disagreeing, abstaining, in which each agenda will use the number of shares of the latest attendees.
- In the event that it is regarded as an avoided ballot, it means a case where the shareholder or the proxy shows unclear intent on the electronic ballot, such as voting more than one space on the electronic ballot. Or there is a separate vote (except for the case of custodian)

**Facilitating the shareholders who authorize the independent directors of the company.**

The company will record video and sound throughout the agenda of the shareholders' meeting. To facilitate the shareholders who give proxies to the Company's independent directors. After the meeting, the company will bring the recorded pictures and sounds to be broadcast through the Company's website.

Biographies of Independent Directors acting as proxies for shareholders;

<b>1.</b>	<p><b>Name of director</b></p> <p><b>Position</b></p> <p><b>Age</b></p> <p><b>Address</b></p> <p><b>Direct or indirect interest in the agenda proposed</b></p>	<p>Mr. Wuttichai Chartisaranuwat</p> <ul style="list-style-type: none"> <li>- Director</li> <li>- Independent Director</li> <li>- Chairman of the Audit Committee/</li> <li>- Member of the Nomination and Remuneration Committee</li> </ul> <p>53 years old</p> <p>No. 8/12 Soi Thansamrit 28, Bang Kraso, Mueang Nonthaburi District, Nonthaburi 11000</p> <p>He has conflict of interest in agenda 6: To consider and approval the directors' remuneration for the year 2024</p>
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### Definition of Independent Directors

(Definition of Independent Directors of the Company which is in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each of Independent Directors shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, a staff, an advisor who regularly receives salary, nor a person who have a control over the Company, the Company's parent company, its subsidiaries, or its associated companies, or its subsidiaries in the same level, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years before the date being appointed as an Independent Director. In this regard, such characteristics shall not include the case that Independent Director used to be a government officer or an advisor of a government sector which is the major shareholder or controlling person of the Company.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Neither having, nor used to have any business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons in a manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, Independent Directors must neither be, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, its parent company, its subsidiary, its associated company, its major shareholders, or its controlling persons, unless such director has resigned from the position for at least two years before the date being appointed as Independent Director.

In this regard, the definition of the terms "business relationship" shall be the same as the definition specified in the relevant notifications of the Office of the Securities and Exchange Commission.

5. Neither being, nor used to be the auditor of the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, as a member, unless such

director has resigned from such position for at least two years before the date being appointed as Independent Director.

6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than THB two million per year from the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years before the date being appointed as Independent Director.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiary.
9. Having no other conditions that may obstruct the independent expression of opinion on the Company's operation.

Articles of Association in relation to Shareholders' Meetings

CHAPTER VI

SHAREHOLDERS' MEETINGS

- Article 36.** The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal period.
- Other meetings of shareholders other than that specified under the first paragraph shall be called as extraordinary general meetings. The Board of Directors may call extraordinary general meetings any time as it deemed appropriate.
- One or more of shareholders holding shares in aggregate of not less than ten (10) percent of the total number of issued shares, may subscribe their names in a written letter requesting the Board of Directors to call an extraordinary general meeting at any time, provided that the matters and reasons for calling such meeting are clearly stated in such letter. In this case, the Board of Directors shall convene the shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.
- If the Board of Directors fails to convene the meeting within the period specified under the third paragraph, the shareholders who have subscribed their names or other shareholders who together hold the number of shares as required may convene the meeting within forty-five (45) days from the maturity date of the period specified under the third paragraph. In this case, such meeting shall be deemed as the shareholders' meeting that called by the Board of Directors and the Company shall be responsible for any necessary expenses incurred from such meeting and for facilitation as it is reasonable.
- In case the quorum of the shareholders' meeting called by the shareholders as specified under the fourth paragraph is not formed according to Article 39, the shareholders as specified under the third paragraph shall be jointly responsible to the Company for the expenses incurred from such meeting.
- Article 37.** In calling a shareholders' meeting, the Board of Directors shall prepare a notice of such meeting specifying the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details stating clearly whether it is a matter proposed for acknowledgment, for approval or for consideration, as the case may be, including the Board of Directors' opinions on such matters, and be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall also be published in a newspaper prior to the date of the meeting as prescribed by law.
- For the meeting of shareholders held via electronic means, notice of the summoning of shareholders' meeting, together with supporting documents related to the meeting may be sent by an electronic mail.

The venue of the meeting of shareholders shall be in the province in which the head office of the Company is located, or other adjacent province as determined by the Board of Directors.

**Article 37/1.** The meeting of shareholders may be convened by way of electronic means. The electronic meeting of shareholders shall be in compliance with the related laws, regulations, notifications, stipulations or criteria.

**Article 38.** At a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting in a number of not less than twenty-five (25) persons, or not less than one-half (1/2) of the total number of shareholders and such shareholders shall hold shares in aggregate of not less than one-third (1/3) of the total number of sold shares to constitute a quorum.

