



The Extraordinary General Meeting of Shareholders No. 1/2022

Energy Absolute Public Company Limited

Friday, 28 January 2022

14.00 hours

Through Electronic Meeting Only

From the Company's Conference Room

At No. 89, AIA Capital Center, 16th Floor, Ratchadapisek Road,
Dindaeng Sub-district, Dindaeng District, Bangkok 10400, Thailand

According to the outbreak of Coronavirus Disease 2019 (“**COVID-19**”), Energy Absolute Public Company Limited (the “**Company**”), with our concern over the health of all shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on Friday, 28 January 2022, 14.00 hrs., **through electronic meeting only**. The Company facilitates and provides the optional for shareholders to attend the Meeting via electronic media the IR Plus AGM Application and vote in the E-Voting system (E-EGM) in accordance with the laws related to electronic conferencing. **Details of attendance E-EGM is as per Enclosure No.7.**

The manual of Application IR Plus AGM for the Meeting is available at

- Manual Mobile Application IR Plus AGM by scanning the QR Code below



- Video, for the guidance to register and use of IR Plus AGM is available at the Company website https://www.energyabsolute.co.th/agm_manual.asp

The Company would like to express our gratitude to all shareholders.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

No. EA: CS-EGM/2565

13 January 2022

Subject: Invitation for the Extraordinary General Meeting of Shareholders No. 1/2022

To: All shareholders of Energy Absolute Public Company Limited

Enclosures

1. Copy of the minutes of the Annual General Meeting of Shareholder for the year 2021 in the form of QR Code stated in EGM Invitation. (for Agenda 1)
2. Report Form for Capital Increase (F 53-4) (For Agenda 3)
3. The Articles of Association of the Company in respect of the Extraordinary General Meeting of Shareholders No. 1/2022
4. Guidelines, Regulations and Procedure of the Extraordinary General Meeting of Shareholders No. 1/2022
5. Profiles of Independent Directors for shareholders to appoint as proxy
6. Proxy form A, form B, and form C (Attachment 6.1, 6.2, 6.3 respectively)
7. Requirement for Shareholders to attending the E-EGM and Guideline for Mobile Application IR Plus AGM / Video Application IR PLUS AGM (Scan QR Code)

Notice is hereby given that the Board of Directors Meetings of Energy Absolute Public Company Limited (the “**Company**”) (Extra) No. 2/2021 held on 9 December 2021 has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on Friday, 28 January 2022 at 14.00 hours (the “**Meeting**”) through electronic meeting only, for the following agenda:

Agenda 1: To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 23 April 2021

Rationale:

- The minutes of the Company’s Annual General Meeting of Shareholders for the year 2021 held on 23 April 2021 (the “**Minutes**”) was submitted to the Ministry of Commerce. The copy of the Minutes has disclosed on the Company’s website at www.energyabsolute.co.th and in the form of QR Code stated in the EGM Invitation as an attachment for Agenda 1.

Opinion of the Board of Directors:

- The Board of Directors’ Meeting resolved to propose the Meeting for adoption of the Minutes of the Annual General Meeting of Shareholders for the year 2021.

Resolution:

- This agenda must be passed by the approval of majority votes of the shareholders who attend the Meeting and cast their votes.



Agenda 2: To consider and approve the issuance and offering of Convertible Debentures

Rationale:

- Due to the Company's requirement for additional funding, the Company plans to raise funds for management of its cash flow, research, and develop the new technologies, including to support the expansion of the Company's new businesses such as the battery, electric vehicle, charging station business and other related business. As a result, the Company intends to increase its capital by the issuance and offering of convertible debentures in the amount of not exceeding EUR 900 million or an equivalent amount in other currencies, which will broaden the Company's fund-raising options.

Opinion of the Board of Directors:

- The Board of Directors' Meeting (Extra) No. 2/2021 held on 9 December 2021 ("the Board of Directors' Meeting"), resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the issuance and offering of convertible debentures in an amount of not exceeding Eur 900 Million or an equivalent amount in other currencies. The relevant details and preliminary information of which are as follows:

- 1. Type of Convertible Debentures** Convertible debentures which may be converted into ordinary shares of the Company. The convertible debentures may be secured or unsecured and senior or subordinated debentures. The convertible debentures may be denominated in Baht or in other currencies.
- 2. Offering Size** Not exceeding EUR 900 million or its equivalent amount in other currencies.
- 3. Offering Price and Interest Ratio** The offering price and interest rate shall be specified during the period prior to the date of the issuance and offering of the convertible debentures, which will be determined by conducting a book building process. In this regard, the chief executive officer of the Company and/or person designated by the chief executive officer of the Company are empowered to further determine the offering price and interest rate.
- 4. Term** Not more than 5 years from the issue date of the convertible debentures.
- 5. Conversion Ratio** Principal amount of the convertible debentures divided by the conversion price at such time.
- 6. Conversion Price** Price determined at the time of issuance by reference to the market price of the Company's shares traded on the Stock Exchange of Thailand (the "SET") during the period prior to the date of the issuance and offering of the convertible debentures, plus premium. The conversion price of the newly issued ordinary shares will not be lower than 90 percent of the market price of the Company's shares (as defined pursuant to the relevant regulations of the Capital Market Supervisory Board (the "CMSB") or the Office of the Securities and Exchange Commission) traded on the SET prior to the date of offering of convertible debentures to investors. In this



regard, the chief executive officer of the Company and/or person designated by the chief executive officer of the Company are empowered to further determine the conversion price.

