



Invitation to the 2023 AGM

on Wednesday 5th April 2023
at 14.00 hrs.



Venue:

Infraset Public Company Limited
Meeting Room 2nd Floor,
No.165/37-39 Ram Intra Road,
Anusawari, Bang Khen, Bangkok, 10220

Registration starts at 12.00 hrs.

For ease of registration,

Please bring the Registration Form with barcode
to be presented at the meeting.

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7th March 2023

- Subject: Invitation to the 2023 Annual General Meeting of Shareholders
- Attention: All Shareholders of Infraset Public Company Limited (INSET)
- Enclosures:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022 is provided in QR code (for consideration of the Agenda item 1)
 2. Annual Report 2022 (Form 56-1 One Report) in QR code, together with the Company's Financial Statements certified by the external auditors and the Audit Committee ended 31st December 2022 (for consideration of the Agenda item 2 and 3)
 3. Profiles of nominated candidates for election as Directors (for consideration of the Agenda item 5)
 4. The Definition of Independent Directors, including profiles of Independent Directors acting as shareholder proxies.
 5. The List of the Prohibitions of Actions regarded as Business Domination by Foreigners (for consideration of the Agenda item 9)
 6. Proxy Forms A, B, C (Download from the Company's website at www.infraset.co.th)
 7. Documents and evidence of identification required for registration of attendance, procedures for vote counting and report on voting results, procedures for attendance.
 8. Copy of the Company's Articles of Association governing the General Meeting of Shareholders.
 9. Privacy Notice for the Shareholders' Meeting
 10. Annual Report 2022 Request Form
 11. Map of the Meeting Venue

The Board of Directors of Infraset Public Company Limited (the "Company") resolved that the 2023 Annual General Meeting of Shareholders (the "Meeting") shall be held on **Wednesday 5th April 2023 at 14.00 hours** at Infraset Public Company Limited (Head Office), No. 165/37-39 Ram Intra Road, Anusawari Bang Khen, Bangkok, 10220, to consider the following agenda.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022.

Facts and Rationale: The Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022, was prepared by the Company, as detailed in Enclosure 1, from the date of meeting in accordance with the law. It was posted on the Company's website (www.infraset.co.th) and there was no any objection or amendment.

Opinion of the Board of Directors: It was deemed appropriate for the 2022 Annual General Meeting of Shareholders to certify the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022.

Approval Voting Condition: This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Company's operating result for the year 2022

Facts and Rationale: The Report on the Company's operations for the year 2022 had been prepared by the Company, the details provided in the Annual Report 2022 (Form 56-1 one Report) in QR code, as appeared in Enclosure 2, attached herewith.

Opinion of the Board of Directors: The Board deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders for consideration and acknowledgement of the Report on the Company's operations for the year 2022.

Approval Voting Condition: A resolution is not required as this Agenda is a matter proposed for acknowledgement.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31st December 2022.

Facts and Rationale: According to Section 112 of the Public Limited Companies Act, B.E. 2535, the Company shall prepare a statement of financial position (balance sheet) and statements of income at the end of each fiscal year, which have been audited by an external auditor, and submit them to the Meeting for approval.

Opinion of the Board of Directors: The Board deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders for consideration and approval of the Company's financial statements for the year 2022, presenting the Company's financial position and operating results for the year 2022, certified by ANS Audit Co., Ltd., and had already been considered and agreed by the Audit Committee, the details provided in the annual report for the year 2022 (QR code), appeared in Enclosure 2, attached herewith.

Approval Voting Condition: This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the appropriation of net profit as a legal reserve and the dividend payment for the year 2022.

Facts and Rationale: The Company has a policy to pay the dividend for each year with not less than 40% of net profit after deducting various reserved funds for all types as determined by law. In compliance with the Public Limited Companies Act, B.E. 2535 and Article 44, and Article 45 of the Company's Articles of Association.

Opinion of the Board of Directors: Agreed to propose the appropriation of net profit as a legal reserve and the dividend payment for the year 2022 to the Meeting for approval as follows:

- 4.1 The allocation of net profit as a legal reserve of Baht 5,276,483.35 or 5.00 percent of net profit for the year 2022 as according to Section 116 of the Public Limited Companies Act, B.E. 2535 and Article 45 of the Articles of Association of the Company.
- 4.2 The dividend payment for 12-month period from 1st January 2022 to 31st December 2022 to shareholders is determined to not exceed Baht 66,767,199 at the rate of Baht 0.09 per share. Such a dividend payment equals to 63.27 percent of net profit for the year 2022 which in accordance with the Company's dividend payment policy. Dividend payment details are as follows;
 - Paid from the operating result period during 1st January 2022 and 30th June 2022, the Company has paid an interim dividend according to the resolution of the Board of

Directors No. 3/2022 on 4th August 2022, in cash at the rate of Baht 0.04 per share or Baht 29,258,882.64

- Paid from the operating result period during 1st July 2022 and 31st December 2022, the Company would like to propose additional dividend payment to shareholders at the rate of Baht 0.05 per share or not exceed Baht 37,508,316.

Description	Date/Month/Year
▪ Determining shareholders who own the shares to receive the dividend (Record Date)	3 rd March 2023
▪ Determination of dividend payment to shareholders	3 rd May 2023

The dividend payment comparing with the previous year are as follows:

Details of Dividend Payment	Year 2020	Year 2021	Year 2022
Net Profit (Baht)	135,490,506.12	170,538,798.91	105,529,667.03
Number of Shares (Share)	560,000,000.00	615,999,966.00	750,166,311.00
Value of Interim Dividend (Baht : Share)	0.038	-	0.04
Cash Dividend per Share (Baht : Share)	0.081	0.17	0.05
Stock Dividend per Share (Baht : Share)	0.050	-	-
Total Dividend per Share (Baht : Share)	0.169	0.17	0.09
Total Dividend Paid (Baht)	94,640,000.00	104,720,000	66,767,199.00
Dividend payout ratio to net profit	69.85%	61.41%	63.27%

However, the right to receive such dividend is subject to the approval of the 2023 Annual General Meeting of Shareholders.

Approval Voting Condition: This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider the election of directors in replacement of those retiring by rotation.

Facts and Rationale: In compliance with the Public Limited Companies Act, B.E. 2535 (as amended) and Article 17 of the Company's Articles of Association, it stipulates that at each annual general meeting of shareholders, one-third of the directors shall retire by rotation, if the number of retired directors cannot be divisible by one-third, the nearest number to one-third shall vacate office. A retiring director shall be eligible for re-election. The retiring directors in the first and second year of the conversion of the Company shall be determined by drawing lots. In the subsequent years, the director who is in the office for the longest period shall retire.

There were 3 directors subject to retirement by rotation, namely.

Name of Directors	Position at the Time of Retirement
1. Mr. Saran Suphaksarun	Chairman of Audit Committee/ Independent Director/ Nomination and Remuneration Committee
2. Ms. Lalita Hongratanawong	Chairman of the Nomination and Remuneration Committee
3. Mr. Kasem Techaiya	Director

Opinion of the Nomination and Remuneration Committee: As the Board had deliberately considered the procedures and qualifications of nominated persons to the election of directors, based on their qualifications, skills and experience which are suitable to the Company's business conduct, and the ability to express truly independent opinions in addition to the qualifications as per the requirements of the SEC in case of a nomination for independent directors. The Board of Directors, excluding the nominated directors, has considered, and opined to propose the re-appointment as follows:

- 1) Mr. Saran Supaksarun
- 2) Ms. Lalita Hongratanawong
- 3) Mr. Kasem Techaiya

The three directors were re-elected to the office for another term. The profile of the nominated directors and the details of consideration are set out in Enclosure 3.

Opinion of the Board of Directors: The Board of Directors, exclusive of the directors with special interests on this agenda, has considered in compliance with criteria and procedures regarding director nomination and the Nomination and Remuneration Committee's resolution and proposed that the Meeting re-elects three (3) directors for another term.

To be in accordance with good corporate governance and to encourage the participation of shareholders, the Company offered an opportunity to shareholders to nominate any qualified candidates to be elected as directors of the Company from 1st November 2022 to 31st January 2023. Details were published on the website of the Company and the Stock Exchange of Thailand. However, there was no shareholder nominating any candidates to be elected as directors of the Company.

Approval Voting Condition: This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 To consider the remunerations of the Company's directors for the year 2023.

Facts and Rationale: Article 22 of the Company's Articles of Association. The director is entitled to receive remuneration from the Company in form of salary, reward, meeting allowance, pension, and bonus. The Shareholders' Meeting may determine the said remuneration in a certain amount or formulated as specific criteria, and determined on periodical basis, or effective on and on until being otherwise changed by the Shareholders' Meeting. The consideration and resolution shall be performed with votes of no less than two-thirds (2/3) of total number of votes of the shareholders attending the meeting. Moreover, the directors of the Company are entitled to receive allowance and welfare in accordance with the Company's rule.

The provision in paragraph one shall not affect the right of the director who is appointed from the Company's staffs and employees in receiving remuneration and benefit on behalf of the Company's staffs or employees.

Opinion of the Board of Directors: Agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remunerations for Directors and other Committees for the year 2023 as recommended by the Nomination and Remuneration Committee. The executive directors will not entitle on these remunerations.

