



บริษัท ช. การช่าง จำกัด (มหาชน)

CH. KARNCHANG PUBLIC COMPANY LIMITED



Cert.No.NQ514/02



QSM 001



Cert.No.TH02/10024QM



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587 ถนนสุทธิสารวินิจฉัย แขวงรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
587 Sutthisan Winitchai Rd., Ratchadaphisek, Dindaeng, Bangkok 10400, Thailand.
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www.ch-karnchang.co.th

No. CK-24-0000-PO-L-0011

March 26, 2024

Subject: Invitation to attend the 2024 Annual Ordinary General Meeting of Shareholders

To: Shareholders of CH. Karnchang Public Company Limited

- Attachments:
1. A Copy of the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders in a format of QR Code
 2. Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) in a format of QR Code
 3. Details of the Allocation of Profit and Dividend Payment
 4. Profiles of the Nominated Directors to Replace Those Due to Retire by Rotation and Profile of Additional Nominated Directors
 5. Details of Determination of Remuneration for Directors
 6. Names of Auditors and Details of the Auditing Fee
 7. Profile of Independent Director as Proxy
 8. Proxy Form (Form B.)
 9. List of Documents or Evidence Indicating Status as a Shareholder or Shareholder's Representative Entitled to Attend the Meeting
 10. Procedures for Attending the E-Meeting
 11. Voting Procedures and Methods
 12. Articles of Association of the Company Regarding the Meeting of Shareholders
 13. Privacy Notice for the 2024 Annual Ordinary General Meeting of Shareholders

Whereas the Board of Directors of CH. Karnchang Public Company Limited passed a resolution to summon the 2024 Annual Ordinary General Meeting of Shareholders on Wednesday, April 17, 2024 at 2:00 p.m. only via electronic means (E-AGM) under the Emergency Decree on Electronic Meetings B.E. 2563 (2020), with the meeting control system functioning at Supunnika Room on 4th Floor, Head Office, No. 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400, to consider the matters as per the following agenda:

Item 1 To consider and approve the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders

Facts and Reasons: The 2023 Annual Ordinary General Meeting of Shareholders was held on April 28, 2023. The Company completed the preparation of the Minutes of the Meeting which were posted on the Company's website: www.ch-karnchang.co.th since May 12, 2023, with its details shown in the Minutes of the Meeting (QR CODE). Additionally, the Company publicized the digital recording of the Meeting for each agenda item so

that shareholders may have access to the information via the Company's website, without any shareholder's proposal for amendment of the Minutes of the Meeting.

Opinion of the Board: Having considered the matter, the Board of Directors was of the opinion that the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders were correctly, completely and clearly recorded, and thus deemed appropriate to propose that the Meeting of Shareholders approve such Minutes of the Meeting. (per details in Attachment 1)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 2 To acknowledge the Company's operational results for 2023

Facts and Reasons: The report on the Company's operational results for 2023 was shown in the Annual Report 2023 distributed to the shareholders together with the Invitation Letter of this Meeting in a format of QR Code, and publicized through the Company's website at least 28 days prior to the Ordinary General Meeting of Shareholders.

Opinion of the Board: Having considered the matter, the Board of Directors deemed appropriate to report the Company's operational results for 2023 to the Meeting of Shareholders for acknowledgment without passing any resolution. (per details in Attachment 2)

Resolution: This item is a report for shareholders' acknowledgment and thus requires no resolution.

Item 3 To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2023

Facts and Reasons: The statement of financial position and the statement of comprehensive income for the year ended December 31, 2023 as shown in the Annual Report 2023 were reviewed by the Audit Committee and the Board of Directors, and audited by the auditor of EY Office Limited.

Opinion of the Board: Having considered the matter, the Board of Directors deemed appropriate to propose that the Ordinary General Meeting of Shareholders approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2023 which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor. (per details in Attachment 2)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 4 To consider and approve the allocation of profit and dividend payment

Facts and Reasons: The Company derived retained earnings for 2023 in the amount of Baht 6,672.25 Million, without accumulated loss. The Company could therefore consider making dividend payment to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 51 of the Articles of Association which prohibits the dividend payment from any money other than profit, and also prohibits the dividend payment should the Company still have accumulated loss, whereby dividends

In considering dividend payment, the Company shall take into account the operational results and returns of shareholders in the long run. The Board of Directors shall consider the rate of dividend payment which, in its opinion, is appropriate, provided that the Company shall still have cash reserve to continuously accommodate its expansion and investment in business projects.

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

- The election of directors to replace those due to retire by rotation

In this 2024 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Miss Supamas Trivisvavet, and Mr. Anukool Tuntimas.

As the Company granted an opportunity for the shareholders to nominate any persons to be appointed as directors in advance, none of the shareholders nominated any person for consideration. The Nomination and Remuneration Committee, excluding those who are due to retire by rotation, has resolved to propose that the Board of Directors' Meeting consider proposing to the Meeting of Shareholders to re-elect such four directors retired by rotation to return to their office for another term.

Opinion of the Board: Having considered the matter, the Board of Directors, excluding the nominated directors, approved as proposed by the Nomination and Remuneration Committee, it then deemed appropriate to propose that the Meeting of Shareholders consider the re-election of such four directors, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Miss Supamas Trivisvavet, and Mr. Anukool Tuntimas, directors due to retire by rotation, to return to their office for another term. (per details in Attachment 4)

- The appointment of an additional director of the Company

Facts and Reasons: The Nomination and Remuneration Committee's Meeting No. 1/2024 held on February 29, 2024 considered the nomination of qualified candidate who met the nomination criteria and procedures to consider appointing Mr. Don Pramudwinai, a person with appropriate qualifications, namely knowledge, ability, expertise, variety of skills, experience beneficial to the Company's business operations and management, as well as comprehension of the Company's business, as an additional director (independent director).

Opinion of the Board: Having considered the matter, the Board of Directors deemed appropriate to propose that the Meeting of Shareholders consider appointing Mr. Don Pramudwinai to serve as an additional director (independent director) from the existing 10 directors to 11 directors, as proposed by the Nomination and Remuneration Committee. (per details in Attachment 4)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote, whereby the Meeting of Shareholders is required to consider electing the directors on an individual basis.

Item 6 To consider the determination of remuneration for directors

Facts and Reasons: In the past year, the 2023 Annual Ordinary General Meeting of Shareholders approved the remuneration for directors by paying bonus for directors for 2022 in the amount not exceeding Baht 8,816,000 and the remuneration for directors for 2023 in the amount not exceeding Baht 8,625,000.

As for 2024, the Nomination and Remuneration Committee's Meeting No. 1/2024 on February 29, 2024 deemed appropriate to determine the bonus for directors for 2023 in the amount not exceeding Baht 9,433,000 and to propose the remuneration for directors for 2024 at the same rate as that of 2023 in the amount not exceeding Baht 8,625,000. In this regard, the Nomination and Remuneration Committee did survey remuneration for directors for 2024 based on responsibilities and performance of directors, in comparison with other companies in the same industry of a similar size and nature, including results of director remuneration survey of the Thai Institute of Directors, and found that the remuneration paid to directors was at the similar rate to market's overall average remuneration.

Opinion of the Board: Having considered the matter, the Board of Directors approved as proposed by the Nomination and Remuneration Committee, it then deemed appropriate to propose that the Ordinary General Meeting of Shareholders consider approving the remuneration for directors comprising, bonus for directors for 2023 in the amount not exceeding Baht 9,433,000 and remuneration for directors for 2024 at the same rate as that of 2023 in the amount not exceeding Baht 8,625,000. (per details in Attachment 5)

Item 7 To consider the appointment of auditor and determination of remuneration for 2024

The Audit Committee, in its Meeting No. 1/2024 on February 29, 2024, along with the management, jointly considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, as well as timely certification of the financial statements and appropriateness of the remuneration. It deemed appropriate to nominate the existing auditor, namely, EY Office Limited, as the Company's auditor for 2024.

Opinion of the Board: Having considered the matter, the Board of Directors approved as proposed by the Audit Committee, it then deemed appropriate to nominate to the Ordinary General Meeting of Shareholders either Mrs. Wilai Sunthornwanee or Mrs. Chonlaros Suntasvaraporn or Mr. Natthawut Santipet of EY Office Limited for appointment as the auditor for 2024, with the remuneration not exceeding Baht 3,900,000. (per details in Attachment 6)

Item 8**To consider other matters (if any)**

Shareholders who are unable to attend the Meeting of Shareholders via electronic means can appoint an independent director of the Company, namely, Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee who is an independent director, as their proxy to attend the Meeting and vote on behalf of them (The profile of the independent director is in Attachment 7). Should any shareholder wish to appoint another person as a proxy to attend and vote at this Meeting, please fill in the details and sign the proxy form as attached hereto per Attachment 8.

Please send the proxy form to the Company by Wednesday, April 10, 2024. It is recommended that you or your proxy holder bring all documents and evidence to prove your entitlement to attend the Meeting as detailed in Attachment 9, and follow the procedures for submitting the Meeting Attendance Request Form (E-Request) and the procedures for attending the E-AGM as detailed in Attachment 10. The Company will conduct the Meeting in accordance with the procedures for participation and casting votes as detailed in Attachment 11 and in accordance with the Company's Articles of Association as detailed in Attachment 12.