Furthermore, the conversion price is subject to adjustments in certain circumstances to be set out in the terms and conditions with respect to the rights and duties of the convertible debenture issuer and the convertible debentures' holder. (Please see the details in “**Adjustment Events Requiring the Company to Issue Additional Underlying Shares for a Change in the Exercising of Conversion Rights**” below.)

Remark:

If the conversion price of the newly issued ordinary shares are lower than 90 percent of the market price of the Company's shares (as defined pursuant to the relevant regulations of the Capital Market Supervisory Board (the “CMSB”) or the Office of the Securities and Exchange Commission) traded on the SET prior to the date of offering of convertible debentures to investors, , the Company is obliged to prohibit the investors who exercise their conversion right to sell the newly issued ordinary shares within a period of 1 year from the date the investors receive the said newly issued ordinary shares (Silent Period). After 6 months, the investors can sell some of the securities in the amount of 25 percent of the amount barred from being sold. This is in accordance with the Notification of the Stock Exchange of Thailand re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase.

7. Conversion Period

Approximately 41 days after the issue date to 10 days before the maturity date, except during the period in which the conversion is not permitted (Closed Conversion Period).

However, the conversion period stated above is determined based upon the initial estimation and subject to changes, the details of which shall be further set out in the terms and conditions of the convertible debentures.

8. Number of Ordinary Shares Reserved for the Conversion

Not exceeding 290,000,000 shares (when combined with the number of allocated shares in accommodation of the convertible debentures or warrants, which is null and does not exceeding 50 percent of the total issued and paid-up shares of the Company) with a par value of Baht 0.10 per share.

9. Allocation Method

All convertible debentures may be offered to investors in Thailand and/or overseas, either in a single or multiple offering. The offering may be in the form of private placement and/or public offering in which the directors and the executives of the Company may subscribe and be allocated with the convertible debentures, in accordance with the rules and regulations of the CMSB.



10. Right of

Redemption

The Company or the holder of convertible debentures may be entitled to redeem the convertible debentures prior to the maturity date as specified in the terms and conditions of the convertible debentures.

11. Dilution Effects

In case that all convertible debentures are fully exercised, the Company expects that:

Price Dilution

Following the issuance and offering of convertible debentures, the impact upon the market price of the Company's shares (price dilution) does not occur immediately because the conversion price will be determined by reference to the market price of the Company's shares traded on the SET during the period prior to the date of the issuance and offering of the convertible debentures, plus premium.

Nevertheless, following the issuance and offering of the convertible debentures, the impact upon the market price of the Company's shares (price dilution) may gradually occur as a result of the exercise of convertible debentures when the market price of shares is equivalent to or higher than the conversion price of the convertible debentures.

Control Dilution

In case all holders of convertible debentures are fully exercised, the number of ordinary shares required to be issued following the conversion will be not exceeding 290,000,000 shares. Therefore, the voting rights of the existing shareholders will be diluted by not exceeding 290,000,000 shares or not exceeding 7.21 percent of the paid-up capital after the capital increase.

The impact on the shareholders can be calculated from the following formula:

$$\frac{\text{Number of Ordinary Shares Reserved for the Conversion} \\ (290,000,000 \text{ shares})}{\text{Number of Issued and Paid-up Shares (3,730,000,000 shares) +} \\ \text{Number of Ordinary Shares Reserved for the Conversion} \\ (290,000,000 \text{ shares})} = 7.21\%$$

The control dilution above is the maximum dilution impact which is calculated on an assumption that the Company will not issue, offer for sale and allocate the newly issued ordinary shares to other persons. However, in the event that such issuance, offering for sale and allocation of shares do occur, the impact on voting rights of the existing shareholders as a result of convertible debenture being exercised will be lessen.

12. Adjustment Events

Requiring the
Company to

The Company may adjust the conversion rights, in order to prevent the impairment of benefits that the holders of the convertible debentures shall receive when exercising the convertible rights ("**Adjustment Events**"), upon the occurrence of any of



Issue Additional	the following events:
Underlying Shares	(1) when the par value of shares of the Company has been changed as a result of the consolidation, subdivision or reclassification;
for a Change in	(2) when the Company offers shares for sale at a price lower than the market price at the time of or in the period of time prior to the offer, and the price calculation is conducted by the method specified in the terms and conditions of the convertible debentures;
the Exercising of	(3) when the Company offers warrants, convertible debentures, options, other securities or shares by way of rights offering, where the price of the underlying shares for the exercise thereof is lower than the market price at the time of or in the period of time prior to the offer, and the price calculated is conducted by the method specified in the terms and conditions of the convertible debentures;
Conversion Rights	(4) when the Company pays out dividends to its shareholders, either in whole or in part, in the form of shares to its shareholders;
	(5) when the Company pays out dividends in an amount exceeding the number specified in the terms and conditions of the convertible debentures;
	(6) when the Company issues shares credited as fully paid to its shareholders by way of capitalization of profits or reserves (including any shares premium account) or shares paid out of distribution profits or reserved (including any shares premium account) as specified in the terms and conditions of the convertible debentures;
	(7) when the Company modifies the rights of conversion attaching to any securities carrying rights of conversion into shares so that the consideration per share is at a price lower than the market price;
	(8) when the Company offers any securities to its shareholders that cause adverse effects to the interests of the holder of convertible debentures as specified in the terms and conditions of the convertible debentures;
	(9) when any other event similar to any of those in items (1), (2), (3), (4), (5), (6), (7) or (8) or any other event occurs that causes adverse effects to the benefits of the holders of convertible debentures, including but not limited to the following events which are prohibited, restricted or not yet permitted under the laws of Thailand but are common and based on international standards for the terms and conditions of the convertible debentures and, if occurs, may cause adverse effects to the benefits of the holders of convertible debentures:
	- a repurchase of shares by the Company where the price of such repurchase exceeds the market price (in this event, the adjustment will