6.1 Monthly remuneration

Unit: Baht/Month

Position	2022	2023 (Presented year)
Chairman	8,000	8,000
Director	8,000	8,000

6.2 Meeting allowance (only for directors who attend)

Unit: Baht/Attendance

Committee	Chairman		Director	
	2022	2023 (Presented year)	2022	2023 (Presented year)
Board of Directors	15,000	15,000	12,000	12,000
Audit Committee	15,000	15,000	12,000	12,000
Nomination and Remuneration Committee	15,000	15,000	12,000	12,000

6.3 Director pension: Directors receive a pension of 2 percent of the Cash dividends, but not more than 1 million Baht (only for non-executive directors).

6.4 Other non-financial benefits: N/A

Approval Voting Condition: The resolution of this agenda must be approved by vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda 7 To consider the appointment of the Company's auditor and the determination of the auditor's remuneration for the year 2023.

Facts and Rationale: In order to comply with Section 120 of the Public Limited Companies Act and Article 39 of the Company's Articles of Association "the Board of Directors shall arrange the balance sheet and profit and loss statement at the ended of the year in order to propose to the shareholders meeting in the Annual General Meeting for consideration and approval. The Board of Directors shall provide the auditor to audit balance sheet and profit and loss statement before the shareholders meeting."

Opinion of the Board of Directors: Agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and appoint the auditors and determination of the auditors' remuneration for the year 2023 by appointing any one of the following auditors from ANS Audit Co., Ltd. to be the Company's auditor for the year 2023 and also determine the audit fee for the year 2022 in the amount of Baht 1,700,000, excluding other service charges (if any). The auditors' name is as follows:

	Name		Certified Public Accountant No.	Year of auditing financial statements	Year of auditing financial statements	Percentage of Shareholding
1	Mr. Atipong	Atipongsukul	3500	-	-	None
2	Mr. Vichai	Ruchitanont	4054	-	-	None
3	Mr. Sathien	Vongsnan	3495	-	-	None
4	Ms. Kultida	Pasurakul	5946	-	-	None
5	Mr. Yuttapong	Chuamuangpan	9445	4	2017 - 2020	None
6	Ms. Kanittha	Siripattanasomchai	10837	2	2021 - 2022	None

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The six auditors have fully qualified and no relationship with or any vested interest in the Company, its subsidiaries, executives, major shareholders, or any related persons and; therefore, are independent in the audit and provision of opinion on the Company's financial statements. In addition, none of above auditors have acts as the auditor of the Company for more than 5 consecutive fiscal years.

Details of the Company's audit fees compared to last year are as follows:

Unit: Baht/Year

Audit Fee	2022	2023 (Presented year)	Increased (%)
Fee for reviewing the interim financial statements			
Quarterly	275,000.00	295,000.00	
Total 3 Quarters	825,000.00	885,000.00	
Fee for auditing the annual financial statements	795,000.00	815,000.00	
Total	1,620,000.00	1,700,000.00	4.94%

Approval Voting Condition: This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 8 To consider and approve the Amendment of the Company's Articles of Association

Facts and Rationale: In compliance with the Public Limited Companies Act, (No.4) B.E. 2535 and the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020). The amendment of the Article 24, 25, 29 and 32 of the Company's Articles of Associations are proposed follows:

<u>Existing</u>	<u>Proposed to be amended</u>
<u>Article 24.</u> In the meeting of the Board of Directors, there must be no less than half (1/2) of the total number of directors present at the meeting to constitute a quorum and the chairman of the board shall preside over the board meetings. In case the Chairman is	<u>Article 24.</u> In the meeting of the Board of Directors, there must be no less than half (1/2) of the total number of directors present at the meeting to constitute a quorum and the chairman of the board shall preside over the board meetings. In case the Chairman is

<p>not present at the meeting or is unable to perform his duties. The Vice Chairman shall preside over the meeting. But if there is no Vice-Chairman or he is not present at that meeting or unable to perform his duties. The members present at the meeting shall elect one among themselves to be the chairman of the meeting.</p> <p>The decision of the Board of Directors' meeting shall be made by a majority of votes. One director has one (1) vote in voting except for directors who have interests in one matter has no right to vote on that matter and if the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.</p>	<p>not present at the meeting or is unable to perform his duties. The Vice Chairman shall preside over the meeting. But if there is no Vice-Chairman or he is not present at that meeting or unable to perform his duties. The members present at the meeting shall elect one among themselves to be the chairman of the meeting.</p> <p>The decision of the Board of Directors' meeting shall be made by a majority of votes. One director has one (1) vote in voting except for directors who have interests in one matter has no right to vote on that matter and if the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.</p> <p><i><u>In the case that the Board of Directors' meeting is held via electronic means, it must be conducted in accordance with the rules, procedures, conditions and standards as prescribed by laws, notifications, regulations and/or any order which are in force on the date of each Board of Directors' meeting.</u></i></p>
<p><u>Article 25</u></p> <p>In summoning a meeting of the Board of Directors, the chairman of the board or a person assigned by him shall send the meeting notice to the directors at least seven (7) days prior to the meeting date. Except in case of urgent necessity to protect the rights and benefits of the Company, will notify the meeting by other means and set the meeting date earlier than that.</p> <p>The Board of Directors' meeting can be conducted via electronic conferencing by proceeding according to the Announcement of the National Council for Peace and Order No. 74/2557 regarding meetings via electronic media and announced by the Ministry of Information and Communication Technology Regarding security measures for meetings via electronic media B.E. 2557 and laws related to such meetings including any further amendments.</p>	<p><u>Article 25</u></p> <p>In summoning a meeting of the Board of Directors, the chairman of the board or a person assigned by him shall send the meeting notice to the directors at least seven (7) <i>three (3)</i> days prior to the meeting date. Except in case of urgent necessity to protect the rights and benefits of the Company, will notify the meeting by other means and set the meeting date earlier than that. <i><u>If the meeting is held via electronic means, the company can send the meeting invitation letter by electronic mail.</u></i></p> <p>The Board of Directors' meeting can be conducted via electronic conferencing by proceeding according to the Announcement of the National Council for Peace and Order No. 74/2557 regarding meetings via electronic media and announced by the Ministry of Information and Communication Technology Regarding security measures for meetings via electronic media B.E. 2557 and laws related to such meetings including any further amendments.</p>
<p><u>Article 29.</u></p> <p>The Board of Directors shall meet at least once every three (3) months at the province where the company's head office is located or nearby provinces or at any other place. The date, time and place are determined at the discretion of the Chairman of the Board.</p>	<p><u>Article 29.</u></p> <p>The Board of Directors shall meet at least once every three (3) months at the province where the company's head office is located or nearby provinces or at any other place. The date, time and place are determined at the discretion of the Chairman of the Board. <i><u>The Board of Directors' meeting may be conducted via electronic means as prescribed by laws regulating electronic</u></i></p>

	<u>conferencing. In such case, the head office of the Company shall be deemed to be the meeting place.</u>
<p><u>Article 32.</u></p> <p>In summoning a meeting of shareholders, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details. It clearly states that the matter will be proposed for acknowledgment, for approval, or for consideration and including the opinion of the Board of Directors on such matters. The notice of the meeting shall be sent not less than seven (7) days prior to the meeting date. It shall be published in a newspaper for at least three (3) consecutive days and not less than three (3) days prior to the meeting date.</p> <p>The place where the meeting will be held is in the province where the company's head office is located. or any other place as determined by the Board.</p> <p>One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold. They can sign their names and make a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time. However, the subject matter and reasons for calling the meeting must be clearly stated in the said letter. In such a case The Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>In the case that the Board of Directors fails to hold a meeting within the period specified in the preceding paragraph. The shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five (45) days from the expiration of the period under the preceding paragraph. In such case, it shall be deemed that the meeting of shareholders is called by the Board of Directors. The Company shall be responsible for necessary expenses arising from the arrangement of the meeting and reasonable facilitation.</p> <p>In the case that the quorum of the meeting called by shareholders at any time is insufficient as specified in Article 33, the shareholders summoned shall be jointly responsible for the expenses incurred from the arrangement of the meeting at that time for the Company.</p>	<p><u>Article 32.</u></p> <p>In summoning a meeting of shareholders, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details. It clearly states that the matter will be proposed for acknowledgment, for approval, or for consideration and including the opinion of the Board of Directors on such matters. The notice of the meeting shall be sent not less than seven (7) days prior to the meeting date. It shall be published in a newspaper for at least three (3) consecutive days and not less than three (3) days prior to the meeting date <u>or shall be published via electronic means in accordance with the regulations prescribed by the Registrar.</u></p> <p>The place where the meeting will be held is in the province where the company's head office is located. or any other place as determined by the Board.</p> <p><u>In this regard, the shareholders' meeting may be held via electronic means. The meeting via electronic media must comply with the rules set forth in the laws or notifications related to such meetings. Including that there will be any amendments made through the meeting control system that has information security procedures according to the announcements or criteria of relevant agencies or as required by law.</u></p> <p><u>In the case of attending shareholders' meetings and voting through electronic media, shareholders and proxies must comply with the rules and conditions set by the Company and in accordance with relevant announcements, regulations and laws including that there will be additional amendments.</u></p> <p>One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold. They can sign their names and make a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time. However, the subject matter and reasons for calling the meeting must be clearly stated in the said letter. In such a case The Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p>

	<p>In the case that the Board of Directors fails to hold a meeting within the period specified in the preceding paragraph The shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five (45) days from the expiration of the period under the preceding paragraph. In such case, it shall be deemed that the meeting of shareholders is called by the Board of Directors. The Company shall be responsible for necessary expenses arising from the arrangement of the meeting and reasonable facilitation.</p> <p>In the case that the quorum of the meeting called by shareholders at any time is insufficient as specified in Article 33, the shareholders summoned shall be jointly responsible for the expenses incurred. arising from the arrangement of the meeting at that time for the Company.</p>
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In addition, it is proposed to giving authority to authorized director of the Company and/or any person who had been assigned by the authorized director, to have the power appropriately to resolve and/or adding and/or changing the wording in the Article 24, 25, 29 and 32 of the Company's Articles of Association in all respects, in order to comply with the order of registrar of Public Company Limited Act. This includes but is not limited to the preparation, signing, proposal and/or submission of applications, including the preparation of relevant documents. and contacting the Department of Business Development Ministry of Commerce, government agencies or government organizations or any person for such purposes.