By resolution of the Board of Directors



(Mr. Aswin Kongsiri)

Chairman of the Board of Directors

- Remarks:
1. Shareholders or proxy holders attending the Meeting are kindly requested to follow the procedures for attending the E-AGM per Attachment 10, or for further information, please contact the Call Center at 02-931-9131 (available during April 3-17, 2024 from 8.30 - 17.30 hours, except public holidays and holidays).
 2. Proxy Form A or Form B or Form C (Form C is used only for a foreign investor appointing a share custodian in Thailand) is available for download on the Company's website: http://ck-th.listedcompany.com/shareholder_meeting.html. (To clearly specify voting, Proxy Form B is recommended.)

Shareholders appointing a proxy holder may send the proxy form back in advance to the Office of President, CH. Karnchang Public Company Limited No. 587, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400.

The Company has prepared the stamp duty to be affixed on the proxy form for the proxy holders who have registered to attend the Meeting.

3. Shareholders may view the Notice of the Ordinary General Meeting of Shareholders and its supporting documents on the Company's website http://ck-th.listedcompany.com/shareholder_meeting.html from March 20, 2024 onwards.
4. Shareholders may download the Notice of the Meeting (Full Version), the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report), including the meeting documentation via a QR Code in the Notice of Meeting.
5. Shareholders may inquire of the information concerning the Meeting on each agenda item or submit questions or suggestions in advance prior to the Meeting date at:

Mrs. Thipwaree Athagrisna (Company Secretary)

CH. Karnchang Public Company Limited, Office of President

E-mail address : company_secretary@ckplc.com

Telephone : 02-275-0026 ext. 2315

6. The 2024 Annual Ordinary General Meeting of Shareholders will be conducted in the Thai language. Foreign shareholders are recommended to be accompanied by their personal interpreter for their correct and complete understanding.

<p>Supporting Document for Item 1: To consider and approve the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders</p>

Minutes of the 2023 Annual Ordinary General Meeting of Shareholders
of

CH. Karnchang Public Company Limited

The Meeting was convened on Friday, April 28, 2023 at 2:00 p.m. via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020).

The Company prepared and submitted the Minutes of the Meeting, in which the names and positions of directors, executives, auditors, inspectors and meeting observers who attended the Meeting, voting methods, vote counting, the Board of Directors' proposals, shareholders' questions and suggestions, clarification by the Executive Board, including the votes for approval, disagreement, abstention, invalid ballots, and meeting resolutions on each agenda item were recorded, to the SET within 14 days from the date of the Meeting. Additionally, the Minutes of the Meeting have been posted on the Company's website since May 12, 2023.

In this regard, the complete version of the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders can be downloaded by shareholders at <https://ck.listedcompany.com/misc/ShareholderMTG/agm-2023/20230512-ck-agm-2023-minutes-en.pdf>. Alternatively, shareholders can scan the QR Code below.



Supporting Document for Item 4: To consider and approve the allocation of profit and dividend payment

1. Article 51 of the Company's Articles of Association stipulates that payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited. The payment of dividends requires the approval of a shareholders meeting. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next shareholders meeting. Furthermore, Article 52 of the Articles of Association specifies that the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent or more of the registered capital of the Company.

2. In 2023, the Company had the unallocated accumulated profit as follows:

	(Baht)
Unallocated accumulated profit brought forward - opening balance as at 1 January 2023	6,574,097,930
Transfer to retained earnings due to sales of investments in associates	-
Net profit (loss) for 2023	(155,183,589)
Actuarial gains (loss) - net of income tax	-
Accumulated profit (loss) prior to allocation	6,418,914,341
Allocation of profit - as legal reserve	-
<u>Less</u> : Dividend payable	(421,073,737)
<u>Less</u> : Treasury stocks reserve	674,407,440
Unallocated accumulated profit as at 31 December 2023	6,672,248,044

3. The Company has a policy to pay dividend at the rate of not less than 40 percent of net profit each year by taking into account the operational results, financial structure, investment and continuity of dividend payment to the shareholders. The following is the Company's previous dividend payment:

Comparison of Dividend Payment	2021	2022	2023
1. Net profit (loss) (Baht)	658,289,946	433,450,254	(155,183,589)
2. Number of shares (shares)	1,657,896,872	1,669,896,872	1,693,896,872
3. Dividend per share (Baht)	0.25	0.25	0.30
4. Dividend payable (Baht)	414,474,218.00	415,674,218.00	508,169,061.60

4. Having considered the financial statements of the Company, the Board of Directors' Meeting No. 1/2024 on February 29, 2024 was of the opinion that in 2023, the Company had retained earnings and thus deemed appropriate to propose that the Ordinary General Meeting of Shareholders grant approval to the allocation of profit by making dividend from the retained earnings to the Company's shareholders at the rate of Baht 0.15 per share in a total amount not exceeding Baht 254,084,530.80. As a result, when combined with the interim dividend payment for the first half period of 2023 at the rate of Baht 0.15 per share, the dividends for 2023 are equal to Baht 0.30 per share, in the total amount not exceeding Baht 508,169,061.60, which represented the dividend payment at the rate not lower than 40 percent of the net profit under the separate financial statements, which was in accordance with the specified policy on dividend payment. The record date for the right to receive dividends was scheduled for March 14, 2024 (XD was posted on March 13, 2024); however, such right to receive dividends remains uncertain, due to the pending approval of the Meeting of Shareholders. In addition, the dividend payment was scheduled to be made on May 2, 2024 in case the 2024 Annual Ordinary General Meeting of Shareholders approves the dividend payment.

Remark: Dividend at the rate of Baht 0.15 per share in an amount not exceeding Baht 254,084,530.80, was paid out of profit subject to corporate income tax at the rate of 20 percent, in respect of which individual shareholders will be entitled to dividend tax credit pursuant to Section 47 bis of the Revenue Code.

Supporting Document for Item 5: To consider and elect directors to replace those due to retire by rotation and the appointment of an additional director of the Company

1. Criteria for Consideration of Directors who are due to retire by rotation

Article 19 of the Company's Articles of Association stipulates that at every annual general meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of four, then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.

2. Nomination Rules and Procedures

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the Securities and Exchange Commission and rules of the Stock Exchange of Thailand.

2. Those who have knowledge, capability and experience in various professional fields beneficial to the Company's business operations.

3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity and full time contribution, etc.

4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full time contribution will also be taken into account.

5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills that are still lacking on the Board and qualifications in line with the Company's business strategies.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

3. Four directors who are due to retire by rotation in the 2024 Annual Ordinary General Meeting of Shareholders and the appointment of an additional director of the Company:

3.1 Four directors who are due to retire by rotation in the 2024 Annual Ordinary General Meeting of Shareholders

1. Mr. Plew Trivisvavet (Executive Director)
2. Mr. Narong Sangsuriya (Executive Director)
3. Miss Supamas Trivisvavet (Executive Director)
4. Mr. Anukool Tuntimas (Executive Director)

3.2 The appointment of an additional director of the Company

1. Mr. Don Pramudwinai (Independent Director)

4. Shareholders are allowed to nominate persons for consideration and appointment as directors

Given the fact that the Company allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance during September 1, 2023 to December 31, 2023, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on the Company's website: www.ch-karnchang.co.th, no shareholders nominated any persons to the Nomination and Remuneration Committee for consideration.

5. The Board's Opinion

The Nomination and Remuneration Committee's Meeting, except such retiring directors, deemed appropriate to propose that the Board of Directors' Meeting consider proposing the matter to the Meeting of Shareholders that such four retiring directors, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Miss Supamas Trivisvavet, and Mr. Anukool Tuntimas who retired by rotation, be re-elected as directors for another term since they have knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, play active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to the management; and appoint Mr. Don Pramudwinai to serve as an additional director (Independent Director) from the existing 10 directors to 11 directors.

The Board of Directors' Meeting No. 1/2024 on February 29, 2024, except those directors nominated on this occasion, considered the matter and therefore deemed appropriate to propose that the 2024 Annual Ordinary General Meeting of Shareholders re-elect such four persons listed above as directors for another term, and appoint Mr. Don Pramudwinai to serve as an additional director (Independent Director) from the existing 10 directors to 11 directors. In this regard, those persons nominated on this occasion have been considered under the Company's procedures and have qualifications in accordance with the relevant requirements; they have been already scrutinized or carefully considered by the Board of Directors that they have qualifications suitable for the Company's business operations; and with regard to any persons nominated as independent directors, the Board of Directors considered them and was of the opinion that they meet the legal requirements for independent directors and would be able to independently provide opinions in accordance with the relevant regulations.