- be made based on the difference between the market price and the repurchase price);
- securities are issued by the Company, its subsidiary or any other company to the Company's shareholders or any other person that carry the right to purchase or convert into the newly issued ordinary shares of the Company at a price lower than the market price (in this event the adjustment will be made based on the impact from the issue of such new shares); and
 - where the right is granted by the Company, its subsidiary or any other company to the Company's shareholders to purchase assets or any other securities as set out in the terms and conditions of the convertible debentures (in this event the adjustment will be made based on the value of the rights granted to the shareholders); and
- (10) when the change of control of the Company or any other similar event occurs, provided that that event is not caused by the Company and results from external factor(s) beyond control of the Company, and provided further that any new conversion price shall not be lower than the conversion price, minus a conversion premium, as specified in the terms and conditions of the convertible debentures.

The adjustment in each of the above cases shall be made in order to maintain the value of the convertible debentures and in compliance with the terms and conditions of the convertible debentures.

The “**market price**” referred to in the Adjustment Events above shall be calculated from the average market price of the shares during the preceding period pursuant to the methods specified in the terms and conditions of the convertible debentures.

The terms and conditions of the Adjustment Events are under the consideration of the Company and may be further amended.

The conversion price to be adjusted upon the occurrence of the Adjustment Event may be equal to the conversion price as specified in “**Conversion Price**” above or the conversion price which has already been adjusted as a result of any previous Adjustment Event.

If the occurrence of any Adjustment Event causes an insufficient number of reserved ordinary shares of the Company for conversion, the Company may increase its registered capital by a resolution of the shareholders' meeting or may opt to pay cash settlements to the holders of the convertible debentures pursuant to the terms and conditions of the convertible debentures.



- 13. Other Information** The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.

Given that convertible debentures to be issued by the Company are to be offered by way of private placement, public offering or to be offered by way of new issued convertible debentures to foreign investors in which the directors and the executives of the Company may subscribe and be allocated with the convertible debentures, and in order to be in compliance with the rules, conditions, and procedures of the Notification of the CMSB related to the Application for and Approval of Offer for Sale of Newly Issued Debt Securities and the Notification of the CMSB RE: List of Information Disclosed in the Notice of the Meeting of Shareholders of Listed Company to Ask for Approval of Issuance and Offering of Securities, the Board of Directors' Meeting of the Company is of the opinion that it is necessary and appropriate for the Company to issue an offer convertible debentures on the following grounds:

1. Rational and fairness of the determination of the price or conversion ratio, and conversion period

The determinations of offering price and price for calculating the conversion rate will be the exact price, by a book building process, and price for calculating the conversion rate, by reference to the market price of the Company's shares traded on the SET during the period prior to the date of the issuance and offering of convertible debentures plus premium, is a fair and appropriate method which has been normally adopted for the issuance and offering of convertible debentures.

2. Purpose of the issuance and offering of convertible debentures and the use of proceeds derived from such offering

The Company plans to utilize the proceeds received from the issuance and offering of convertible debentures for the management of its cash flow, research, and development of the new technologies, including to support the expansion of the Company's new businesses such as the battery, electric vehicle, charging station business and other related business.

3. Opinion of the board of director of the Company on the issuance and offering of convertible debentures

(a) Reasons and necessity of the issuance and offering of convertible debentures

The Board of Directors' Meeting considered and viewed that it is necessary and appropriate for the Company to issue and offer the convertible debentures since doing so will delay and minimize the dilution effect because, only when the instruments are converted, shares are to be issued. Additionally, the issuance and offering of convertible debentures will increase liquidity and, if converted, strengthen the financial structure of the Company, which will enhance the capacity of the Company to conduct its business. In addition, the Company will utilize the proceeds to facilitate the investments of the Company in the future which will expand the Company and its subsidiaries' businesses and add value for the shareholders in the long run.

(b) Possibility of the plan for utilization of the proceeds from the offering of convertible debentures

The Board of Directors' Meeting considered the detail of the Company's investment plan and viewed that it is possible for the Company to proceed with such plan with such plan. Further, proceeding with such a plan



will enhance the Company's growth and profits as the proceeds received from the issuance and offering of convertible debentures will be utilized for the investment by the management of its cash flow, research, and develop the new technologies, including to support the expansion of the Company's new businesses such as the battery, electric vehicle, charging station business and other related business.

(c) Reasonableness of the issuance and offering of convertible debentures and the plan for utilization of the proceeds from the issuance and offering of convertible debentures, and the sufficiency of the capital in case that the capital raised by the issuance and offering of convertible debentures does not cover all of the budget required for the project development

The Board of Directors' Meeting considered and viewed that the issuance and offering of convertible debentures and the utilization plan of the proceeds received from such issuance and offering are reasonable since the proceeds received from such issuance and offering will increase liquidity and strengthen the financial structure of the Company, which will enhance the capacity of the Company to conduct its business. In addition, while the Company will use the proceeds to facilitate the investments of the Company in the future which will expand the Company's business and add value for the shareholders in the long run, the issuance and offering of convertible debentures will minimize the dilution effect and delay it to when the Company is deemed to have realized the value of such investments.