At any shareholders' meeting, if one (1) hour has passed from the time scheduled for meeting and the number of shareholders attending the meeting is not inadequate to constitute a quorum as specified under the first paragraph, and if such meeting was called at the request of shareholders, such meeting shall be cancelled. However, if such meeting was not called at the request of shareholders, the meeting of shareholders shall be re-convened and the notice of such meeting shall be delivered to shareholders not less than 7 days before the date of the subsequent meeting. At such subsequent meeting, a quorum is not required.

Each of shareholders shall execute no more than one proxy document per meeting, pursuant to the form determined by the registrar, authorizing other persons to attend the meeting and vote on its behalf and shall submit such document to the chairman of the Board of Directors or the person authorized by the chairman of the Board of Directors at the venue of the meeting before such proxy attends the meeting. The proxy appointed for such purposes shall be one person only, regardless of the number of shares held by such shareholder.

**Article 39.** The chairman of the Board of Directors shall be the chairman of the shareholders' meeting. If the chairman of the Board of Directors is not present in the meeting or is unable to perform his or her duties, the vice-chairman of the Board of Directors, shall act as the chairman of the meeting. If there is no vice-chairman of the Board of Directors, or if there is a vice-chairman of the Board of Directors, but he/she is not present in the meeting or is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to be a chairman of the meeting.

**Article 40.** To vote in a shareholders' meeting, one (1) share shall carry one (1) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the vote for electing the directors. A resolution of the shareholders' meeting shall require of the followings:

- (1) in a normal case, a majority vote of the shareholders who attend the meeting and cast their votes. In the case of a tie vote, the chairman of the meeting shall have one additional decisive vote;
- (2) in the following cases, a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and entitle to vote:
  - (a) the sale or transfer of the business of the Company, either in whole or in substantial part, to other persons;
  - (b) the purchase or acceptance of any transfer of the business of other private or public limited companies;
  - (c) the execution, amendment or termination of any agreements in relation to a lease of the Company's business, either in whole or in substantial part, the assignment of the management of the Company's business to any other persons, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
  - (d) the amendment to the Memorandum of Association or Articles of Association of the Company;
  - (e) the increase or decrease of the Company's registered capital;
  - (f) the dissolution of the Company;
  - (g) the issuance of debentures of the Company; and
  - (h) the amalgamation of the Company with another company.

**Article 41.** A secret ballot may be used when at least five (5) shareholders submit their request to the meeting before casting votes and such secret ballot has been approved by the meeting.  
In case there is a request for the secret ballot, the chairman of the meeting shall determine the method of such secret ballot.


**Article 42.** The matters that shall be conducted at the annual general meeting of shareholders are as follows:


- (1) to consider and acknowledge the Board of Directors' report regarding the business of the Company in the preceding year;
- (2) to consider and approve the balance sheets and the profit and loss statements;
- (3) to consider and approve the appropriation of net profit and payment of dividend;
- (4) to consider and elect new directors to replace the directors who due to retire by rotation;
- (5) to consider and determine the remuneration of directors;
- (6) to consider and appoint an auditor and the remuneration of the auditor; and
- (7) other businesses.

## Instruction for using Electronic Meeting System for shareholders meetings

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/TPS154236R/#/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 2024 at 8:30 a.m. and shall be closed on 19 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 19 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

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


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 10 April 2024 at 5.00 p.m.

Company Secretary

The Practical Solution Public Company Limited

99 Soi Cement Thai, Ratchadapisek Road, Lad Yao, Chatuchak, Bangkok 10900 Thailand

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

 02-931-9141

 @inventechconnect



The system available during 10 – 19 April 2024 at 08.30 a.m. – 05.30 p.m.

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

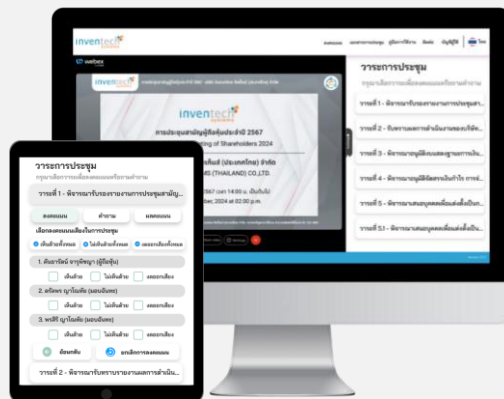


Report a problem

@inventechconnect

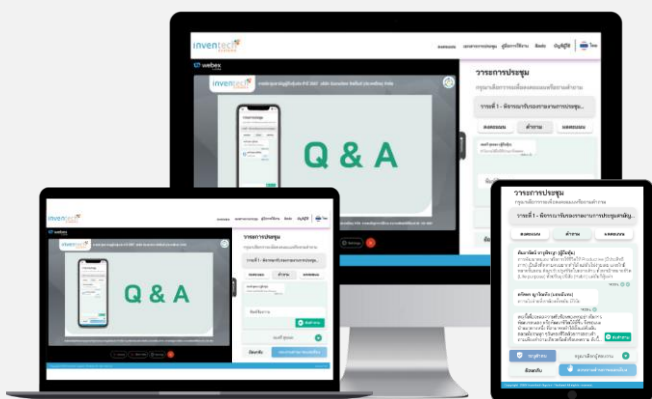
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