Person Nominated as Director (Executive Director)

NAME : Mr. Plew Trivisvavet
AGE : 78 years
NATIONALITY : Thai



EDUCATION : - Honorary Doctor of Science Degree, Industrial Management Technology, Southeast Bangkok College
- Honorary Doctorate (Civil Engineering), Rajamangala University of Technology Isan
- Honorary Doctorate (Civil Engineering), Nakhon Phanom University
- Honorary Doctorate (Civil Engineering), Kasetsart University
- Honorary Doctorate of Sciences (Engineering), Thai-Nichi Institute of Technology
- M.Sc. (Electrical Engineering), Osaka University, Japan
- B.A. (Electrical Engineering), Osaka University, Japan

TRAINING HISTORY : - Director Accreditation Program (DAP 18/2004), Thai Institute of Directors Association
- Director Certification Program (DCP 50/2004), Thai Institute of Directors Association
- Finance for Non-Finance Directors (FND 13/2004), Thai Institute of Directors Association
- Capital Market Academy Leadership Program, Capital Market Academy (CMA 4/2007)
- National Defence Course (Class 366), National Defence College
- Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal Entities Against Bribery Program, Office of the National Anti-Corruption Commission (NACC)
- Thailand Energy Academy Course for Management, Class 10/2017, Thailand Energy Academy (TEA)
- Sustainability Reporting Guidelines Program, Thaipat Institute (Public-Interest Organization)
- Company Vision and Strategy Refresher Course, Primestreet Consulting (Thailand) Company Limited
- Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited

PRESENT POSITIONS	:	Feb 2023-Present	Director, CH. Karnchang (Lao) Co., Ltd.
		2022-Present	Chairman of the Board of Directors, Bangkok Expressway and Metro Plc.
		2020-Present	Director and Chairman of the Executive Committee, Luang Prabang Power Co., Ltd.
		2016-Present	Director and Chairman of the Executive Committee, Bangkok Expressway and Metro Plc.
		2011-Present	Director and Chairman of the Executive Committee, CK Power Plc.
		2010-Present	Director and Chairman of the Executive Committee, Xayaburi Power Co., Ltd.
		2007-Present	Member of the Corporate Governance and Risk Management Committee, CH. Karnchang Plc.
		2006-Present	Director, TTW Plc.
		2006-Present	Director and Chairman of the Executive Committee, Nam Ngum 2 Power Co., Ltd.
		2004-Present	Director and Chairman of the Executive Committee, SouthEast Asia Energy Limited
		2003-Present	Member of the Nomination and Remuneration Committee, CH. Karnchang Plc.
		1996-Present	Chairman of the Board of Directors and Chairman of the Executive Committee, Northern Bangkok Expressway Co., Ltd.
		1994-Present	Chairman of the Executive Board, CH. Karnchang Plc.
		1994-Present	Director, CH. Karnchang Holding Co., Ltd.
		1992-Present	Director, CK. Office Tower Co., Ltd.
		1991-Present	Chairman of the Board of Directors, CH. Karnchang Real Estate Co., Ltd.
		1990-Present	Director, Expert Transport Company Limited
		1988-Present	Director, Bang Pa-in Land Development Co., Ltd.
		1983-Present	Director, Mahasiri Siam Co., Ltd.
		1981-Present	Chairman of the Board of Directors, CH. Karnchang-Tokyu Construction Co., Ltd.
EXPERIENCE	:	1998-2015	Chairman of the Board of Directors and Chairman of the Executive Committee, Bangkok Metro Plc.
		1998-2015	Director and Chairman of the Executive Board, Bangkok Expressway Plc.
		1994-2015	Chief Executive Officer, CH. Karnchang Plc.
DIRECTOR APPOINTMENT DATE	:	October 10, 1994	
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	29 years	
NOMINATION RULES AND PROCEDURES	:	Based on knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.	
SHAREHOLDING IN THE COMPANY	:	11,231,497 shares (representing 0.663% of the total number of shares having voting rights)	

HOLDING OFFICE IN OTHER LISTED COMPANIES	: - Director and Chairman of the Executive Board, Bangkok Expressway and Metro Public Company Limited - Director and Chairman of the Executive Board, CK Power Plc. - Director, TTW Plc.
HOLDING OFFICE IN OTHER NON-LISTED COMPANIES	: 16 companies
HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS	: - None -
ATTENDANCE AT MEETINGS IN YEAR 2023 (Number of Attendance at Meetings / All Meetings)	: 6/6 Board of Directors' Meetings (100 percent) 12/12 Executive Board's Meetings (100 percent) 2/2 Nomination and Remuneration Committee's Meetings (100 percent) 4/4 Corporate Governance and Risk Management Committee's Meetings (100 percent)
PERFORMANCE DURING DIRECTORSHIP	: 1. Performing duties as the Chairman of the Executive Board, which plays a key role in supervising the management's operations in accordance with the policies of the Board of Directors. 2. Providing significant and useful advice and recommendations; and considering scrutinizing works proposed to the Board of Directors. 3. Performing duties as a Nomination and Remuneration Committee Member which shall be responsible for considering criteria and procedures for nominating qualified candidates to the position of director; and considering establishing criteria for consideration of remuneration for directors and President. 4. Performing duties as a Corporate Governance and Risk Management Committee Member to provide recommendations; monitoring compliance with the Principles of Good Corporate Governance; overseeing and reviewing the Company's overall risk management, risk management strategies.

Person Nominated as Director (Executive Director)



NAME	:	Mr. Narong Sangsuriya
AGE	:	79 years
NATIONALITY	:	Thai
EDUCATION	:	- Bachelor of Engineering (Civil), Chulalongkorn University
TRAINING HISTORY	:	- Director Certification Program (DCP 54/2005), Thai Institute of Directors Association - Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal Entities Against Bribery Program, Office of the National Anti-Corruption Commission (NACC) - Sustainability Reporting Guidelines Program, Thaipat Institute (Public-Interest Organization) - Company Vision and Strategy Refresher Course, Primestreet Consulting (Thailand) Company Limited - Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited
PRESENT POSITIONS	:	2016-Present Director, Expert Transport Co., Ltd. 2012-Present Corporate Governance and Risk Management Committee Member, CH. Karnchang Plc. 2007-Present Nomination and Remuneration Committee Member, CH. Karnchang Plc. 1994-Present Director and Executive Director, CH. Karnchang Plc. 1990-Present Director, CH. Karnchang-Tokyu Construction Co., Ltd.
EXPERIENCE	:	2011-2022 Director, CK Power Plc. 2009-2015 Director, Bangpa-in Cogeneration Limited 2006-2022 Director, Nam Ngum 2 Power Co., Ltd. 2004-2022 Director, SouthEast Asia Energy Limited 2000-2015 Director, TTW Plc.
DIRECTOR APPOINTMENT DATE	:	10 October 1994
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	29 years
NOMINATION RULES AND PROCEDURES	:	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
SHAREHOLDING IN THE COMPANY	:	512,500 shares (representing 0.03% of the total number of shares having voting rights)
HOLDING OFFICE IN OTHER LISTED COMPANIES	:	- None -

HOLDING OFFICE IN OTHER NON-LISTED COMPANIES : 2 companies

HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS : - None -

ATTENDANCE AT MEETINGS IN YEAR 2023 : 6/6 Board of Directors' Meetings
(Number of Attendance at Meetings / All Meetings) (100 percent)
12/12 Executive Board's Meetings
(100 percent)
2/2 Nomination and Remuneration Committee's Meetings
(100 percent)
3/4 Corporate Governance and Risk Management Committee's Meetings
(100 percent)

PERFORAMNCE DURING DIRECTORSHIP : 1. Providing useful recommendations and advice in the Board of Directors' meetings.
2. Providing useful recommendations and advice to the management; and considering scrutinizing works as proposed to the Board of Directors.
3. Performing duties as a Nomination and Remuneration Committee Member which shall be responsible for considering criteria and procedures for nominating qualified candidates to the position of director; and considering establishing criteria for consideration of remuneration for directors and President.
4. Performing duties as a Corporate Governance and Risk Management Committee Member to provide recommendations; monitoring compliance with the Principles of Good Corporate Governance; overseeing and reviewing the Company's overall risk management, risk management strategies.

Person Nominated as Director (Executive Director)



NAME : Miss Supamas Trivisvavet

AGE : 49 years

NATIONALITY : Thai

EDUCATION : - Doctor of Philosophy in Public Administration (2004),
University of Southern California, U.S.A., Dean's Merit Scholarship

- Master of Public Policy (1999), Duke University, U.S.A.