If the proceeds from the issuance and offering of convertible debentures are insufficient to cover the entire investment budget, the Company will seek additional loans from financial institutions.

(d) Impact to be expected to the Company's business operation, financial status and operating results due to the issuance and offering of convertible debentures, and the utilization of proceeds pursuant to the plan for utilization of the proceeds

The Board of Directors' Meeting considered and viewed that the issuance and offering of convertible debentures will provide the opportunity to enhance the overall revenues and profits which will come from the planned investment in various projects in the future, which will add value for the shareholders in the long run. Also, if converted, the Company will benefit from the enhanced capital structure which will lower the cost of borrowing. The dilution for the shareholders will also be minimized and delayed because the conversion will be at a premium and, therefore, is reasonable for the Company.

(e) Analysis on repayment of debts by the Company to the holders of convertible debentures not exercising the conversion right upon the conversion period

The Board of Directors' Meeting considered whether the Company is required to pay the debt to convertible debenture holders, who do not exercise their right to convert at the maturity of redemption. If so, the Company still has sufficient funds to repay the debt to convertible debenture holders, including the financial support from financial institutions (if necessary).

4. Certification of the Board of Directors of the Company regarding the issuance and offering of convertible debentures, and the increase of capital related thereto

The shareholders are entitled to file a lawsuit on behalf of the Company to claim for damages from a director who fails to perform his duty with honesty and carefully preserve the benefit of the Company in relation to its issuance and



offering of convertible debentures and capital increase, causing damage to the Company (as specified in section 85 of the PLCA), and if such failure causes such director or his related person to obtain undue benefit, the shareholders are entitled to file a lawsuit on behalf of the Company to claim for such benefit from such director (as specified in section 89/19 of the Securities and Exchange Act B.E. 2535 (1992) (as amended)).

In addition, the Board of Directors' Meeting deems it appropriate to propose to the EGM to authorize the Board of Directors and/or the chief executive officer and/or person designated by the Board of Directors and/or the chief executive officer to (i) determine the suitable market conditions and appropriate timing for the issuance and offering of the convertible debentures in the best interests of the shareholders, and (ii) be empowered to do the followings:

- (1) to determine or amend the details, procedures and other conditions related to the issuance and offering of convertible debentures as appropriate, including but not limited to, type of the convertible debentures, the terms and conditions of the convertible debentures, issue date, par value, offering price, interest rate, calculation and payment method of interest, conversion price, conversion ratio, conversion period, redemption price, redemption period, the last date for conversion, allocation method, or to determine the adjustment events requiring the Company to issue additional underlying shares to accommodate a change of the exercise of conversion rights, and conditions for adjustment of conversion rights, conversion price and conversion ratio, provided that such determination or amendment made by the Board of Directors and/or the chief executive officer and/or person designated by the Board of Directors and/or the chief executive officer shall be within the scope approved by the Meeting of Shareholders, especially in relation to dilution effects to the shareholders as indicated in details of the convertible debentures above; and
- (2) to appoint advisors and third parties (e.g. financial advisor and legal advisor) as appropriate, and to perform any actions necessary for and related to the issuance and offering of the convertible debentures such as, including but not limited to, entering into negotiations, agreements, execution and amendment of agreements, documents, applications for approval and necessary evidence and performing any actions necessary for the issuance and offering of the convertible debentures and the allocation of newly issued ordinary shares reserved for the exercise of conversion rights.

For consideration and approval of the issuance and offering of convertible debentures, this Agenda, Agenda 3 (the amount of newly issued ordinary shares reserved for the exercise of conversion rights by the holders of the convertible debentures) and Agenda 5 (the allocation of newly issued ordinary shares reserved for the exercise of conversion rights by the holders of the convertible debentures) will be deemed to be related agenda, and conditional upon each other. Therefore, if any of those agenda is not approved by the EGM No. 1/2022, the other related and conditional agenda will not be proposed to the EGM No. 1/2022 for consideration and will be deemed to be canceled. Further, the amount of capital increase of the Company may be altered subject to the approval of the related agenda by the EGM No. 1/2022.

Resolution:

- This agenda must be passed by the approval for not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.



Agenda 3: To consider and approve the increase in registered capital of the Company of Baht 29,000,000 from the existing registered capital of Baht 373,000,000 to new registered capital of Baht 402,000,000 by issuing 290,000,000 newly issued shares with a par value of Baht 0.10.

Rationale:

- As the Company plans to increase its registered capital by using the proceeds from the issuance and offering of the convertible debentures for management of its cash flow, research, and develop the new technologies, including to support the expansion of the Company's new businesses such as the battery, electric vehicle, charging station business and other related business. As a result, the Company is required to increase its capital by issuing newly issued ordinary shares in accommodation of the convertible debentures.

Opinion of the Board of Directors:

- The Board of Directors' Meeting resolved to propose to the EGM No. 1/2022 to consider and approve the increase of registered capital of the in an amount of Bath 29,000,000 from the existing registered capital of Baht 373,000,000 to Baht 402,000,000 by issuing the newly issued ordinary shares in the number of 290,000,000 shares with a par value of Baht 0.10 per share. The details of which are as set out in Enclosure 2. (Report Form for Capital Increase (F 53-4))

Resolution:

- This agenda must be passed by the approval for not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 4: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association pertaining to the registered capital to be in line with the increase in registered capital of the Company.