Opinion of the Board of Directors: Agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment Article 24, 25, 29 and 32 of the Company's Articles of Association to according with the Public Limited Companies Act (No. 4) B.E.2565(2020) and the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020). This shall enhance the flexibility and convenience in arranging board meetings and shareholders' meetings and including the power of authorization on such matters as proposed in facts and rationale.

Approval Voting Condition: The resolution of this agenda must be approved by vote of not less than three-fourths of the total votes of the shareholders attending the meeting.

Agenda 9 To consider and approve the “Prohibitions of Actions regarded as Business Domination by Foreigners ”

Facts and Rationale: As the Company has received the type three telecommunications business license no. TEL3/2564/011 from Office of the National Broadcasting and Telecommunication Commission (the “NBTC”). Thus, the Company must comply with the Notification of NBTC RE: “Determination of Prohibitions of Actions regarded as Business Domination by Foreigners B.E. 2555 (and the Amendment)”, which prescribe that, in each year, the licensee has duty to report the circumstances and status of foreign domination and the licensee shall prescribe and review the prohibitions of actions regarded as business domination by foreigners (“Prohibitions”) and submit to the NBTC for acknowledgement and the Prohibitions must get approval from the shareholders’ meeting

In 2022, the Company has delivered the circular letter to the shareholders to acknowledge the mentioned Prohibitions. Therefore, the Board of Directors agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners” as appeared in Enclosure 5.

Opinion of the Board of Directors: The Board of Directors has considered that the Company has complied with the Prohibitions and there is no action that is considered as dominance by foreigners. The Board deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders for consideration and approve the “Prohibitions of Actions regarded as Business domination by Foreigners”

Approval Voting Condition: This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 10 To consider other business (if any).

Facts and Rationale: According to Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment), when the Shareholders’ Meeting completely considered the agendas specified in the notice of meeting, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Shareholders’ Meeting to consider other matters in addition to those specified in the notice of meeting.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to open this agenda so that shareholders would be able to inquire and/or express opinions on any matters without resolution. However, if shareholders would like to propose the consideration and resolution, it shall be in accordance with rules and conditions of Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment).

With reference to the Company invited the shareholders to propose agenda of Shareholders' Meeting prior the 2023 Annual General Meeting of Shareholders from 1st November 2022 to 31st January 2023 via the Company's website. The Company would like to inform that such period was ended and there was no shareholder to propose agenda in advance.

To hold the 2023 Annual General Meeting of Shareholders on 5th April 2023 at 14.00 hours at Infraset Public Company Limited (Head Office), 2nd Floor, No. 165/37-39 Ram Intra Road, Anusawari, Bang Khen, Bangkok 10220. In this regard, the Company has fixed the Record Date on which shareholders have the right to attend the 2023 Annual General Meeting of Shareholders on 3 March 2023

Due to the uncertain situation of the Coronavirus Disease 2019 (COVID-19) epidemic. The Company therefore requests cooperation from all shareholders considers the method of proxy to independent directors. The shareholder shall authorize one of the Company's independent directors to attend and vote on his or her behalf. Profiles of Independent Directors acting as shareholder proxies are as detailed in Enclosure 4.

However, for the shareholder who wishes to attend the meeting in person or proxy to attend the meeting, for quick and easy registration, please strictly follow the procedures. In this regard, the Company has set a limit on the number of seats for shareholders who come to attend the meeting in person. Therefore, apologize for any inconvenience occur this opportunity.

Any shareholder who wishes to appoint a proxy to attend the shareholders' meeting and vote on his or her behalf must complete, for your convenience, the Company would like to recommend the Proxy Form B which provide more definite details of authorization or download either Proxy Form A (general appointment), Proxy Form B (specific voting appointment) or Proxy Form C (only foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at www.infraset.co.th as detailed in Enclosure 6.

Sincerely yours,



(Mr. Kampanart Lohacharoenvanich)
Chairman of the Board

สำเนารายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565 ในรูปแบบของคิวอาร์โค้ด
Copy the Minutes of the Annual General Meeting of Shareholders No.1/2022 (QR Code)

ประกอบพิจารณาระเบียบวาระที่ 1

Supporting Document for consideration of Agenda 1

บริษัทได้จัดทำรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2565 นับแต่วันประชุมตามที่กฎหมายกำหนด พร้อมทั้งเผยแพร่รายงานดังกล่าวทางเว็บไซต์ของบริษัทฯ ที่ (www.infraset.co.th) ซึ่งไม่ปรากฏว่ามีผู้ใดคัดค้านหรือขอแก้ไขแต่อย่างใด

The Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022, was prepared by the Company, as detailed in Enclosure 1, from the date of meeting in accordance with the law. It was posted on the Company's website (www.infraset.co.th) and there was no any objection or amendment.

วิธีการใช้รหัสคิวอาร์โค้ด QR Code สำหรับดาวน์โหลด
 สำเนารายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565

Instructions for using QR Code in downloading files
Copy of the Minutes of the AGM No.1/2022

INSET
 The Minutes of the AGM No.1/2022
TH Version



(QR code)

รายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565

INSET
 The Minutes of the AGM No.1/2022
ENG Version



(QR code)

รายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565

สำหรับระบบปฏิบัติการ iOS

1. เปิดกล้อง (Camera) บนโทรศัพท์มือถือ
2. สแกนที่สัญลักษณ์ QR Code (ตามรูปด้านบน)
3. หน้าจอจะมีข้อความแจ้งเตือน (Notification) ให้กดที่ข้อความนั้นเพื่อดูข้อมูลสำเนารายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565

หมายเหตุ :

กรณีที่ไม่มีข้อความแจ้งเตือน (Notification) บนมือถือ ผู้ถือหุ้นสามารถสแกน QR Code ผ่านแอปพลิเคชันอื่นๆ ได้เช่น QR Code Reader หรือ LINE เป็นต้น

For iOS

1. Turn on the Mobile Camera.
2. Scan the QR Code
3. A notification will appear on the top of the screen, click the notification to access Copy of the Minutes of the AGM No.1/2022

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 or LINE

สำหรับระบบปฏิบัติการแอนดรอยด์

1. เปิดแอปพลิเคชัน LINE
2. เลือก “เพิ่มเพื่อน”
3. เลือก “QR Code”
4. สแกนที่สัญลักษณ์ QR Code เพื่อเข้าสู่ดูสำเนารายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565

For Android

1. Open LINE application
2. Select “Add Friend”
3. Select “QR Code”
4. Scan the QR Code to access the Copy of the Minutes of the AGM No.1/2022

รายงานประจำปี 2565 (แบบ 56-1 One Report) ในรูปแบบของคิวอาร์โค้ด (QR Code)

ประกอบพิจารณาระเบียบวาระที่ 2 และ 3

Supporting Document for consideration of Agenda 2 and 3

รายงานประจำปี 2565 (แบบ 56-1 One Report) พร้อมงบการเงินของบริษัทฯ สิ้นสุดวันที่ 31 ธันวาคม 2565
ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีภายนอกและคณะกรรมการตรวจสอบแล้ว

วิธีการใช้รหัสคิวอาร์โค้ด QR Code สำหรับดาวน์โหลด
รายงานประจำปี 2565 (แบบ 56-1 One Report)

Instructions for using QR Code in downloading
files. The 2022 Annual Report (form 56-1 One
Report)

INSET 2022 ANNUAL REPORT

TH Version



(QR Code)

รายงานประจำปี 2565

INSET 2022 ANNUAL REPORT

ENG Version



(QR Code)

รายงานประจำปี 2565

สำหรับระบบปฏิบัติการ iOS

1. เปิดกล้อง (Camera) บนโทรศัพท์มือถือ
2. สแกนที่สัญลักษณ์ QR Code (ตามรูปด้านบน)
3. หน้าจอจะมีข้อความแจ้งเตือน (Notification)
ให้กดที่ข้อความนั้นเพื่อดูข้อมูลรายงานประจำปี 2565
(แบบ 56-1 One Report)

หมายเหตุ:

กรณีที่ไม่มีข้อความแจ้งเตือน (Notification) บนมือถือ
ผู้ถือหุ้นสามารถสแกน QR Code ผ่านแอปพลิเคชันอื่นๆ ได้
เช่น QR Code Reader หรือ LINE เป็นต้น

For iOS

1. Turn on the Mobile Camera.
2. Scan the QR Code
3. A notification will appear on the top of
the screen, click the notification to
access the 2022 Annual Report
(form 56-1 One Report)

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 or LINE

สำหรับระบบปฏิบัติการแอนดรอยด์

1. เปิดแอปพลิเคชัน LINE
2. เลือก “เพิ่มเพื่อน”
3. เลือก “QR Code”
4. สแกนที่สัญลักษณ์ QR Code เพื่อเข้าดูรายงานประจำปี
2565 (แบบ 56-1 One Report)

For Android

1. Open LINE application
2. Select “Add Friend”
3. Select “QR Code”
4. Scan the QR Code to access the 2022
Annual Report (form 56-1 One Report)

Preliminary information on the nominated persons being proposed for directorships.