- Bachelor of Arts, Chulalongkorn University (1995)

TRAINING HISTORY : - Developing Corporate Governance Policy Program 2008,
Thai Institute of Directors Association

- Director Certification Program (DCP 106/2008),
Thai Institute of Directors Association

- Current Issue Seminar Program (R-CIS 2/2010),
Thai Institute of Directors Association

- Company Secretary Program (CSP 37/2010),
Thai Institute of Directors Association

- Special Seminar Program (RSS 1/2011),
Thai Institute of Directors Association

- Board Reporting Program (BRP 33/2010),
Thai Institute of Directors Association

- Effective Minute Taking (EMT 16/2010),
Thai Institute of Directors Association

- Company Secretary Forum (R-CSF 1/2013),
Thai Institute of Directors Association

- Capital Market Academy Leadership Program (CMA 22/2016),
Capital Market Academy

- Executive Program on the Rule of Law and Development (RoLD), Class 1/2017,
Thailand Institute of Justice (Public Organization)

- Workshop for Emerging Leaders on the Rule of Law & Policy Program, in
association with the Institute for Global Law and Policy, Harvard Law School,
Thailand Institute of Justice (Public Organization), for 2017

- Design Thinking Workshop Program, Thailand Institute of Justice (Public
Organization)

- Kick off SAP Ariba SAP

- Sustainability Reporting Guidelines Program,
Thaipat Institute (Public-Interest Organization)

		<ul style="list-style-type: none"> - Company Vision and Strategy Refresher Course, Primestreet Consulting (Thailand) Company Limited - Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited
PRESENT POSITIONS	:	2022-Present Vice Chairman of the Executive Board, CH. Karnchang Plc. 2022-Present Director, Executive Director, Bangkok Expressway and Metro Plc. 2022-Present Corporate Social Responsibility and Sustainability Committee Member, CH. Karnchang Plc. 2018-Present Corporate Governance and Risk Management Committee Member, CH. Karnchang Plc. 2017-Present Director, Kamala Senior Living Co., Ltd. 2017-Present Director, CH. Karnchang Real Estate Co., Ltd. 2016-Present Director, CH. Karnchang-Tokyu Construction Co., Ltd. 2016-Present Director, Mahasiri Siam Co., Ltd. 2016-Present Director, CH. Karnchang Holding Co., Ltd. 2016-Present Director, CK. Office Tower Co., Ltd. 2015-Present Director, Executive Director, CH. Karnchang Plc. 2008-Present Director, Bang Pa-in Land Development Co., Ltd. 2008-Present Director, Cholvat Civil Co., Ltd.
EXPERIENCE	:	2019-2021 Director for the term of 2019-2021, Thai Listed Companies Association 2019-2020 Executive Director No. 23, Arts Alumni Association, Chulalongkorn University 2015-2022 President, CH. Karnchang Plc. 2012-2023 Director and Executive Committee, CK Power Plc. 2011-2016 Director, Bangkhengchai Company Limited 2009-2011 Director, Bangpa-in Cogeneration Limited 2008-2009 Lecturer of Graduate School of Public Administration, National Institute of Development Administration 1999-2000 Research Assistant, The World Bank Office, Thailand
DIRECTOR APPOINTMENT DATE	:	July 1, 2015
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	9 years
NOMINATION RULES AND PROCEDURES	:	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
SHAREHOLDING IN THE COMPANY	:	3,150,000 shares (representing 0.186% of the total number of shares having voting rights)
HOLDING OFFICE IN OTHER LISTED COMPANIES	:	- Director, Executive Director, Bangkok Expressway and Metro Plc.

HOLDING OFFICE IN OTHER NON-LISTED COMPANIES : 8 companies

HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS : - None -

ATTENDANCE AT MEETINGS IN YEAR 2023 : 6/6 Board of Directors' Meetings
(Number of Attendance at Meetings / All Meetings) (100 percent)
12/12 Executive Board's Meetings
(100 percent)
4/4 Corporate Governance and Risk Management
Committee's Meetings
(100 percent)
4/4 Corporate Social Responsibility and
Sustainability Committee's Meetings

PERFORAMNCE DURING DIRECTORSHIP : 1. Providing useful recommendations and advice in the Board of Directors' meetings.
2. Providing useful recommendations and advice to the management; and considering scrutinizing works as proposed to the Board of Directors.
3. Providing useful opinions and recommendations in management.
4. Performing duties as a Corporate Governance and Risk Management Committee Member to provide recommendations; monitoring compliance with the Principles of Good Corporate Governance; overseeing and reviewing the Company's overall risk management, risk management strategies.
5. Performing duties as a Corporate Social Responsibility and Sustainability Committee Member which shall be responsible for considering and approving the Company's strategies to meet the corporate social and environmental goal and policy.

Person Nominated as Director (Executive Director)



NAME : Mr. Anukool Tuntimas

AGE : 56 years

NATIONALITY : Thai

EDUCATION : - Doctor of Laws Program, Ramkhamhaeng University
- Doctor of Business Administration, University of South Australia
- Master of Engineering (Engineering Management), Dhurakij Pundit University
- Master of Laws, Chulalongkorn University
- Master of Business Administration, Kasetsart University
- Barrister at Law, The Institute of Legal Education
- Bachelor of Laws, Chulalongkorn University
- Bachelor of Business Administration (Accounting and Finance),
Ramkhamhaeng University

TRAINING HISTORY : - National Defence Course (Class 61), National Defence College
- Director Certification Program (DCP 43/2004),
Thai Institute of Directors Association
- Advanced Audit Committee Programs (AACP 1/2009),
Thai Institute of Directors Association
- Corporate Governance and Social Responsibility Program (CSR 1/2007),
Thai Institute of Directors Association
- Finance for Non-Finance Directors Program (FND 38/2007),
Thai Institute of Directors Association
- Role of the Compensation Committee Program (RCC 9/2009),
Thai Institute of Directors Association
- Tackling Corruption through Public-Private Collaboration Program,
Thai Institute of Directors Association
- Director Certification Program Update (DCPU 2/2014),
Thai Institute of Directors Association
- Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal
Entities Against Bribery Program,
Office of the National Anti-Corruption Commission (NACC)
- Boards that Make a Difference Program (BMD 1/2016),
Thai Institute of Directors Association
- Legal Update : Criminal Liabilities of Directors,
Thai Institute of Directors Association

- Cultural Intelligence for Global Leaders: Developing the Capability to Lead Across Cultures, Thailand Management Association (TMA)
- Thailand Insurance Leadership Program, Class 7, Advanced Insurance Institute
- IFRS 9 Program, Krung Thai Bank Plc.
- Leadership Communication Batch#8 (Certificate Program 2018), Thailand Management Association (TMA)
- Knowledge of Construction Laws Program, Consulting Engineers Association of Thailand
- Taxation on Wages, Staff Welfare Personnel Department and Accounting Department Should Definitely Not Miss, Dharmniti Seminar and Training Co., Ltd.
- Company Vision and Strategy Refresher Course, Primestreet Consulting (Thailand) Company Limited
- Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited
- Director Leadership Certificate Program (DLCP 6/2022), Thai Institute of Directors Association
- Strategic Board Master Class (SBM 11/2021), Thai Institute of Directors Association

PRESENT POSITIONS : Apr 2023-Present Independent Director, TQR Plc.
Feb 2023-Present Director, CH. Karnchang (Lao) Co., Ltd.
2014-Present Corporate Social Responsibility and Sustainability Committee Member, CH. Karnchang Plc.
2007 - Present Executive Director, CH. Karnchang Plc.
2006 - Present Director, CH. Karnchang Plc.
2001 - Present Executive Vice President: Human Resource and General Administration, CH. Karnchang Plc.

EXPERIENCE : 2009-2017 Director, Bangkok Metro Networks Limited
2004-2006 Director and Vice President, Academic Affairs Lawyers Association of Thailand

DIRECTOR APPOINTMENT DATE : 28 April 2006

PERIOD OF HOLDING OFFICE AS DIRECTOR : 18 years

NOMINATION RULES AND PROCEDURES : Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.

SHAREHOLDING IN THE COMPANY : - None -

HOLDING OFFICE IN OTHER LISTED COMPANIES : Independent Director, TQR Plc.

HOLDING OFFICE IN OTHER NON-LISTED COMPANIES : 1 company

HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS : - None -

ATTENDANCE AT MEETINGS IN YEAR 2023 : 6/6 Board of Directors' Meetings
(Number of Attendance at Meetings / All Meetings) (100 percent)

12/12 Executive Board's Meetings
(100 percent)

4/4 Corporate Social Responsibility and
Sustainability Committee's Meetings

PERFORAMNCE DURING DIRECTORSHIP : 1. Providing useful recommendations and advice in the Board of Directors' meetings.

2. Providing useful recommendations and advice to the management; and considering scrutinizing works as proposed to the Board of Directors.

3. Providing useful opinions and recommendations in management.

4. Performing duties as a Corporate Social Responsibility and Sustainability Committee Member which shall be responsible for considering and approving the Company's strategies to meet the corporate social and environmental goal and policy.