Rationale:

- As a result of the approval on the increase of registered capital of the Company in an amount of Baht 29,000,000 from the existing registered capital of Baht 373,000,000 to Baht 402,000,000, by issuing the newly issued ordinary shares in the number of 290,000,000 shares with a par value of Baht 0.10 per share from the existing registered capital to be reserved for the exercise of conversion rights by the holders of the convertible debentures in the number of not exceeding 290,000,000 shares with a par value of Baht 0.10 per share, and in order to legitimize it, it is necessary for the Company to propose to the EGM No. 1/2022 to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company re: the registered capital to be in line with the increase of registered capital of the Company by cancelling the existing provision and replacing it with the following provision:



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

“Clause 4. Registered capital:	Baht 402,000,000.00 (Four Hundred and Two Million Baht)
divided into	4,020,000,000 shares (Four Thousand and Twenty Million shares)
par value per share	Baht 0.10 (Ten Satang)
consisting of:	
ordinary shares	4,020,000,000 shares (Four Thousand and Twenty Million shares)
preference shares	- share (-)”

Opinion of the Board of Directors:

- The Board of Directors’ Meeting resolved to propose to the EGM No. 1/2022 to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company re: the registered capital to be in line with the increase of registered capital of the Company.

Resolution:

- This agenda must be passed by the approval for not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 5: To consider and approve the allocation of ordinary shares issued for capital increase of the Company in accommodation of the exercise of the Convertible Debentures by the holders.

Rationale:

- Pursuant to the approval on the issuance and offering of convertible debentures as set out in Agenda 2 and the increase of registered capital of the Company as set out in Agenda 3 above, it is necessary for the Company to allocate its newly issued ordinary shares to be reserved for the exercise of conversion rights by the holders of convertible debentures.

Opinion of the Board of Directors:

- The Board of Directors’ Meeting resolved to propose to the EGM No. 1/2022 to consider and approve the allocation of ordinary shares issued for capital increase of the Company. The detailed information of which is as follows:

The allocation of newly issued ordinary shares in order to reserve for the exercise of conversion rights by the holders of the convertible debentures of the Company

The Company will allocate up to 290,000,000 newly issued ordinary shares with a par value of Baht 0.10 per share, representing 7.7 per cent of the Company's paid-up capital, in order to reserve for the exercise of conversion rights by the holders of the convertible debentures in connection with the issuance and offering of convertible debentures not exceeding Euro 900 Million or its equivalent amount in other currencies to investors in Thailand and/ or overseas, either in a single or multiple offering, and in the form of private placement and/or public offering in accordance with the rules and regulations of the CMSB.



In light of this, the allocation of the newly issued ordinary shares reserved for the exercise of conversion rights by the holders of the convertible debentures will be subject to the following conditions:

1.1 The conversion price of the newly issued ordinary shares reserved for the exercise of conversion rights by the holders of the convertible debenture will not be lower than 90 percent of the market price of the Company's shares (as defined pursuant to the relevant regulations of the CMSB or the SEC) traded on the SET prior to the date of the offering of convertible debentures to investors; and

1.2 In the event that the newly issued ordinary shares reserved for the exercise of conversion rights by the holders of the convertible debentures be allocated to the connected person of the Company under the Notification on Connected Transaction, the Company will proceed in accordance with the relevant rules prior such allocation.

Furthermore, in connection with the allocation of 290,000,000 newly issued ordinary shares, the Board of Directors of the Company deemed it appropriate to propose to the EGM No. 1/2022 to authorize the Board of Directors; and/or the chief executive officer; and/or person designated by the Board of Directors and/or the chief executive officer with full power to do the followings:

1. to consider determining and/or amending details and/or other conditions relating to the allocation and offering of the newly issued ordinary shares, including to take any necessary actions relating to the allocation of the newly issued ordinary shares such as the number of shares to be offered, the allocation of shares, whether in whole or in part by single or multiple offerings, the amount of subscription, the subscription period, the range of the period for calculation of the market price, the subscription price, the subscription methods, the methods and conditions of payment, including the procedures for allocation of the newly issued ordinary shares to specific persons under the private placement basis, the elections of specific persons who will be offered the newly issued ordinary shares by way of private placement under the general mandate, including other conditions and details related thereto;

2. to negotiate, prepare, agree, execute and/or amend any documents and agreements relating to the allocation of the Company's newly issued ordinary shares, including performing any necessary and appropriate actions relating to the allocation of the newly issued ordinary shares, the registration of the capital increase with the Ministry of Commerce, and the listing of the newly issued ordinary shares on the SET, as well as contacting and submitting application and other documents or evidence to the governmental authorities, the SEC, the SET and/or other authorities as deemed necessary, appropriate and in compliance with the laws; and

3. to appoint any entrusted persons to do any act in 2. above, including but not limited to, considering an appointment of subscription agents (if any) and/or advisors or agents as necessary for the allocation of the newly issued ordinary shares, including executing any application forms, application for waiver, notices or any other documents relating to the allocation of the newly issued ordinary shares.

Resolution:

- This agenda must be passed by the approval of majority votes of the shareholders who attend the Meeting and cast their votes.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

All shareholders are invited to attend the Meeting on the date, time and place as mentioned above.