Preliminary information on the nominated persons being proposed for directorships No.1
Supporting Document for consideration of Agenda 5

Biography of Directors to be elected as Directors to

replace those retiring by rotation

Name/Surname : Mr. Saran Supaksaran
Position : Chairman of Audit Committee / Independent Director /
 Member of the Nomination and Remuneration Committee
Nationality : Thai
Age : 49 Years old



Number of Shareholding (31 Dec 22)
 : 1,500,000 shares representing 0.20% of paid-up capital

Education Background:

- Master of Science in Financial Science, Chulalongkorn University
- Bachelor of Accountancy (Accounting), Thammasat University

Training Record: Thailand Institute of Director Association (IOD)

- Audit Committee Program (ACP) 25/2017
- Director Accreditation Program (DAP) 114/2015)
- Board Nomination and Compensation Program (BNCP 8/2019)

Work experience in previous 5 years:

2019 – Present	: Chairman of the Audit Committee, Independent Director, Member of the Nomination and Remuneration Committee,	Infraset PCL.
2021 – Present	: Member of Risk Management, Member of the Nomination and Remuneration Committee,	International Network System PCL.
2021 – Present	: Audit Committee, Chairman of the Risk Management Committee,	Nirvana Daii PCL.
2021 – Present	: Chairman of Audit Committee,	Ratchaphruek Hospital PCL.
2018 – Present	: Audit Committee, Chairman of the Nomination and Remuneration Committee,	Sabuy Technology PCL.
2015 – 2021	: Member of the Audit Committee,	Ratchaphruek Hospital PCL.
2014 – Present	: Member of the Audit Committee, Member of the Nomination and Remuneration Committee,	Rejthanee Hospital PCL.

Current Position:

- In other listed companies	: 5 Companies
- In business which is not a listed company	: 2 Companies
- In business which competes against/Relates to the Company's business	: - none -

Type of Director to be proposed for appointment : Director

Date of Appointment as a Director : 15 March 2019

Year of Service : 3 years
Year of Service Until Next Term : 3 years
Attendance in year 2022 : 4/4 (The Board of Directors' Meeting)
: 1/1 (Annual General Meeting of Shareholders)

Director or Executive Position in Other Organizations that may cause conflict of interest with the Company : -None-

Directorship Qualifications according to applicable laws and does not have prohibited qualifications According to the announcement of the Capital market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Preliminary information on the nominated persons being proposed for directorships.

Preliminary information on the nominated persons being proposed for directorships No.2
Supporting Document for consideration of Agenda 5

Biography of Directors to be elected as Directors to replace those retiring by rotation

Name/Surname : Miss Lalita Hongratanawong
Position : Chairman of the Nomination and Remuneration Committee/
Independent Director/ Member of the Audit Committee

Nationality : Thai
Age : 45 Years old

Number of Shareholding (31 Dec 22)
: 1,650,000 shares representing 0.22% of paid-up capital

Education:

- Doctor of Philosophy in Management Science, Illinois Institute of Technology, USA
- Master of Science in Finance, Illinois Institute of Technology, USA
- Master of Science in Information Technology in Business, Chulalongkorn University
- Bachelor of Accounting, Chulalongkorn University



Training Record: Thailand Institute of Director Association (IOD)
Director Certification Program (DCP) 233/2017
Director Accreditation Program (DAP) 130/2016
Board Nomination and Compensation Program (BNCP 8/2019)

Work experience in previous 5 years:

2019 – Present	:	Independent Director, Member of the Audit Committee,	Syn Mun Kong Insurance PCL.
2019 – Present	:	Chairman of the Nomination and Remuneration Committee, Independent Director, Member of the Audit Committee,	Infraset PCL.
2018 – Present	:	Chairman of the Nomination and Remuneration Committee, Pharmaceutical Manufactory PCL.	Director, JSP
2021 – Present	:	Independent Director.	Int X Co. Ltd.

Current Position:

- In other listed companies	:	2 Companies
- In business which is not a listed company	:	2 Companies
- In business which competes against/Relates to the Company's business : - none -		

Type of Director to be proposed for appointment :

Chairman of the Nomination and Remuneration Committee/ Independent Director/
Member of the Audit Committee

Date of Appointment as a Director : 15 March 2019
Year of Service : 3 years
Year of Service Until Next Term : 3 years
Attendance in year 2022 : 4/4 (The Board of Directors' Meeting)

: 1/1 (Annual General Meeting of Shareholders)

Director or Executive Position in Other Organizations that may cause conflict of interest with the Company : -None-

Directorship Qualifications according to applicable laws and does not have prohibited qualifications According to the announcement of the Capital market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

Preliminary information on the nominated persons being proposed for directorships.

Preliminary information on the nominated persons being proposed for directorships No.3
Supporting Document for consideration of Agenda 5

Name/Surname : Mr. Kasem Techaiya
Position : Director
Nationality : Thai
Age : 47 Years old



Number of Shareholding (31 Dec 22)
 : 2,475,000 shares representing 0.33 % of paid-up capital

Education Background:

- EMBA, (Executive Master of Business Administration) University of the Thai Chamber of Commerce
- Bachelor of Business Administration University of the Thai Chamber of Commerce

Training Record: Thailand Institute of Director Association (IOD)

- Director Accreditation Program (DAP) 152/2018
- Director Certification Program (DCP) 292/2020

Work experience in previous 5 years:

2019 – Present : Director, Infraset PCL.
 2015 – Present : Senior Executive Vice President, Phillip (Thailand) PCL.

Current Position:

- In other listed companies : 1 Companies
 - In business which is not a listed company : 1 Companies
 - In business which competes against/Relates to the Company's business : - none -

Type of Director to be proposed for appointment : Director

Date of Appointment as a Director : 15 March 2019

Year of Service : 3 years

Year of Service Until Next Term : 3 years

Attendance in year 2022 : 4/4 (The Board of Directors' Meeting)
 : -/1 (Annual General Meeting of Shareholders)

Director or Executive Position in Other Organizations that may cause conflict of interest with the Company : -None-

Directorship Qualifications according to applicable laws and does not have prohibited qualifications According to the announcement of the Capital market Supervisory Board : Yes

Dispute in the 10 preceding years : -None-

The Definition of Independent Director and profiles of Independent Directors acting as shareholder proxies

Definition and qualifications of Independent Director of the Company

Independent Directors are directors who have independence to express their opinions, and must have the qualifications comply with the guidelines of the Company, Securities and Exchange Commission, and Stock Exchange of Thailand as follows:

- Do not hold more than 1% of the total voting share of the Company, subsidiaries, associates, or any companies that may have conflict of interest and also including the shares held by related persons of such Independent Director.
- Is not nor used to be a director that takes part in the management, employees, advisors who receive regular salary from or controlling entity of the Company, subsidiaries, associates, or any companies that may have conflict of interest, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the appointment.
- Not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
- Do not have nor used to have business relationship with the Company, subsidiaries, associates or any companies that may have conflict of interest in such a way which could potentially interfere with his or her discretion. Is not and have never been a significant shareholder or the controlling person of any entities who has a business relationship with the Company, subsidiaries, associates or any companies that may have conflict of interest, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the date of appointment.
- Is not nor used to be an auditor of the Company, subsidiaries, associates or any companies that may have conflict of interest and is not a major shareholder, a director, the controlling person or partner to such audit firm to which the auditor of the Company, subsidiaries, associates or any companies that may have conflict of interest belongs to except in the case that he or she remains free from the abovementioned characteristics for a period of not less than 2 years prior to the appointment.
- Have not been nor used to provide professional service which includes legal or financial advisory service for compensation value over Baht 2 million a year to the Company, subsidiaries, associates or any companies that may have conflict of interest and is not a major shareholder, the controlling person or partner to such service providers, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the date of appointment.
- Shall not be a director appointed as representatives of the Board of Directors, a major shareholder or shareholder who is related to a major shareholder of the Company.
- Shall not conduct any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which conducts business in the same nature and in competition with the business of the Company or its subsidiary.
- Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

Information of the Independent Directors to present as proxy.



Name/Surname : **Mr. Kampanart Lohacharoenvanich**
Position : Chairman of the Board/ Independent Director/
 Member of the Audit Committee
Age : 72 Years old
Address : Infraset Public Company Limited,
 165/37-39 Ram Intra Road, Anusawari,
 Bang Khen, Bangkok, 10220

Conflict of Interest:

- **Agenda 6** : To consider the remunerations of the Company's directors for the year 2023.



Name/Surname : **Mr. Saran Supaksaran**
Position : Chairman of the Audit Committee /
 Independent Director/ Member of the
 Nomination and Remuneration Committee
Age : 49 Years old
Address : Infraset Public Company Limited,
 165/37-39 Ram Intra Road, Anusawari,
 Bang Khen, Bangkok, 10220

Conflict of Interest:

- **Agenda 5** : To consider the election of directors in replacement of those retiring by rotation
- **Agenda 6** : To consider the remunerations of the Company's directors for the year 2023.



Name/Surname : **Miss Lalita Hongratanawong**
Position : Chairman of the Nomination and
 Remuneration Committee/Independent
 Director/ Member of the Audit Committee
Age : 45 Years old
Address : Infraset Public Company Limited,
 165/37-39 Ram Intra Road, Anusawari,
 Bang Khen, Bangkok, 10220

Conflict of Interest:

- **Agenda 5** : To consider the election of directors in replacement of those retiring by rotation
- **Agenda 6** : To consider the remunerations of the Company's directors for the year 2023.