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

Step to ask questions via Inventech Connect



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

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

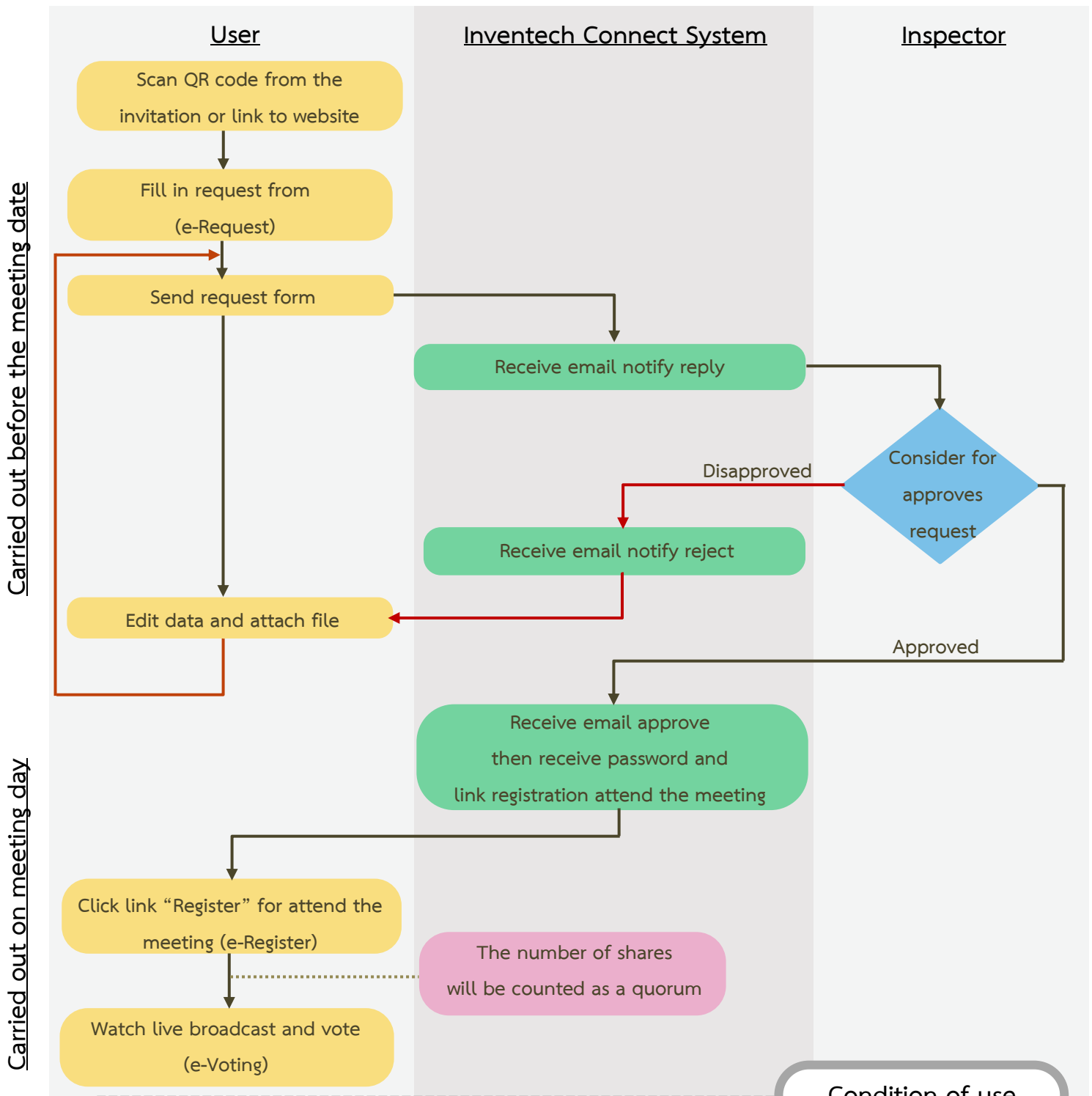


Video of using Inventech Connect

equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



**Condition of use**

**In case Merge account/change account**

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

**In case Exit the meeting**

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







The Practical Solution Public Company Limited

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