For shareholders who is a foreign investor and has appointed a custodian in Thailand to be a share depository, may submit Proxy Form A, or Form B, or Form C. For other shareholders may submit Proxy Form A, or Proxy Form B to the Company before attending a Meeting through electronic media.

For those shareholders who are unable to attend the Meeting, through electronic meeting (E-EGM), they may appoint any one of the Independent Directors, as determined by the Company and inform on this invitation (enclosure No. 4 and No. 6), to attend and vote on their behalf (the profiles of Independent Directors are enclosed as enclosure No. 5).

In this respect, the Company encourages the shareholders and proxies submit the proxy form to attend the meeting through electronic media by 26 January 2022, in order to allow the Company to verify the documents, before the date of the Extraordinary General Meeting of Shareholders No. 1/2022.

In addition, the Company has determined that 23 December 2021 is the date for specifying the list of shareholders with the rights to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date), and the Company invites representatives from law firms to check the counting vote for transparency and in line with the laws and regulations of the Company as well as the principles of good corporate governance for shareholders' meeting of the Office of the Securities and Exchange Commission.

Yours Faithfully,

Energy Absolute Public Company Limited

(Mr. Somchainuk Engtrakul)

Chairman of the Board



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
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Enclosure No. 1
for Agenda No. 1

The Minutes of Shareholding's Annual General Meeting of Year 2021

(Attached documents is in the form of QR Code)



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=EA&date=220128>



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Enclosure No.2

Report Form for Capital Increase (F 53-4)

(F 53-4)

Report Form for Capital Increase
Energy Absolute Public Company Limited
9 December 2021

We, Energy Absolute Public Company Limited, hereby report the resolution of the Board of Directors' Meeting (Extra) No. 2/2021, dated 9 December 2021 at 14.00 hours to 16.35 hours, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase:

The Board of Directors' meeting passed a resolution with approval of the company's registered capital increase from THB 373,000,000 to THB 402,000,000 by issuing 290,000,000 newly issued ordinary shares with a par value of THB 0.10 each, totaling THB 29,000,000. Details of each type of capital increase as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	290,000,000	0.10	29,000,000
	Preferred shares			
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of capital increase shares:

The Board of Directors' meeting passed a resolution with approval of the allocation of newly issued ordinary shares not exceeding 290,000,000 shares with a par value of THB 0.10 each, totaling THB 29,000,000. Details are as follows:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
To be reserved for the exercise of conversion rights of the convertible debentures to be offered to investors in Thailand and/or overseas, either in a single or multiple offering. The offering may be in the form	Not exceeding 290,000,000 shares	The principle amount of the convertible debenture divided by the conversion price at such time	Please see remark below.	Please see remark below.	Please see details of the Convertible Debentures disclosed in resolutions of the Board of Directors' Meeting of the



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Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
of private placement and/or public offering in which the directors and the executives of the Company may subscribe and be allocated with the convertible debentures.					Company.

Remark

- Not exceeding of 290,000,000 newly issued ordinary shares with a par value of Baht 0.10 per share, to be reserved for the exercise of conversion rights of the convertible debentures.
- The conversion price of the newly issued ordinary shares will be the price determined at the time of issuance by reference to the market price of the Company's shares traded on the Stock Exchange of Thailand (the "SET") during the period prior to the date of the issuance and offering of the convertible debentures, plus premium.

If the conversion price of the newly issued ordinary shares are lower than 90 percent of the market price of the Company's shares (as defined pursuant to the relevant regulations of the Capital Market Supervisory Board (the "CMSB") or the Office of the Securities and Exchange Commission) traded on the SET prior the date of offering of convertible debentures to investors, the Company is obliged to prohibit the investors who exercise their conversion right to sell the newly issued ordinary shares within a period of 1 year from the date the investors receive the said newly issued ordinary shares (Silent Period). After 6 months, the investors can sell some of the securities in the amount of 25 percent of the amount barred from being sold. This is in accordance with the Notification of the Stock Exchange of Thailand re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase.

In this regard, the chief executive officer of the Company and/or person designated by the chief executive officer of the Company are empowered to further determine the conversion price.

- In the event that the newly issued ordinary shares reserved for the exercise of conversion rights by the holders of the convertible debentures shall be allocated to the connected person of the Company under the Notification of the CMSB No. TorJor. 21/2551 Re: Rules on Connected Transactions, as its amendments, and the Notification of the Board of Governors of the SET Re: Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions 2003 (B.E. 2546), and its amendments. The Company is required to comply with the related regulations prior such allocation.
- The Board of Directors and/or the Chief Executive Officer and/or person designated by the Board of Directors and/or person designated by the Chief Executive Officer shall be authorized to determine the suitable market conditions and appropriate timing for the issuance and offering of the convertible debentures in the best interests of the shareholders, and be empowered to do the followings: (i) to determine or amend the details, procedures and other conditions related to the issuance and offering of convertible debentures as appropriate, including but not limited to, type of the convertible debentures, the terms and conditions of the convertible debentures, issue date, par value, offering price, interest rate, calculation and payment method of interest, conversion price, conversion ratio, conversion period, redemption price, redemption period, the last date for



conversion, allocation method, or to determine the adjustment events requiring the Company to issue additional underlying shares to accommodate a change of the exercise of conversion rights, and conditions for adjustment of conversion rights, conversion price and conversion ratio, provided that such determination or amendment made by the Board of Directors and/or the Chief Executive Officer and/or person designated by the Board of Directors and/or person designated by the Chief Executive Officer shall be within the scope approved by the General Meeting of Shareholders, especially in relation to dilution effects to the shareholders, and (ii) to perform any actions necessary for and related to the issuance and offering of the convertible debentures such as, including but not limited to, entering into negotiations, agreements, execution and amendment of agreements, documents, applications for approval and necessary evidence and performing any actions necessary for the issuance and offering of the convertible debentures and the allocation of shares reserved for the conversion.