During the past 10 years, all independent directors of the Company as mentioned above have not committed any offenses and have no following relationship which might have a conflict of interest:

- Having a kind relationship among the Company's management/ majority shareholders of the Company and its subsidiary.
- Taking part in the management and/or being an employee, staff member, advisor who receives a regular salary.
- Being professional services provider, e.g., auditor, legal advisor.
- Having special interest differing from those of others independent directors.
- Having significant business relations that could obstruct independent judgement.

[Some Quote]

**The Notification of the National Broadcasting and Telecommunications Commission Re:
The prohibitions of actions regarded as business domination by foreigners A.D. 2012**

Published in the Government Gazette on 23 July 2012 Book 129 Special Section 117 D

“Prohibitions” means the prohibitions of actions regarded as business domination by foreigners, according to guideline in attachment to the notification.

“Business Domination” means the power to control or influence whether direct or indirect by foreigner to regulate the policy, the management, operation, appointment of directors or top management on consequence of telecommunication business operation of licensee by holding shares at a half or more than half of all voting rights or controlling majority votes in shareholder meeting or being able to appoint and remove more than half of the board of directors.

Item 7. Within 30 days after the Annual General Meeting of Shareholders, licensee shall determine and review the prohibition and submit to the NBTC with certification signed by authorized person that the Company will not violate the prohibition in the Notification.

The prohibitions according to paragraph 1 shall be approved by the shareholder meeting of licensee.

[Attachment to the notification]
List of the Prohibitions of Business Domination by Foreigner

1. Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or
2. Dominated by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or
3. Dominated by Foreigner who has authority, control or influence whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top management Top management means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of licensee; or
4. Dominated by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower than market rate, business risk insurance or granting credit in discriminatory manner; or
5. Dominated by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or
6. Dominated by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or
7. Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or
8. Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

Announcement

Infraset Public Company Limited

The Prohibitions of actions regards as Business Domination by Foreigner is as follows:

1. Prohibition of business dominance through foreigner or agent by holding shares whether directly or indirectly to avoid the announcement of the Notification of the National Broadcasting and Telecommunications Commission Re: The prohibitions of actions regarded as business domination by foreigners B.E. 2555
2. Prohibition of business dominance through shareholding by foreigners themselves or through a representative or representatives of foreigners such shares have the right to vote in the shareholders' meeting in excess of the proportion of shares actually held. Or shares with special privileges over shares held by Thai nationals.
3. Prohibition of business dominance through direct or indirect control or influence by foreigners in policy-making. Management, operation or appointment of directors or senior executives of the company high-level executive means the Chairman of the Board, managing director, manager, director, chief procurement executive, chief financial officer or any other person who controlling or influence on business management or operating telecommunication of license.
4. Prohibition of business dominance through legal relations with sources of funds and loans from foreigners or affiliated such as loan guarantees, offering interest rate that lower than the market price, business risk insurance or granting of credits, in a discriminatory manner.
5. Prohibition of business dominance through an intellectual property contract Franchise contract or a contract that gives exclusive rights to foreigners or affiliate on consequence of transferring expenses and benefits to foreigners.
6. Prohibition of business dominance through a procurement contract or management contract with foreigners or affiliate or employees of foreigners or affiliate on consequence of transferring expenses and benefits to foreigners.
7. Prohibition of business dominance through joint venture with foreigners or affiliate. There is an allocation or share of the cost of operating the business in a way that results in the transfer of expenses and benefits to foreigners.
8. Prohibition of business dominance through transactions in the form of transfer pricing or price collusion with foreigners or affiliate.

อากรแสตมป์
20 บาท
Duty stamp
20฿

หนังสือมอบฉันทะ แบบ ก. (PROXY Form A.)
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(A general and simple Proxy Form)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ ปี _____

Date Month Year

1. ข้าพเจ้า _____ สัญชาติ _____

I/We _____ Nationality _____

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

District Province Postal Code

2. เป็นผู้ถือหุ้นของ บริษัท อินฟราเซท จำกัด (มหาชน) being a shareholder of Infraset Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of _____ shares with the voting rights _____ votes as follows:

☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

ordinary share _____ shares with the voting rights _____ votes as follows:

☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

ordinary share _____ shares with the voting rights _____ votes as follows:

3. ขอมอบฉันทะให้ (สามารถมอบฉันทะให้การรวมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 4)

Hereby appoint (May grant proxy to Independent Director of which details as in Attachment 4)

☐ (1) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

☐ (2) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

☐ (3) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

คนหนึ่งคนเดียวเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 5 เมษายน พ.ศ.2566 เวลา 14.00 น. ณ สำนักงานใหญ่ บริษัท อินฟราเซท จำกัด (มหาชน) เลขที่ 165/37-39 ถนนรามอินทรา แขวงอนุสาวรีย์ เขตบางเขน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at the 2023 Annual General Shareholder's Meeting to be held on 5th April 2023 at 14.00 hours at Infracet Public Company Limited (Head Office) 165/37-39 Ram Intra Road, Anusawari, Bang Khen, Bangkok or on the date and at the place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ ผู้มอบฉันทะ
Signature Proxy Grantor
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

หมายเหตุ

Remarks

ผู้ถือหุ้นที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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

อักษรแสดงปี 20 บาท Duty stamp 20฿

หนังสือมอบฉันทะ แบบ ข. (PROXY Form B.)

(แบบกำหนดรายการต่าง ๆ ที่มอบฉันทะที่ละเอียดชัดเจนตายตัว)

(The form clearly specifies certain items and authority to be delegated to the Proxy)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ ปี _____

Date Month Year

1. ข้าพเจ้า _____ สัญชาติ _____

I/We _____ Nationality _____

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

District Province Postal Code

2. เป็นผู้ถือหุ้นของ บริษัท อินฟราเซต จำกัด (มหาชน)

being a shareholder of Infracet Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of _____ shares with the voting rights _____ votes as follows:

☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

ordinary share _____ shares with the voting rights _____ votes as follows:

☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

ordinary share _____ shares with the voting rights _____ votes as follows:

3. ขอมอบฉันทะให้ / Hereby appoint

☐ (1) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

☐ (2) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

☐ (3) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

คนหนึ่งคนเดียวเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 5 เมษายน พ.ศ. 2566 เวลา 14.00 น. ณ สำนักงานใหญ่ บริษัท อินฟราเซต จำกัด (มหาชน) เลขที่ 165/37-39 ถนนรามอินทรา แขวงอนุสาวรีย์ เขตบางเขน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at the 2023 Annual General Shareholder's Meeting to be held on 5th April 2023 at 14.00 hours at Infracet Public Company Limited (Head Office) 165/37-39 Ram Intra Road, Anusawari, Bang Khen, Bangkok or on the date and at the place as may be adjourned.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2565

Agenda no. 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022.

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท สำหรับปี 2565

Agenda no. 2 To acknowledge the Company's operating result for the year 2022

☐ ให้ผู้รับมอบฉันทะรับทราบรายงานผลการดำเนินงานของบริษัท สำหรับปี 2565
The proxy is entitled to acknowledge the Company's operating result for the year 2022.

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda no. 3 To consider and approve the Company's financial statements for the year ended 31 December 2022.

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4

พิจารณาอนุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลประจำปี 2565

Agenda no. 4

To consider and approve the appropriation of net profit as a legal reserve and the dividend payment for the year 2022.

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain.

วาระที่ 5

พิจารณาอนุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda no.5

To consider the election of directors in replacement of those retiring by rotation.

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions.

☐ การแต่งตั้งกรรมการทั้งชุด

Appoint all the nominated candidates as a whole.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain.

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint an individual candidate.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(1) ชื่อกรรมการ นาย ศรัณย์ สุภักดิ์ศรัณย์

Name of Director Mr. Saran Supaksaran

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(2) ชื่อกรรมการ นางสาว ลลิตา หงษ์รัตนวงศ์

Name of Director Ms. Lalita Hongratanawong

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(3) ชื่อกรรมการ นาย เกษม เตไชยา

Name of Director Mr. Kasem Techaiya

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6

พิจารณากำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2566

- Agenda no. 6 To consider the remunerations of the Company's directors for the year 2023
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with the following instructions:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7 พิจารณาการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566
- Agenda no.7 To consider the appointment of the Company's auditor and the determination of the auditor's remuneration for the year 2023.
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with the following instructions:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อที่ 24, 25, 29 และ 32
- Agenda no. 8 To consider and approve the Amendment of the Company's Articles of Association No. 24, 25, 29 and 32
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with the following instructions:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 9 พิจารณานุมัติการกำหนด "ข้อห้ามการกระทำที่มีลักษณะเป็นการครอบงำกิจการโดยคนต่างด้าว"
- Agenda no. 9 To consider and approve the "Prohibitions of Actions regarded as Business Domination by Foreigners"
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with the following instructions:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda no. 10 To consider other business (if any).

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

5. ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

6. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

7. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือว่าเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ ผู้มอบฉันทะ

Signature Proxy Grantor

(.....)