Person Nominated as Additional Director (Independent Director)



Name:	Mr. Don Pramudwinai		
Type of Nominated Directors:	Director, Independent Director		
Age:	74 years		
Nationality:	Thai		
Education:	- M.A. (International Relations), Tufts University, U.S.A.		
	- M.A. (International Relations), University of California, Los Angeles, U.S.A.		
	- B.A. in Political Science (Hons.), University of California, Los Angeles, U.S.A.		
Director Training Courses:	- National Defence Course, Class 36, National Defence College (NDC 36)		
	- National Defence Course for the Joint State Private Sector, Class 6, National Defence College (JSP 6 or NDC 366)		
	- Director Certification Program (DCP 155/2012), Thai Institute of Directors Association		
Shareholding in the Company (%):	None		
Experience: <u>Listed Companies:</u>	Period	Position	Organization/Company
	2012-2014	Chairman of the Nomination and Remuneration Committee	CH. Karnchang Public Company Limited
	2010-2014	Chairman of the Corporate Social and Environmental Responsibility Committee	CH. Karnchang Public Company Limited
	1994-2014	Independent Director and Audit Committee Member	CH. Karnchang Public Company Limited
<u>Other Companies:</u>	2020-2023	Deputy Prime Minister	The Government
	2015-2023	Minister of Foreign Affairs	The Government
	2014-2015	Deputy Minister of Foreign Affairs	The Government
	2009-2010	Ambassador	Royal Thai Embassy, Washington D.C., USA
	2007-2008	Ambassador and Permanent Representative of Thailand	to The United Nations, New York
	2004-2007	Ambassador	to the European Union
	2001-2004	Ambassador	to the People's Republic of China
	1999-2000	Director-General of the Department of Information	Ministry of Foreign Affairs

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the SET in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the Company's total number of shares with voting rights.

Qualifications of Independent Directors

1. Holding shares of not exceeding 0.5 percent of the total number of voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, including shares held by any related persons;
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment, provided that such prohibited characteristics shall not apply to the independent director who has been a public servant or an advisor to a government authority which is the Company's major shareholder or controller;
3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiary;
4. Not having or having had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment. The aforesaid business relationship shall include any transaction which is an ordinary course of business for the business operation of lease taking or lease out of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated in accordance with the calculation method for value of the connected transaction under the Notification of the Capital Market Supervisory Board governing Rules on Connected Transactions, *mutatis mutandis*. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to the date on which the business relationship with the same person occurs;
5. Not being or having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment;
6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment;

7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder;
8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of voting shares of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary;
9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.

Other Information of Nominated Independent Director

Nature of Relationship of Independent Director	Mr. Don Pramudwinai
1. Shareholding in the Company (as at December 31, 2023) <ul style="list-style-type: none"> - Number of shares (shares) - Percentage of the total number of shares having voting rights 	No
2. Being a close relative with any executive or major shareholder of the Company or its subsidiaries	No
3. Having any of the following relationships with the Company/its parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interest at present or during the past two years: <ul style="list-style-type: none"> 3.1 Being an executive director, staff, employee or advisor receiving regular salary; 3.2 Being a professional service provider (such as auditor or legal advisor); 3.3 Having a business relationship (such as purchase/sale of raw materials/goods/services, lending or borrowing of money). 	 No No No

Supporting Document for Item 6: To consider and determine remuneration for directors

1) In the preceding year, the 2023 Annual Ordinary General Meeting of Shareholders resolved to approve determination of remuneration for the Company's directors, namely, bonus for directors for 2022 in the amount not exceeding Baht 8,816,000, and remuneration for directors for 2023 in the amount not exceeding Baht 8,625,000, and there was no remuneration in the form of other benefits provided by the Company.

2) The Nomination and Remuneration Committee's Meeting No. 1/2024 on February 29, 2024 determined the criteria for consideration of remuneration for the Company's directors by taking into account the suitability of each director's duties and responsibilities, as well as considering the amount of work responsible in each position either as chairpersons or members of subcommittees of the Company. The remuneration is divided into two main categories, as follows:

1. Bonus for Directors: an annual honorarium for directors, the amount of which is determined that is contingent on the Company's operational results and the directors' performance in the past year.
2. Remuneration for Directors: an annual remuneration for performing the duty as directors, comprising:

2.1 Remuneration and Office Remuneration

Based on position, duties and responsibilities as directors and members of subcommittees.

Remuneration for directors will be in accordance with the period of time served in that position, and fixed per annum and paid in every half year.

2.2 Meeting Allowances

Based on each member's attendance at the Board of Directors' Meetings or subcommittees' meetings, with the amount determined to be paid in each meeting.

3) As for the bonus for directors for 2023 and remuneration for directors for 2024, the Board of Directors' Meeting No. 1/2024 on February 29, 2024 resolved to present to the 2024 Annual Ordinary General Meeting of Shareholders the remuneration of directors, for approval as proposed by the Nomination and Remuneration Committee, as follows:

- (1) Bonus for directors for 2023 in the amount not exceeding Baht 9,433,000, based on position, duties and responsibilities, as follows:

Position	Number of Persons	Amount (Baht)
1. Chairman of the Board of Directors	1	1,110,428
2. Chairman of the Executive Board	1	1,110,428
3. Chairman of the Audit Committee	1	1,110,428
4. Directors and Executive Directors	5	4,621,140
5. Directors and Audit Committee Members	2	1,480,576
Total	10	9,433,000

- (2) Remuneration for directors for 2024 in the amount not exceeding Baht 8,625,000, as follows:

1. Remuneration and Office Remuneration

1.1 Remuneration for Directors

Remuneration for Directors	Baht	200,000	per year per person
Remuneration for Audit Committee Members	Baht	200,000	per year per person
Remuneration for Executive Directors	Baht	100,000	per year per person

1.2 Office Remuneration

Chairman of the Board of Directors	Baht	550,000	per year
Chairman of the Executive Board	Baht	300,000	per year
Chairman of the Audit Committee	Baht	200,000	per year
Chairman of the Nomination and Remuneration Committee	Baht	100,000	per year
Chairman of the Corporate Governance and Risk Management Committee	Baht	100,000	per year
Chairman of the Corporate Social Responsibility and Sustainability Committee	Baht	100,000	per year

2. Meeting allowances will be paid based on each member's attendance at the Board of Directors' Meetings or subcommittees' meetings, with the meeting allowances paid for each Board of Directors' Meeting and Executive Board's Meeting amounting to Baht 20,000 per person, and the meeting allowances paid for each subcommittee's meeting amounting to Baht 10,000 per person.

This year, the Company has neither offered any beneficial remuneration nor granted any benefits to its directors other than the aforementioned remuneration.

Supporting Document for Item 7: To consider and appoint the auditor and determine remuneration for 2024

1. Articles 47 and 48 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders and the Notification of the Stock Exchange of Thailand stipulates that the Audit Committee shall have the duty to consider selecting and nominating independent persons to perform duty as the Company's auditor and propose remuneration for the Company's auditor.

2. In 2023, the Ordinary General Meeting of Shareholders resolved to appoint either Mrs. Wilai Sunthornwanee or Mrs. Chonlaros Suntiasvaraporn or Mr. Natthawut Santipet of EY Office Limited as the Company's auditor, with the remuneration not exceeding Baht 3,900,000.

Clause 7 (4) of the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Works of the Audit Committee B.E. 2551 (2008) specifies that the Audit Committee shall have the duty to consider, select and nominate an independent person to be the Company's auditor, and to propose remuneration of the Company's auditor.

The Audit Committee's Meeting No. 1/2024 on February 29, 2024 considered the proposal for provision of audit services of the existing auditor, namely, EY Office Limited, and also considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, as well as timely certification of the financial statements, and therefore, resolved to propose that the Board of Directors consider submitting this matter to the 2024 Annual Ordinary General Meeting of Shareholders to appoint the auditor and determine remuneration for 2024.

3. The Board of Directors' Meeting No. 1/2024, which was held on February 29, 2024, resolved to propose that the 2024 Annual Ordinary General Meeting of Shareholders appoint the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

- 1) To appoint the auditor of EY Office Limited as listed below as the Company's auditor, namely, either:

Name	License No.	Years of Audit Service for the Company
1. Mrs. Wilai Sunthornwanee	7356	2 years (2022-2023)
2. Mrs. Chonlaros Suntiasvaraporn	4523	-
3. Mr. Natthawut Santipet	5730	-

Either of the auditors shall be authorized to conduct the audit and sign for certification of the Company's financial statements for 2024. Additionally, the auditors as named above also serve as the subsidiaries' auditor. Furthermore, the auditors as per the proposed list have neither relationship nor interest between the auditors and the Company or its subsidiaries, executives, major shareholders or any persons related to such persons.

- 2) To determine the remuneration in the total amount not exceeding Baht 3,900,000, which is equal to the year 2023, comprising:

Unit: Baht

Description		2022	2023	2024
1.	Fee for auditing the annual financial statements	1,650,000	1,650,000	1,650,000
2.	Fee for reviewing the financial statements for a total of three quarters	2,250,000	2,250,000	2,250,000
Total		<u>3,900,000</u>	<u>3,900,000</u>	<u>3,900,000</u>

In the preceding accounting year, the Company and its subsidiaries did not incur any non-audit service fee of EY Office Limited or any businesses relating to the auditor and EY Office Limited.