2.2 General Mandate

Allotted to	Type of securities	Number of shares	Percentage of paid-up capital ^{1/}	Remark
Rights Offering To support the exercise of the warrants to purchase the transferable capital increase shares allocated to the existing shareholders.	Ordinary shares	-	-	-
	Preferred shares	-	-	-
	Ordinary shares	-	-	-
	Preferred shares	-	-	-
Public Offering	Ordinary shares	-	-	-
	Preferred shares	-	-	-
Private Placement	Ordinary shares	-	-	-
	Preferred shares	-	-	-

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolved with the approval to increase capital under General Mandate

3. Schedule for a shareholders' meeting to approve the capital increase and allotment of capital increase shares

The Extraordinary Meeting of Shareholders No. 1/2022 is scheduled to be held on Friday, 28 January 2022 at 14.00 hours, through electronic meeting (E-EGM) only, at Conference Room, No. 89 AIA Capital Tower Center, 16th Floor, Dindaeng Sub-District, Dindaeng District, Bangkok 10400. Details of the procedure for using the electronic meeting system, the Company will inform on the invitation to the Shareholders' Meeting and the Company's website.

- ☒ Specifying the list of shareholders with the rights to attend this meeting (Record date) on 23 December 2021.
- ☐ Specifying the book-closing date to share transfers in order to determine the rights to attend this meeting from (date) until the meeting has been duly convened.



4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

- 4.1 The Company is required to register the increase of registered capital and paid-up of the Company, and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, within 14 days after the date of the Extraordinary General Meeting of Shareholders No. 1/2022 approved the increase of the registered capital and the amendment of the Company's Memorandum of Association.
- 4.2 If certain criteria as specified in the relevant regulations are met, the Company is required to obtain an approval for the issuance and offering of convertible debentures and the newly issued ordinary shares reserved for the conversion of the convertible debentures from the SEC.
- 4.3 The Company is required to obtain approval from the SET for listing the newly issued ordinary shares in accordance with the relevant rules and regulations of the SET after the shareholders exercise their right to convert the convertible debentures into the ordinary shares (if exercised).

5. Objectives of the capital increase and plans for utilizing the increased capital

The proceeds received from the capital increase in accommodation of the reserved shares for the convertible debentures and the issuance and offering of convertible debentures, shall be utilized for the cash flow management, research and development of new technologies, including to support the growth of the Company's new business, e.g., battery, electric vehicle, charging station business, and other related businesses.

6. Benefits that the Company will receive from the capital increase / share allotment:

To increase liquidity and strengthen the Company's capital structure, consequently expanding its business potential. Furthermore, the Company will be able to use such funds as a source of money for various investments and could help the Company expand its operations in the future, resulting in higher long-term value for shareholders. The issuance and offering of convertible debentures will have a lower impact on shareholders and will lengthen the time until the Company is liquidated. It is possible to calculate the return on such investments.

7. Benefits that the shareholders will receive from the capital increase / share allotment:

- 7.1 The proceeds received from the issuance of the Convertible Debentures will enhance strengthen the Company's financial position and support the expansion of the Company's future business operations. This will enhance the Company's ability to generate higher revenues and profits for the Company in the future, the shareholders would gain the benefits through the dividend payment in accordance dividend policy of the Company.
- 7.2 The convertible debenture holders, who have exercised their right to convert to the Company's ordinary, shall be entitled to receive dividends from net operations and the right to attend the shareholders' meeting or other rights, as well as the Company's shareholders, beginning when they exercised the right to convert the debentures into the Company's ordinary shares and are listed in their names records in the share register book of the Company that has already been registered to the Ministry of Commerce.



8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

Please consider more details as per the summary of key terms and conditions of the newly issued convertible debentures of Energy Absolute Public Company Limited to investors in Thailand and/or overseas, either in a single or multiple offering. The offering may be in the form of private placement and/or public offering in which the directors and the executives of the Company may subscribe and be allocated with the convertible debentures.

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1.	The Board of Directors' Meeting (Extra) No. 2/2021	9 December 2021
2.	The date on which the recorded shareholders are entitled to attend the Extraordinary General Meeting of the Shareholders No. 1/2022 (Record Date)	23 December 2021
3.	Holding the Extraordinary General Meeting of Shareholders No. 1/2022	28 January 2022
4.	Subscription period of the Convertible Debentures	The Board of Directors and/or CEO and/or persons designated by the Board of Directors and/or CEO will later determine
5.	Registration of the increase of registered capital with the Ministry of Commerce	Within 14 days from the date on which the Extraordinary General Meeting of the Shareholders No. 1/2022 approves the capital increase

We hereby certify that the information contained in this report form is correct and complete in all respects.

Signed Mr. Somphote Ahunai, Mr. Amorn Sapthaweeikul Authorized directors
(Mr. Somphote Ahunai, Mr. Amorn Sapthaweeikul)



Enclosure 3

Articles of Association relating to Extraordinary General Meeting of Shareholders No. 1/2022

Section 4

Issuance, Offering and Transfer of Securities

Article 15. Issuance, offering and transfer of securities to the public or any person shall comply with the public limited company law and the securities and exchange law.