ลงชื่อ ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

หมายเหตุ /Remarks

1. ผู้ถือหุ้นที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อหนังสือมอบฉันทะ แบบ ข. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



หนังสือมอบฉันทะ แบบ ค. (PROXY Form C.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(The Form for foreign shareholders who have custodians in Thailand only)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ ปี _____

Date Month Year

1. ข้าพเจ้า _____ สัญชาติ _____

I/We _____ Nationality _____

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

District Province Postal Code

2. เป็นผู้ถือหุ้นของ บริษัท อินฟราเซต จำกัด (มหาชน)

being a shareholder of Infraset Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of _____ shares with the voting rights _____ votes as follows:

☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

ordinary share _____ shares with the voting rights _____ votes as follows:

☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

ordinary share _____ shares with the voting rights _____ votes as follows:

3. ขอมอบฉันทะให้ /Hereby appoint

☐ (1) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

☐ (2) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

☐ (3) ชื่อ _____ อายุ _____ ปี

Name Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____

Address Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

District Province Zip Code

คนหนึ่งคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 5 เมษายน พ.ศ.2566 เวลา 14.00 น. ณ สำนักงานใหญ่ บริษัทอินฟราเซท จำกัด (มหาชน) เลขที่ 165/37-39 ถนนรามอินทรา แขวงอนุสาวรีย์ เขตบางเขน กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at the 2023 Annual General Shareholder's Meeting to be held on 5th April 2023 at 14.00 hours at Infracore Public Company Limited (Head Office) 165/37-39 Ram Intra Road, Anusawari, Bang Khen, Bangkok or on the date and at the place as may be adjourned.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

☐ มอบฉันทะบางส่วน คือ ☐ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Grant partial shares of Ordinary share shares, entitled to voting right votes.

5. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2565

Agenda no. 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on 20th April 2022.

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท สำหรับปี 2565

Agenda no. 2 To acknowledge the Company's operating result for the year 2022

☐ ให้ผู้รับมอบฉันทะรับทราบรายงานผลการดำเนินงานของบริษัท สำหรับปี 2565

The proxy is entitled to acknowledge the Company's operating result for the year 2022.

วาระที่ 3 พิจารณามุ่งติงการเงินของบริษัท สำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda no. 3 To consider and approve the Company's financial statements for the year ended 31 December 2022.

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4

พิจารณาอนุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลประจำปี 2565

Agenda no. 4

To consider and approve the appropriation of net profit as a legal reserve and the dividend payment for the year 2022

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain.

วาระที่ 5

พิจารณาอนุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda no. 5

To consider the election of directors in replacement of those retiring by rotation.

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with the following instructions.

☐ การแต่งตั้งกรรมการทั้งชุด

Appoint all the nominated candidates as a whole.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain.

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint an individual candidate.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(1) ชื่อกรรมการ นาย ศรัณย์ สุภักดิ์ศรัณย์

Name of Director Mr. Saran Supaksaran

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(2) ชื่อกรรมการ นางสาว ลลิตา หงษ์รัตนวงศ์

Name of Director Ms. Lalita Hongratanawong

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(3) ชื่อกรรมการ นาย เกษม เตไชยา

Name of Director Mr. Kasem Techaiya

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2566
 Agenda no. 6 To consider the remunerations of the Company's directors for the year 2023
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 7 พิจารณาการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566
 Agenda no.7 To consider the appointment of the Company's auditor and the determination of the auditor's remuneration for the year 2023
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯข้อที่ 24, 25, 29 และ 32
 Agenda no. 8 To consider and approve the Amendment of the Company's Articles of Association No. 24, 25, 29 and 32
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 9 พิจารณานุมัติการกำหนด "ข้อห้ามการกระทำที่มีลักษณะเป็นการครอบงำกิจการโดยคนต่างด้าว"
 Agenda no. 9 To consider and approve the "Prohibitions of Actions regarded as Business Domination by Foreigners"
- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda no. 10 To consider other business (if any).

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

6. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

7. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ ผู้มอบฉันทะ
Signature Proxy Grantor
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

หมายเหตุ / Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The proxy form C is only used for shareholders whose names appeared in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ / Evidences to be enclosed with the proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C

Documents that shall be presented at registration.

1. This Meeting and all documentation in use is in accordance with the Articles of Association, Chapter 4 Shareholders Meeting No. 31-36. A copy of the Articles of Association is attached.
2. Shareholders who attend this Meeting in person shall bring and present his/her identification card (ID) or other IDs such as an Official ID or driver's license to prove their identification before registration.
3. Registration begins at 12.00 pm. The Shareholder, or Proxy, shall present their ID, and/or Proxy Form, the staff will record in the system. They then go to the next station for their ballot papers.
4. Shareholders who intend to have a Proxy attend the meeting and vote, shall please fill in and sign a Proxy Form. Shareholders should select the correct Proxy Form (A, B or C)
5. In case of using a Proxy in the Meeting:
 - a. For an Ordinary Shareholder, the principle and the proxy shall enclose signed copies of their IDs together with a Proxy Form.
 - b. For a Juristic Shareholder, the principle must enclose a copy of their certificate, signed by an authorized person(s), and the proxy shall enclose a signed copy of their ID.
6. Shareholders who intend to authorize an Independent Director as a Proxy, only one of the following names of Independent Directors can be chosen:

Mr. Saran Supaksaran (Chairman of Audit Committee) or
Mr. Kampanart Lohacharoenvanich (Audit Committee Member) or
Miss Lalita Hongratanawong (Audit Committee Member)

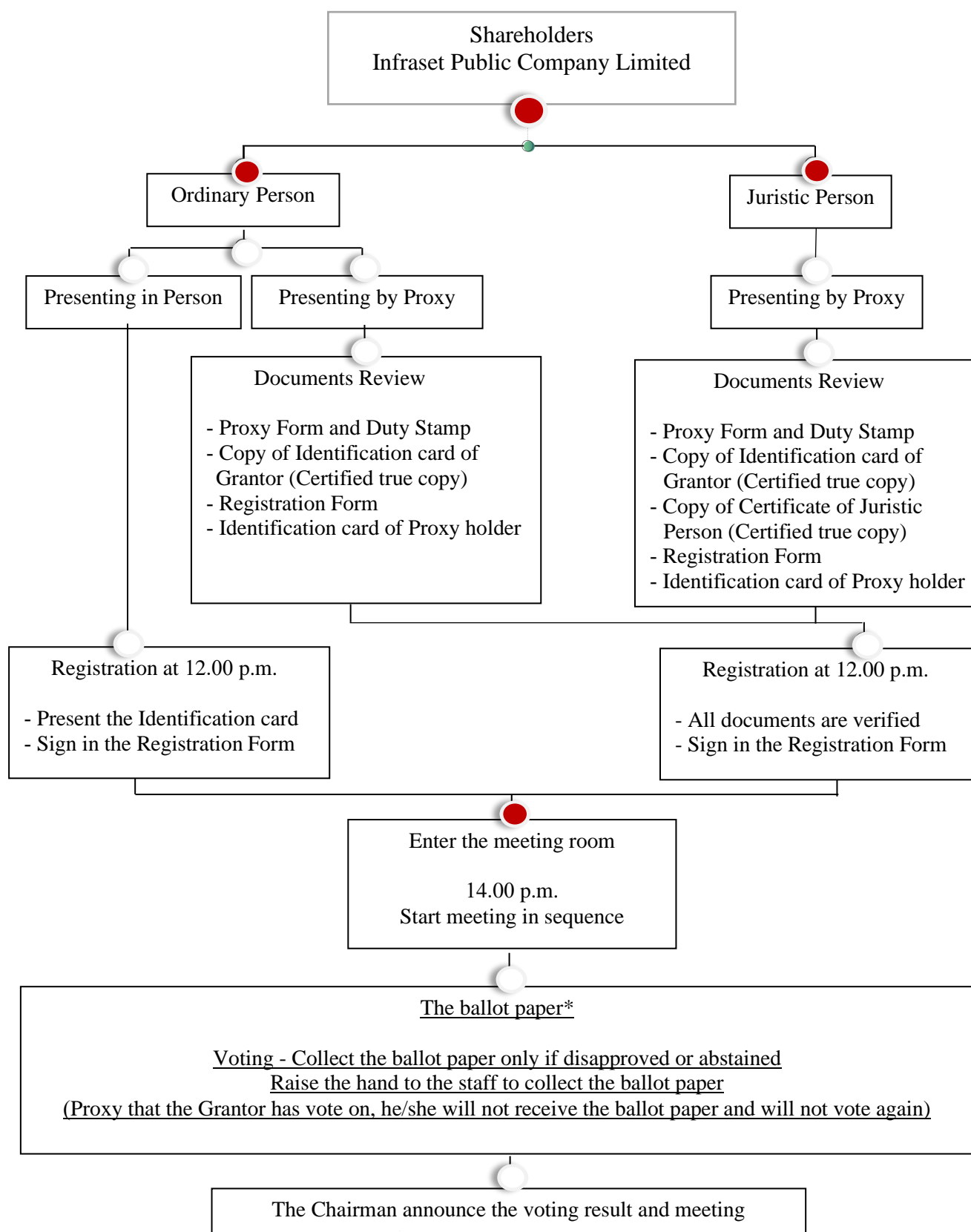
Procedures for Vote Counting and Report on Voting Results **Voting Process**

1. Only shareholders wishing to cast their votes as disapproval or abstention shall be required to indicate a mark in disapproval or abstention vote on the ballots (given to all of the shareholders at the registration) and the Chairman asked the officials to collect the ballots for vote counting, and announced the voting results to the Meeting.
2. Any shareholder who did not cast their votes on the ballots or failed to submit their ballots to the officials would be assumed to have approved the agenda item as proposed by the Chairman.