Profile of Independent Director

(Proxy of Shareholders)



NAME : Mr. Vitoon Tejatussanasoontorn

POSITION : Chairman of the Audit Committee
Chairman of the Nomination and Remuneration Committee
Corporate Governance and Risk Management Committee Member
Independent Director

AGE : 83 years

NATIONALITY : Thai

ADDRESS : 191/39 Sukhumvit Road, Klongton Subdistrict, Wattana District, Bangkok 10110

EDUCATION : - B.A. in Commerce, Thammasat University

TRAINING HISTORY : - Director Certification Program (DCP 2/2000)
Thai Institute of Directors Association

- IOD Chartered Directors, Thai Institute of Directors Association, Class 1/2007

- Audit Committee Program (ACP 27/2009)
Thai Institute of Directors Association

- Advanced Audit Committee Program (AACP 3/2010)
Thai Institute of Directors Association

- Role of Compensation Committee (RCC 12/2011)
Thai Institute of Directors Association

- New Auditor's Report: What's in it for you?,
Thai Institute of Directors Association, in association with Federation of Accounting Professions under the Royal Patronage of His Majesty the King

- Directors Compensation Survey 2016,
Thai Institute of Directors Association

- Seminar on Accounting in Preparation for Change of Financial Reporting Standard,
EY Office Limited

- "Story Telling for Leaders", Thai Institute of Directors Association

- Nomination Director Event 1/2017 on Nomination Committee Best Practice Guideline, Thai Institute of Directors Association)

- Seminar on Accounting, "Business in Era of Unusual Variations",
EY Office Limited

- Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited

- Seminar on Dissemination of Study Results of the Value of Audit Project, the Office of the SEC in association with the Federation of Accounting Professions

EXPERIENCE	:	2022-Present	Corporate Governance and Risk Management Committee Member CH. Karnchang Plc.
		2016-Present	Chairman of Audit Committee Bangkok Expressway and Metro Plc.
		2015-Present	Director, and Nomination and Remuneration Committee Member Bangkok Expressway and Metro Plc.
		2014-Present	Chairman of the Nomination and Remuneration Committee CH. Karnchang Plc.
		2007-May 2022	Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Plc.
		2004-Present	Director Asahi Glass Foundation of Thailand
		1999-Present	Director and Chairman of the Audit Committee CH. Karnchang Plc.
		1991-Present	Senior Executive Vice President Asahi Glass Plc.
		1988-Present	Director and Executive Director Pattaya Estate Co., Ltd.
		1988-Present	Director and Executive Director Kiarti Thanee Country Club Co., Ltd.
		1987-Present	Director Diachrome Chemical Co., Ltd.
SHAREHOLDING IN THE COMPANY	:	- None -	
HAVING INTEREST IN THE CONSIDERED ITEM	:	- Having interest in Item 6: To consider and determine remuneration for directors. - Having no special interests that would make them different from the other directors with regard to any of the items being proposed at this meeting.	

Document or Evidence Indicating Status as a Shareholder or Shareholder's Representative Entitled to Attend the Meeting

Type	Thai Shareholders	Foreign Shareholders
1. Natural Person - In Person - By Proxy	- Identification Card - Identification Card of Proxy Holder - Certified Copy of Identification Card of Grantor - Proxy Form (Affixed Baht 20 Duty Stamp)	- Passport - Identification Card or Passport of Proxy Holder (as the case may be) - Certified Copy of Passport of Grantor - Proxy Form (Affixed Baht 20 Duty Stamp)
2. Juristic Person	- Identification Card of Proxy Holder - Certified Copies of Company Affidavit and Identification Card of Authorized Director(s) - Proxy Form (Affixed Baht 20 Duty Stamp)	- Identification Card or Passport of Proxy Holder (as the case may be) - Certified Copies of Company Affidavit and Identification Card or Passport of Authorized Director(s) (as the case may be) - Proxy Form (Affixed Baht 20 Duty Stamp)

Procedures for Appointment of Proxy

According to the Notification of the Department of Business Development, Ministry of Commerce, Re: Determination of Proxy Form (No. 5) B.E. 2550 (2007), there are three Proxy Forms as follows:

- Form A is a general simple proxy form;
- Form B is a proxy form with specific details for granting proxy;
- Form C is a form used only in case of shareholders who are foreign investors and appoint a custodian in Thailand.

The Company has provided the Proxy Form B for shareholders as per the form set out by the Department of Business Development. Should any shareholder, who is a foreign investor and appoints a custodian in Thailand, wish to use Proxy Form C, it can be downloaded on the Company's website at http://ck-th.listedcompany.com/shareholder_meeting.html.

Shareholders who are unable to attend the Company's Meeting of Shareholders via electronic means (E-AGM) in person may appoint their proxies by the following procedures:

1. General shareholders shall use only either Proxy Form A or Form B.
2. Shareholders whose names are shown in the register as foreign investors and appointing a custodian in Thailand may use either one of three Proxy Forms (Form A or Form B or Form C).
3. Proxy may be granted to any person as the shareholder desires or any Independent Director of the Company, namely, Mr. Vitoon Tejatussanasoontorn, by specifying the name as well as details of such person to be appointed as proxy.
4. Shareholders cannot split the number of shares for granting proxy to several proxy holders in order to split votes and the shareholder shall grant proxy equivalent to the number of shares held. The shareholder cannot grant proxy merely a certain portion less than the total number of shares held, except the custodian appointed by a shareholder who is a foreign investor as per Proxy Form C.
5. Baht 20 duty stamp shall be affixed, crossed out and dated the date of execution of such Proxy for validation and legal binding effect, in respect of which the Company provides assistance in affixing duty stamps for the Proxy holders during the registration to attend the Meeting.

6. Appointment of a proxy to attend the E-AGM

6.1 In the case of appointing a third person as proxy to attend the E-AGM

Shareholders or proxies are kindly requested to follow the procedures according to clauses 1-3 above and submit an E-Request in advance to obtain a Username and Password for registration to attend the E-AGM, per details of the procedures for submitting the E-Request and the use of the electronic meeting system (E-Meeting) shown in Attachment 10, and then submit the original proxy form and supporting documents to the Company.

6.2 In the case of appointing an independent director of the Company as proxy to attend the E-AGM

Shareholders are kindly requested to follow the procedures according to clauses 1-3 above and submit the E-Request via electronic means or submit the original proxy form and supporting documents to the Company.

7. The original proxy form and supporting documents which have been signed to certify as true copies must be sent to the Office of President, CH. Karnchang Public Company Limited, No. 587 Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400, by April 10, 2024 so that the Company's staff have time to review the documents prior to commencement of the Meeting.

8. Any shareholder who wishes to cancel the proxy shall notify the Company of his/her intention in writing prior to the commencement of the Meeting of Shareholders.

Guidelines for attending the Electronic Meeting by Inventech Connect

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

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

1. Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/CK173463R/#!/homepage> or scan QR Code and follow the steps as shown in the picture

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

- 1** Click link URL or scan QR Code in the notice letter of the Annual General Meeting
- 2** Choose type of request form to complete the transaction in 4 steps:
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verifying the shareholder's identity
 - Step 3 Verify the identity via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3** Please wait for an email with details of the meeting and the Password

2. For shareholders who would like to attend the meeting either through the Electronic Means in person or by a proxy who is not the provided independent director, please note that the electronic registration will be available from 3 April 2024 at 8:30 a.m. and shall be closed on 17 April 2024 until the end of the meeting.

3. The electronic conference system will be available on 17 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

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

CH. Karnchang Public Company Limited

Office of President

No. 587, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400

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

02-931-9134

@inventechconnect

The system is available during 3 – 17 April 2024 at 08.30 a.m. – 05.30 p.m.

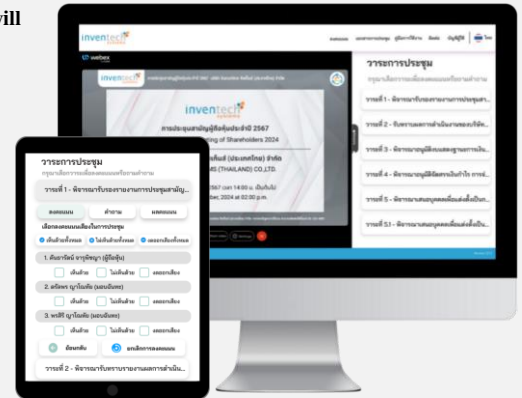
(Only on business days, excluding holidays and public holidays)

Report a problem

@inventechconnect

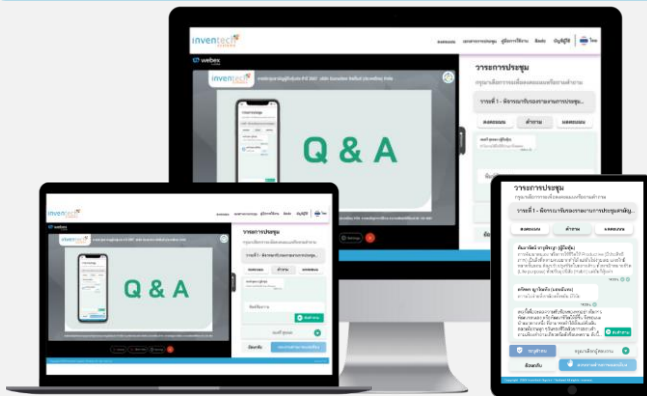
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