Procedures for Vote Counting

1. The method of voting shall be based on one share one vote and the majority of votes shall be deemed as a resolution except as stated otherwise by law, In the event of an equality of vote, the Chairman shall be entitled to a second or casting vote.
2. For vote counting in each agenda item, disapproval and/or abstention votes shall be deducted from the total number of votes cast by the shareholders present at the Meeting. The remainder of the votes will be counted as approve. The number of votes cast by the proxy has already been included in the Proxy Form. Those votes were recorded at the time of registration
3. If any shareholder desires to leave the Meeting and already vote on the ballots in advance, please contact the officials, except for their voting in approval.
4. The voting results will be announced for votes as approval, disapproval, abstention. In each agenda item, the quorum will be based on the latest number of shares held by attendants present in the Meeting.

Procedures for Attending the 2023 Annual General Meeting of Shareholders



*** At the end of meeting, please return the ballot paper at the staff to used checking score in agenda 5; the election of directors**

Copy of the Articles of Association in Part Relating to the 2023 Annual General Meeting of Shareholders

- Article 15. The Company shall have a Board of Directors to operate the business. The Board of Directors shall consist of at least five (5) directors whereas the directors at least one-half (1/2) of total number of directors shall have residence in Thailand. The directors shall possess the qualification as required by law and the directors of the Company can either be shareholder of the Company or not.
- Article 16. The directors shall be elected by the Shareholders' Meeting in accordance with the following rules and procedures:
- (1) Each shareholder shall have one (1) vote per one (1) share.
 - (2) Each shareholder shall exercise all existing votes under (1) to elect one or several person(s) to be the directors, provided that more or less votes shall not be divisible.
 - (3) The candidates who have highest votes in order shall be elected to be the directors in the number of directors that should be elected in that time. In case where the elected candidates in the following order have a tie in excess of the number of directors that should be available, the Chairman of the Meeting shall perform a casting vote.
- Article 17. At every Annual General Meeting, the one-third (1/3) of the number of directors at that time shall retire from their office. If the number is not divisible into three portions, then the number nearest to one-third (1/3) shall retire.
A retired director may be elected to resume the office.
The directors who must retire in the first and second years following the registration of the Company shall draw lots. In every subsequent year, the directors who have been in office for longest period shall retire.
- Article 18. Other than the retirement by rotation, a director shall vacate the office upon his/her:
- (1) Death;
 - (2) Resignation;
 - (3) Disqualification or possession of the prohibited characteristics according to law;
 - (4) Being removed by resolution of the Shareholders' Meeting under Article 20;
 - (5) Being removed by the court's order
- Article 19. Any director who will resign from his/her office shall submit a written resignation notice to the Company. The resignation shall be effective on the arrival date of the said notice at the Company. The resigning director in the provision in paragraph one may also inform the Registrar about his/her resignation.
- Article 20. The shareholders' meeting may resolve to remove any director prior to the expiration of his/her term of office for retirement by rotation with votes of no less than three-fourth (3/4) of the number of shareholders attending the meeting and having voting rights with total counted shares of no less than one-half (1/2) of shares held by all shareholders attending the meeting and having voting rights.
- Article 21. In case where there is any vacancy of the director office due to other reason other than a retirement by rotation, the Board of Directors may elect a person who is qualified without prohibited characteristics according to law to be the replacing director at the next Board of Directors' meeting except in case where the remaining office term of the said director is less than two (2) months. The candidate who assumes to be the replacing director shall be in the office only for such remaining office term of the replaced director. The resolution of the Board of Directors under the provision in paragraph one shall consist of votes of not less than three-fourth (3/4) of the remaining number of directors.

Article 22. The director is entitled to receive remuneration from the Company in form of salary, reward, meeting allowance, pension, and bonus. The Shareholders' Meeting may determine the said remuneration in a certain amount or formulated as specific criteria, and determined on periodical basis, or effective on and on until being otherwise changed by the Shareholders' Meeting. The consideration and resolution shall be performed with votes of no less than two-third (2/3) of total number of votes of the shareholders attending the meeting. Moreover, the directors of the Company are entitled to receive allowance and welfare in accordance with the Company's rule.

The provision in paragraph one shall not affect the right of the director who is appointed from the Company's staffs and employees in receiving remuneration and benefit on behalf of the Company's staffs or employees.

The Shareholders' Meeting

Article 31. The Board of Directors shall hold a Shareholders' Meeting as the Annual General Meeting of Shareholders within four (4) months from the ending date of the Company's accounting year. Other Shareholders' Meeting other than in paragraph one shall be called an "Extraordinary Meeting". The Board of Directors shall call the extraordinary meeting whenever deemed as appropriate.

Article 32. In calling the shareholders' meeting, the Board of Directors shall prepare a meeting invitation notice specifying venue, date, time, meeting agenda and issues which will be proposed to the meeting together with the details as appropriate. The issue shall be clearly specified whether it is the issue proposed for acknowledgement, for approval or for consideration as the case may be, as well as opinions of the Board of Directors in such issue and delivered to the shareholders and the Registrar for acknowledgement at least seven (7) days prior to the meeting date. The meeting appointment notice shall be publicized in newspaper at least three (3) days prior to the meeting date for the period of three (3) consecutive days.

However, the venue used as the meeting shall be in the province where is the location of the Company's head office, or at any place as specified by the Board of Directors.

One or several shareholder(s) with total counted shares which are not less than ten (10) percent of total number of sold shares can submit a joint request letter to the Board of Directors to request for calling a Shareholders' Meeting as an Extraordinary Meeting on whenever. However, the clear issue and reason for requesting to call the meeting shall be specified in the said joint request letter. In such case, the Board of Directors shall hold the Shareholders' Meeting within forty-five (45) days from the date of which the letter is received from the shareholders.

In case where the Board of Directors fails to hold the meeting within the period under previous paragraph, several shareholders who submit the joint letter or other shareholders whose total number of shares is within the enforced number can call for the meeting within forty-five (45) days from the expiration date of the aforesaid period under previous paragraph. In such case, it shall be deemed that the Shareholders' Meeting is called by the Board of Directors for meeting whereas the Company shall be responsible for the necessary expenses incurred from holding the meeting and facilitation as appropriate.

In case where it is apparent that at the Shareholders' Meeting called by the shareholders any time, the number of shareholders who attend such meeting is not constituted as quorum as specified in Article 33, the shareholders who request for calling the said meeting shall be mutually responsible for reimbursing the expenses incurred from holding that time of the meeting to the Company.

Article 33. The constituted quorum of the shareholders' meeting shall consist of the shareholders and proxies from the shareholders (if any) for at least twenty-five (25) persons or at least one-half of total number of shareholders, whose total counted shares are not less than one-third (1/3) of total number of sold shares, to convene the said meeting.

In case where it is apparent that after appointment time of any shareholders' meeting is elapsed up to one (1) hour, the number of shareholders attending the meeting is not constituted as quorum as specified. The said shareholders' meeting shall be suspended if the said meeting is called for appointment due to the request of the shareholders. If the said shareholders' meeting is not called for meeting due to the request of the shareholders, the meeting appointment shall be remade, and a meeting appointment notice shall be delivered to the shareholders at least seven (7) days prior to the meeting date. In the last meeting, the constituted quorum is not required.

Article 34. The Chairman of the Board shall preside over the Shareholders' Meeting. In case where the Chairman of the Board is absent from the meeting or unable to perform his/her duty, the Vice Chairman shall preside over if he/she is available. If the Vice Chairman is unavailable or available but absent from the meeting or unable to perform his/her duty, the meeting shall select a shareholder who attends the meeting to preside over the said meeting.

Article 35. In voting in the Shareholders' Meeting, it shall be deemed that one vote has one share. Any shareholder who has gain and loss in any issue shall not have the right to vote in such issue, besides voting for the director election. The resolution of the Shareholders' Meeting shall consist of the following vote.

- (1) In normal case, the majority votes of the shareholders attending the meeting and voting shall be adhered. In case of a tie, the Chairman of the Meeting shall deliver one more voting as casting vote.
- (2) In the following cases, votes of not less than three-fourth (3/4) of total number of votes of the shareholders attending the meeting and having voting rights shall be adhered.
 - (a) Sale or transfer of the Company's business in whole or in significant part to other person;
 - (b) Purchase or acceptance of the business transfer of other private company or public company to be owned by the Company;
 - (c) Entering into, revising or cancelling the contract relating to leasing the Company's business in whole or in significant part, assigning other person to manage the Company's business or consolidation of the business with other person under profit sharing purpose;
 - (d) Amendment of the Memorandum of Association or Articles of Association of the Company;
 - (e) Capital increase or capital reduction of the Company;
 - (f) Dissolution of the Company;
 - (g) Issuance of the Company's debenture;
 - (h) Merger of the Company with other company;
 - (i) Other actions as legislated by law that votes must be obtained for no less than three-fourth (3/4) of total number of votes of the shareholders attending the meeting and having voting rights

Article 36. Agendas which will be called for meeting of the Annual General Meeting of Shareholders are as follows:

- (1) Acknowledge the report of the Board of Directors indicating the Company's undertakings in the past accounting year.
- (2) Consider approving balance sheet or statement of financial position, and profit and loss account at the ending date of the Company's accounting year;
- (3) Consider approving the appropriation of profit and annual dividend payment;
- (4) Consider electing the new director in replacement of the director who retires by rotation, and determining the director's remuneration;
- (5) Consider appointing the auditor and determining the audit fee amount; and
- (6) Other agendas

Account, Finance, and Audit

Article 39. The Board of Directors must prepare the balance sheet or statement of financial position, profit and loss account at the ending date of the Company's accounting year, and propose to the Shareholders' Meeting in the Annual General Meeting for the consideration and approval. The Board of Directors must assign the auditor to complete the audit of balance sheet or statement of financial position, and profit and loss prior to proposing to the Shareholders' Meeting.

Dividend Payment

Article 44. The dividend payment from other type of money other than profit is prohibited. In addition, the dividend payment is prohibited in case where the Company's retained deficit balance is remained. The said dividend shall be divided based on the number of shares in equal amount per share. Unless in case where the Company issues preference shares and determines that the dividend shall be paid for the preference shares differently from ordinary shares, the dividend shall be appropriated as specified. The dividend payment shall be approved by the Shareholders' Meeting.

The Board of Directors may periodically pay interim dividend to the shareholders when it is deemed that that the Company is properly profitable to do so. After paying an interim dividend, the Shareholders' Meeting shall be reported for acknowledgement on such dividend payment in the following Shareholders' Meeting.

Such dividend payment shall be made within one (1) month from the date of the Shareholders' Meeting or the resolution of the Board of Directors' Meeting as the case may be. The dividend payment shall be made in writing to the shareholders and the notice of the said dividend payment shall be publicized in a newspaper for the period of at least three (3) consecutive days.

Article 45. The Company shall appropriate a part of net annual profit as capital reserve for not less than five (5) percent of net annual profit after deduction of deficit balance brought forward (if any) until the amount of this capital reserve is not less than ten (10) percent of the registered capital.

Privacy Notice for the Shareholders' Meeting

Infraset Public Company Limited (the “Company”) recognizes the importance of maintaining the confidentiality of personal information of shareholders and/or proxies. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of personal data to verify the identity of shareholders and/or proxies directly and/or indirectly. The detail is as follows:

1. Personal Data to be Collected

The Company will obtain and collect personal data directly from shareholders and/or proxies and from Thailand Securities Depository Company Limited (“TSD”), who is the company's share registrar. Personal data consists of as follows:

- 1.1 General Personal Data such as name, surname, identification number, date of birth, gender, shareholder identification number, amount of shares, photo, video footage taken at our premises as well as health information and travel history to achieve the objectives of health care to prevent the Coronavirus Disease 2019 (COVID-19).
- 1.2 Contact Information such as address, telephone number, and email.

Remark: clarification of documents for registration and/or appointment of proxy which the shareholders and/or proxies submitted to the Company which may contain sensitive data such as nationality, blood group, religious are unnecessary information for the Shareholder Meeting. The Company would like to inform that the Company is not intended to collect sensitive data, therefore before submit the documents to the Company, the shareholders and/or proxies can cross out or make the information invisible to conceal the sensitive data. In the event that the shareholders and/or proxies have not concealed such sensitive data, the Company reserves its rights to conceal such sensitive data on the received documents without considering the Company has collected the sensitive data.

2. Purpose of Collection, Use and Disclosure of Personal Data

The Company is required to collect, use, and discloses personal data of the shareholders and/or proxies for the following purposes:

- 2.1 For the benefits of calling, arranging and conducting the Annual General Meeting of Shareholders of the Company pursuant to the Company’s Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement as stipulated by the government.
- 2.2 For delivery of the Annual Report and/or prepare minutes of the General Meeting to the shareholders.
- 2.3 For the benefits of registration to attend the General Meeting of Shareholders, quorum counting, voting and counting of votes in the General Meeting of Shareholders.
- 2.4 To be used for screening attendees who are at risk for COVID-19 to achieve public health objectives for the prevention of dangerous communicable diseases and to comply with the measures and guidelines for meeting arrangement as prescribed by the government.

3. Persons to whom the Company could disclose personal data of the shareholders and/or proxies

The Company may disclose the personal data of the shareholders and/or proxies to persons or entities concerned as follows:

- 3.1 Consultant or service provider who the Company hires to conduct the Meeting and process personal data of the shareholders and/or proxies.
- 3.2 Government agencies or regulators to preform duties in accordance with the law related to the Company such as Department of Business Development, Ministry of Commerce, The Securities and Exchange Commission and The Stock Exchange of Thailand.
- 3.3 Government agencies involved in public health and prevention of communicable diseases, In case of health-related necessity such as Department of Disease Control of Thailand or other related agencies.
- 3.4 Website of the Company, for publish photos and/or video from the General Meeting of Shareholders and minutes of the General Meeting of Shareholders.

4. Rights of Data Subjects

Pursuant to the applicable laws, the data subjects have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which includes the right to withdraw consent, to request access to and obtain a copy of their personal data or to request the disclosure of the acquisition of the personal data without consent, to request for transferring the personal data to other person as specified by laws, to object the collection, use, or disclosure of the personal data, to request for deletion or destruction of their personal data or anonymize the personal data to become the anonymous data which cannot identify the data subject, to restrain the use of personal data, to request for making personal data to be accurate, up-to-date and not misleading, and to file a complaint in the event that the data controller or the data processor violates or does not comply with the Personal Data Protection Act. In order that in accordant with the relevant laws.

5. Personal Data Retention Period

The Company will retain personal data under item 1 within the period required by applicable laws and/or as long as it is reasonably to achieve the purpose under item 2.

6. Contact Information

Company Secretary Department:

Infraset Public Company Limited

165/37-39 Ram Intra Road, Anusawari,

Bang Khen, Bangkok 10220

Tel : 02-0927444 ext. 901

E-mail : companysecretary@inset.co.th

Annual Report of Year 2022 Request Form

Attention: Infraset Public Company Limited

Shareholder No

I, Nationality.....

Address,
.....

Mobile Phone..... E-mail.....

Please mark ✓ in ()

1. Would like to request a printed Annual Report of year 2022.

- ☐ Thai
☐ English

2. Means of receiving a printed Annual Report of year 2022.

- ☐ The Company sends the printed Annual Report of year 2022 to the same address as above-mentioned.
☐ The Company sends the printed Annual Report of year 2022 to the address below:

Address.....Moo..... SoiVillage.....
Road.....Subdistrict..... District
ProvincePostel Code..... Mobile Phone.....

“Company Secretary Department”

Infraset Public Company Limited

**165/37-39 Ram Intra Road, Anusawari,
Bang Khen, Bangkok 10220**

Or email to companysecretary@inset.co.th

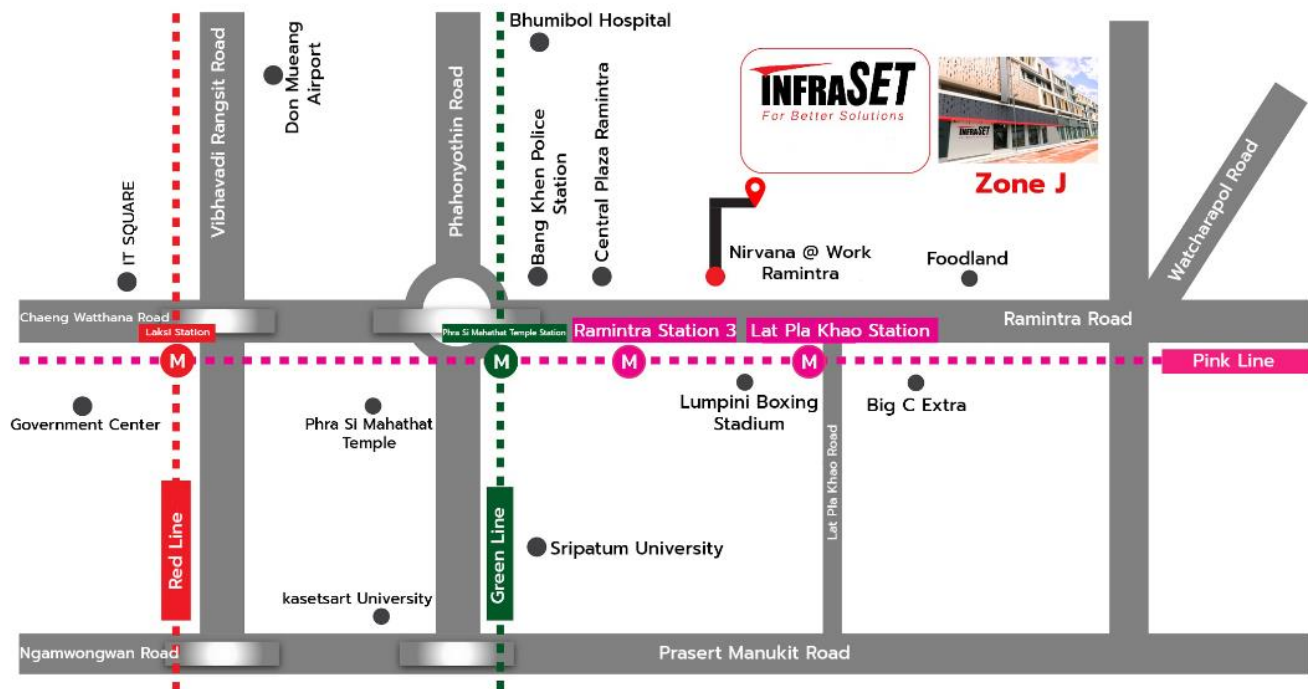
Tel. 0-2092-7444 ext. 104, 901

Remark: The shareholders shall receive the Annual Report of year 2022 one copy per person
Please complete the required information in order to facilitate the delivery of documents.

Map of the Meeting Venue

Head Office Location Map

Update Ver.02/01-03-2020



InfraSet Public Company Limited

165/37-39 Ramintra Road, Ausawari,
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Google Map







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