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



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

Step to ask questions via Inventech Connect



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

How to use Inventech Connect

User Manual e-Request

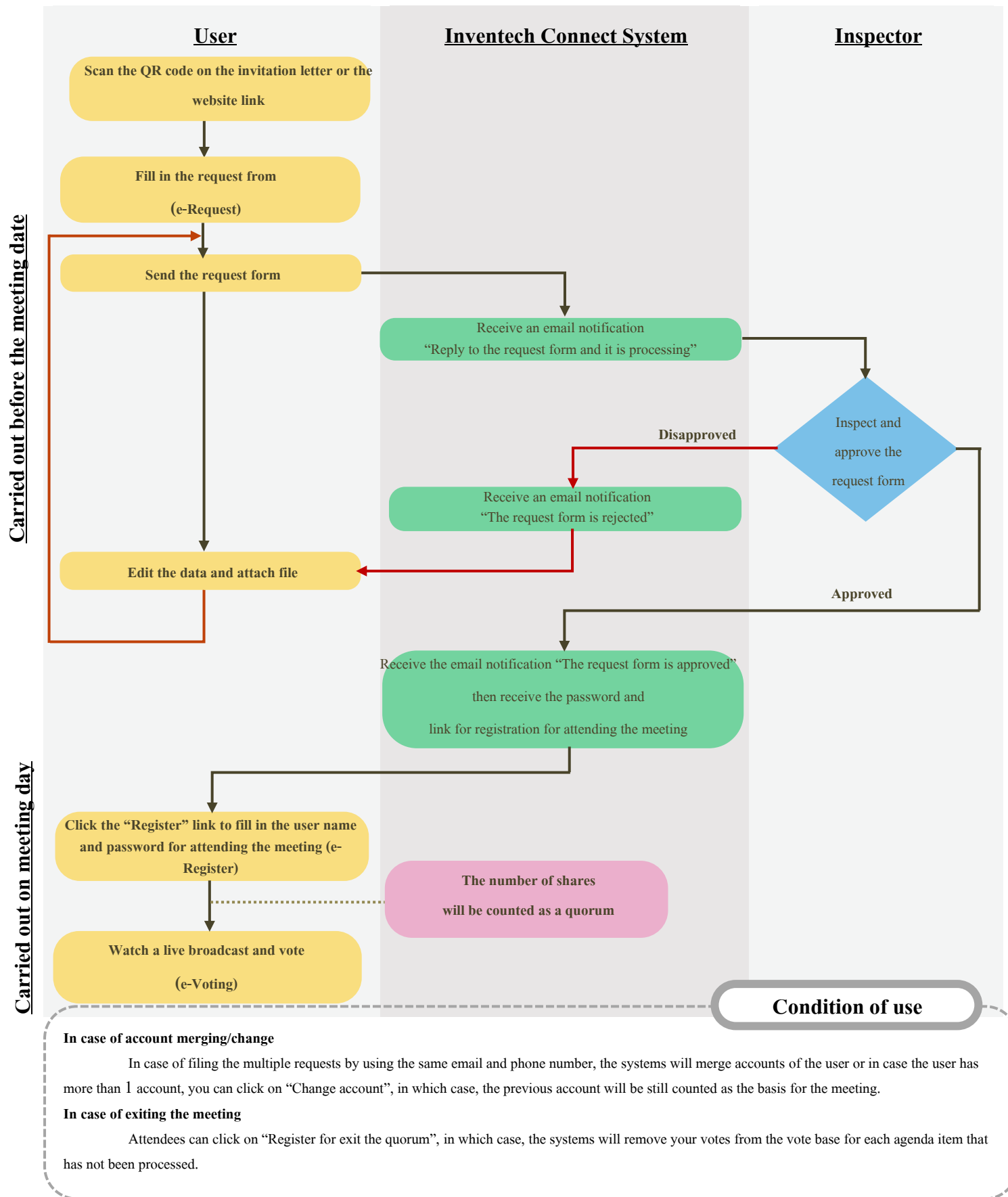
User Manual e-Voting

Video of using Inventech Connect

* Note: The operation of the electronic conferencing system and Inventech Connect systems depends on the supported Internet of shareholders or proxy holder, including equipment and/or program for best performance. Please then use the following equipment and/or program to use the systems.

1. Internet speed requirements
 - High-Definition Video: the Internet speed at 2.5 Mbps (recommended Internet speed).
 - High Quality Video: the Internet speed at 1.0 Mbps.
 - Standard Quality Video: the Internet speed at 0.5 Mbps.
2. Equipment requirements
 - Smartphone/Tablet that uses IOS or Android OS.
 - PC/Laptop that uses Windows or Mac OS.
3. Requirement for Internet Browser: Chrome (Recommended) / Safari / Microsoft Edge ** The system does not support the Internet Explorer.

Guidelines for attending of Electronic Meeting



Voting Procedures and Methods
Procedures for Vote Casting and Rules for Counting of Votes

1. The Chairman of the Meeting requests shareholders to vote in each agenda item, with one share equaling one vote.

2. Shareholders or proxies who attended the Meeting after it had been opened will have their votes counted only on the agenda items for which they were present. As a result, the number of shareholders represented on each agenda may differ.

3. If shareholders appointing proxies have clearly voted for, against, or abstained from voting on the respective agenda items, such votes have been gathered and recorded for computer processing in advance, with a legal advisor verifying the accuracy of the counting of votes according to proxy forms. Therefore, the proxies who had registered for attending the Meeting will no longer be allowed to vote again in the system.

4. Shareholders are allowed to vote within the time specified by the system after the notification of the opening of voting of each agenda item, and once the submission of voting results for each agenda has been closed, the voting results of such agenda will be announced to the Meeting for acknowledgement.

5. Any shareholders intending to vote shall choose the agenda item that he/she wishes to vote on, then click on the “voting” button, as follows: 1. Approve 2. Disapprove 3. Abstain. The shareholders wishing to cancel the vote can click on the “Cancel Vote” button (where the voting can be changed until such agenda item ends the voting results submission).

* If no voting is selected or click on the “Cancel Vote” button, it will be treated as a favorable vote, and the voting can be changed until such agenda item ends the voting results submission.

6. Each agenda item requires resolution passed by the Meeting with the following votes:

6.1 For Item 1: To consider and approve the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders; Item 3: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2023; Item 4: To consider and approve the allocation of profit and dividend payment; Item 5: To consider the election of directors to replace those due to retire by rotation and the appointment of an additional director; and Item 7: To consider the appointment of auditor and determination of remuneration for 2024, a majority vote of the shareholders who attend the Meeting and cast their vote is required.

6.2 For Item 6: To consider the determination of remuneration for directors, a majority vote of not less than two-thirds of all votes of the shareholders who attend the Meeting is required.

Item 2 is report on the operational results for 2023 for acknowledgment and it then requires no resolution.

Asking Questions or Providing Opinions in the Meeting Room

Before voting on each agenda item, attendees are allowed to ask questions or express opinions on matters related to that agenda item as appropriate by selecting the agenda item on which they intend to ask questions or express opinions, and then clicking on the “Question” button. There are two methods for asking questions:

- Asking a question via text message: by typing the desired question and clicking on the “Send” button. After then, the Company will read and answer the question pertaining to such agenda item for the meeting’s acknowledgement. The Company does, however, reserve the right to consider selecting questions as appropriate if a high volume of questions are submitted into the system.

- Asking a question via VDO conference: by clicking on the “Conference” button and then clicking on the “OK” button to confirm your queue. The meeting facilitator will announce the names and surnames of those who are entitled to ask questions; then, they can turn on the microphone and camera. Before asking questions every time, the meeting attendees have to notify their full name-surname and status as a shareholder or proxy so that the Company can correctly and completely record them in the meeting minutes.

In this regard, the Company does reserve the right to remove any photos and audio of a shareholder(s) who asks rude questions or makes unpleasant comments, or makes disparaging remarks, or violates any law, including an infringement of others’ rights, or causes disruption to the meeting or causes disturbance to other attendees.

Articles of Association of the Company Regarding the Meeting of Shareholders
Shareholders' Meeting

Article 33. A meeting of shareholders of the Company shall be convened at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Board of Directors.

In this regard, a meeting of shareholders may be convened via electronic means as stipulated in the law on electronic meetings, in which case, the Company's head office shall be assumed to be the venue of such electronic meeting.

Article 34. A general meeting of shareholders shall be convened at least once a year. Such meeting shall be called the "ordinary general meeting". The said annual ordinary general meeting shall be convened within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called "extraordinary general meetings".

The Board of Directors may call an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe his/her or their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

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

In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 36, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

In the event that the shareholders call the meeting under paragraph three, the calling shareholders may send to other shareholders a notice of the meeting via electronic means in accordance with the rules and conditions as required by the law.

Article 35. In summoning the shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for information not less than seven (7) days prior to the meeting. In addition, notice of the meeting shall be published in a newspaper or via electronic media in accordance with the rules as provided by the law and registrar for three (3) consecutive days and at least three (3) days prior to the meeting.

Notice of the meeting and supporting documents to shareholders shall be delivered by registered mail or via electronic means in accordance with the rules as provided by the law and the registrar.

Article 36. To constitute a quorum in a shareholders' meeting, there shall be not less than twenty-five (25) shareholders present in person or by proxy (if any) or not less than one half of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total number of shares sold, unless otherwise stipulated by the laws.

If, after one hour from the time scheduled for the shareholders' meeting, the number of shareholders is insufficient to form a quorum as specified, if such shareholders' meeting is convened at the request of shareholders, it shall be cancelled. If such shareholders' meeting is not convened at the request of shareholders, the meeting shall be called again and in such case, notice calling for the meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

A shareholders' meeting may be convened via electronic means in accordance with the conditions, procedures, and methods required by law.

Article 39. The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman is not present in the meeting or is unable to perform his or her duties, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to preside over the meeting.

Appointment of Proxy for Participation in Meeting of Shareholders and Shareholders' Right to Vote

Article 37. A shareholder may appoint another person, who has reached his/her legal age, as his or her proxy to attend a shareholders meeting and vote on his or her behalf.

The proxy form shall be dated and signed by the shareholder giving proxy and shall be in the form as prescribed by the registrar, and shall contain at least the particulars listed below:

- A. The number of shares held by the shareholder;
- B. Name of proxy;
- C. The number of such meeting for which proxy is appointed to attend and vote.

The said instrument shall be delivered to the Chairman of the Board of Directors or a person entrusted by the Chairman of the Board of Directors prior to the attendance of the meeting by such proxy.

The aforementioned appointment of a proxy may instead be made by electronic means, provided that it necessitates a secure and trustworthy method to demonstrate that such shareholder has appointed the proxy in accordance with the rules as provided by the law and the registrar.

Article 40. In the shareholders' meeting, a shareholder shall have one vote for each share held by such shareholder.

In the event that a shareholder has a personal interest in any matter, such shareholder shall have no right to vote on such matter, except voting for director election.

In casting votes for passing any resolution or approval for any act in the general meeting, a majority of votes of shareholders who attend the meeting and have the right to vote is needed.

Except in the following cases, a resolution shall be passed by affirmative votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- A. The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
- B. The purchase or acceptance of transfer to the Company of businesses of other public limited companies or private companies;
- C. The execution, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's businesses, the assignment to any other persons to manage the Company's businesses, or the consolidation of such business with other persons with an objective towards profit and loss sharing.

The casting vote as per paragraph one which it is deemed that one share shall have one vote shall not be applied to the case where the Company issues preferred shares which are required to have the right to vote less than that of ordinary shares.

Qualifications of Directors, Election Method and Retirement by Rotation

Article 15. The Company has one Board of Directors which shall consist of at least five (5) directors, as elected by the general meeting of shareholders. The Board of Directors shall elect one director to be the Chairman of the Board of Directors, and may elect one or several directors as Vice-Chairmen, and may elect one of the directors as the Managing Director and other positions as it deems appropriate. Not less than one half of all directors shall reside in the Kingdom of Thailand.

Article 16. The shareholders' meeting shall elect directors in accordance with the following conditions and procedures:

- 1) One shareholder shall have one vote for every one share held by that shareholder.
- 2) When electing directors, the casting of votes shall be made at one time for a group of persons up to the full number of all directors to be elected at that time or, if the shareholders' meeting deems appropriate, the casting of votes shall be made to elect directors on an individual basis. However, in the casting of votes in either case, each such person elected by the shareholders shall receive votes from shareholders according to the total number of shares held by each shareholder under (1) and no shareholder can allot his or her votes to any person in any number.
- 3) When electing directors on an individual basis, persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie for the last to be elected and this exceeds the said number of directors, the election shall be drawn by lots.

Article 19. At every annual general meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire.

A retiring director is eligible for re-election.

Payment of Remuneration and Bonus for Directors

Article 17. Consideration and remuneration for directors shall be stipulated by the shareholders' meeting.

Directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, consideration, bonus or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the shareholders' meeting, which may be a fixed amount or in accordance with the rules, and may be periodically fixed or permanently fixed until changed. Directors may receive per diem, welfares and expense reimbursement according to the Company's regulations.

The provisions of the preceding paragraph hereof shall not affect the rights of the Company's officers or employees, who have been elected as director(s), to receive remuneration and benefits in the capacity as officers or employees of the Company.

Payment of Dividends

Article 51. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited.

Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders' meeting.

Where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has the approval of a shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next shareholders' meeting.

The payment of dividends shall be made within one month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall be sent to the shareholders by registered mail or by electronic means in accordance with the rules as provided by the law or the registrar, and publication of the notice of the payment of dividends shall be made in a newspaper or via electronic media in accordance with the rules as provided by the law or the registrar at least for three (3) consecutive days. No interest can be charged against the Company if such dividend payment is made within the time specified by the laws.

Article 52. The Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval by the shareholders' meeting.

Other Matters

Article 54. The Company shall comply with the laws on securities and exchange. In the event that the Company's securities are listed on the Stock Exchange of Thailand, the Company shall comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand, as well as the provisions relating to disclosure of information of the execution of connected transactions and any acquisition or disposition of significant assets of the Company or its subsidiaries.

Privacy Notice for
the 2024 Annual Ordinary General Meeting of Shareholders

CH. Karnchang Public Company Limited (the “Company”) values the personal data of shareholders and/or proxies (“you”), the Company would like to inform you of the following information in order to ensure compliance with the Personal Data Protection Act B.E. 2562 (2019) and the Company’s Personal Data Protection Policy.

1. Personal Data Source and Personal Data Collected by the Company

The Company receives the personal data directly from you and/or Thailand Securities Depository Co., Ltd., which is the securities registrar of the Company, and the Company is required to gather such personal data for conducting and attending the 2024 Annual Ordinary General Meeting of Shareholders. Such personal data is comprised of the following:

General Personal Data, such as title, name, surname, date of birth, age, address, ID card number, the code on the back of the ID card, passport number, proof of name-surname change, postal code, phone number, fax number, e-mail, shareholder identification number, bank account number, photo, sound, motion photo, or both sound and motion photo from video recording and/or from information technology system and/or from broadcasting via electronic media or by any other means in the Annual Ordinary General Meeting (AGM) which have been prepared by the Company.

Remark: The Company will not keep your religious information because it is sensitive personal data which does not need to be processed for the AGM. As such, if a copy of your ID card contains religious information, the Company requests your cooperation in hiding such information before submitting it to the Company (it may be scraped or crossed out until the information cannot be read), or if you are not comfortable, the Company reserves the right to do so instead.

2. Collecting and Processing Basis and the Objectives in Collecting and Processing Personal Data

2.1 Legal Obligation

The Company will collect, use, and disclose your personal data in accordance with Clause 1 to call, arrange and conduct the AGM. This includes verification of your identity as well as the delivery of relevant documents, collection of information as evidence for the AGM and for any purposes in compliance with the resolutions of the AGM, including any other actions under laws and/or orders of competent government authorities in accordance with the Public Limited Companies Act B.E. 2535 (1992), the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020), and other applicable laws.

2.2 Legitimate Interest

The Company will collect, use and disclose your data in accordance with Clause 1 for use in the preparation of the Minutes of the Meeting as proof of attendance at the E-AGM for the meeting public relations purpose, as well as for any other necessary and related purposes for the sake of the Company's and third parties' legitimate interests without going beyond what you can reasonably expect.

3. Personal Data Retention Period

The Company will retain your personal data for as long as it is necessary to achieve the above-mentioned purpose. The Company intends to retain your personal data per Clause 1 for a period of 10 years, from the date of the Company's receipt of your personal data. Upon the expiration of each specified period, the Company will either destroy your personal data or make it non-personally identifiable.

4. Personal Data Disclosure or Transfer

Your personal data may be disclosed or transferred by the Company to related persons or agencies, for instance service providers, contractors of the Company in connection with meeting planning or information technology or data storage or website management, as well as auditors, legal consultants, government agencies, or officials with legal authority. In this regard, the Company will only disclose or transfer your personal data to service providers or contractors as is necessary for the delivery of services, and will ensure that the service providers or contractors do not use your data for any other purpose.

5. Rights of Data Subject

The data subject has the rights to request access to his/her personal data, request to obtain a copy of his/her personal data under the Company's responsibility, or disclose the acquisition of such personal data for which he/she has not given consent, withdraw consent, object to the collection, use or disclosure of the personal data, update, delete, destroy the personal data, or make the personal data non-personally identifiable, suspend the use of his/her personal data, transfer his/her personal data to other data controllers subject to conditions and methods set forth by law. If you intend to exercise any of your rights, please contact the Company and the Company will consider your request as soon as possible. In some cases, the exercise of any right above may be restricted by applicable laws or the Company may reject your request. In this regard, you have the right to lodge a complaint with the competent official in accordance with the Personal Data Protection Act B.E. 2562 (2019) if you see that the Company is violating or failing to comply with such Act. In addition, if you have any questions or would like more information about the protection, storage, collection, use, disclosure of your personal data, or the exercise of your rights, or if you have any complaints, please feel free to contact us at Email address : dpo@ckplc.com

Please study the Company's Personal Data Protection Policy at

<https://www.ch-karnchang.co.th/assets/file/20220609-ck-personal-data-protection-policy-en.pdf>