Transfer of any securities listed on the Stock Exchange of Thailand or any secondary market other than ordinary shares shall comply with the securities and exchange law.

The term “securities” shall mean the securities as defined in the securities and exchange law.

Section 5

Board of Directors

Article 17. The shareholders’ meeting shall elect the directors in accordance with the following criteria and procedure:

- (1) Each shareholder shall have one (1) vote for each share held.
- (2) Each shareholder shall cast all the votes he has as in clause (1) above to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of director to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote.

Section 6

Meeting of Shareholders

Article 32. The Board of Directors shall arrange for an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Meetings other than that mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary meeting whenever deemed appropriate.

The shareholders holding shares aggregately at least one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares aggregately at least one-tenth (1/10) of the total number of shares sold, may submit a written request signed by them to ask the Board of Directors to call an extraordinary general meeting of shareholders at any time, but they shall clearly state their



reasons in such written request. In such case, the Board of Directors shall arrange for the meeting to be held within one (1) month from the date of the receipt of such request.

Article 33. In calling a general meeting of shareholders, the Board of Directors shall send a notice calling the meeting specifying the place, date, time, agenda of the meeting, and the subject matters to be submitted to the meeting together with reasonable details, and also stating clearly any one of which will be for information, for approval or for consideration, as the case may be, including the opinions of the Board on such matters, to the shareholders and the Registrar for their attention at least seven (7) days before the date of the meeting. Furthermore, publication of the notice calling the meeting shall be made in a newspaper at least three (3) days before the date of the meeting for at least three (3) consecutive days.

The place of the meeting shall be in the province where the Company's head office is located or any other place as the Board of Directors may specify.

Article 34. At a general meeting of shareholders, in order to constitute a quorum, there shall be at least twenty-five (25) shareholders and proxies (if any) present at the meeting or at least half of the total number of shareholders, and representing altogether not less than one-third (1/3) of the total number of shares sold. In the event that after the lapse of one (1) hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still not enough to form a quorum as specified above and if such general meeting of shareholders has been requested by the shareholders, such meeting shall be cancelled. If the meeting of shareholders has not been called at the shareholders' request, the meeting shall be called again. In the latter case, a notice calling the meeting shall be sent to the shareholders at least seven (7) days before the meeting date. At the second meeting, a quorum is not needed.

Article 35. The chairman of the Board of Directors shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to perform his duties, and if a vice-chairman is present, he shall perform as chairman. If there is no vice-chairman or if there is one but he is unable to perform his duties, the shareholders shall elect one among them to be chairman of that meeting.

Article 36. For the purpose of voting, each share held shall be counted as one vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter, unless it is the voting on the election of directors. The resolution passed at the general meeting of shareholders shall be as follows:

- (1) In a normal case, the approving resolution shall be subject to the majority votes of the shareholders who attend the meeting and have the right to vote. In the event of a tie of votes, the chairman of the meeting shall have a casting vote.
- (2) A resolution of the shareholders' meeting concerning the following matters shall be passed by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote:
 - (a) Sale or transfer of the whole or a substantial part of the Company's business to other person;



- (b) Acquisition or acceptance of the transfer of business from other private or public company to the Company;
- (c) Conclusion, amendment or termination of contracts relating to the lease of the whole or a substantial part of the business of the Company; assignment of any other person to undertake the business of the Company; or consolidation of business with other party with the objective of profit and loss sharing;
- (d) Amendment of the Memorandum of Association or the Articles of Association of the Company;
- (e) Increase or decrease of the registered capital of the Company;
- (f) Dissolution of the Company;
- (g) Issuance of debentures of the Company;
- (h) Amalgamation of the Company with other company.



Enclosure No. 4

Regulation of the Extraordinary General Meeting of Shareholders No. 1/2022

According to the Stock Exchange Commission of Thailand's policy on the principle for shareholder meetings of registered companies, dated 19 February 1999, has objective for registered company as method of good governance, building confident to shareholder, investor and person who related with all parties. Moreover, for transparent, fairly and benefits of shareholder meeting and shareholder, company should defined inspect document or evidence is display shareholder or agent of shareholder has right to attending for shareholder has holding as follows. Besides, due to some shareholder is unfamiliar with the principles of shareholder meetings, the company is also reserve right to attending according to appropriate by considered of the company.

▪ Document and evidence for attending the Meeting

The document and evidence as follows shall be present for attending the Meeting

Participant	Document or evidence
1. <u>Person</u>	▪ Registration form (with Barcode)
1.1 Thai Shareholder	▪ I.D. Card of shareholder (I.D. Card or government card or card of state of enterprise officer) ▪ If any altering name or surname display evidence of that alteration.
1.2 Foreign Shareholder	▪ I.D. Card of Alien or passport or document replaced valid passport
<u>In case of proxy</u> (In case of copy must be certified true copy) ▪ Proxy form which filling statement is correct and signature of grantor and proxy. ▪ Copy of identification card of shareholder or passport (in case of foreigner grantor) of grantor. ▪ Identification card, driving license or passport (in case of foreigner grantor) of proxy.	

Participant	Document or evidence
2. <u>Juristic person</u>	▪ Registration form (with Barcode)
2.1 Juristic person registered in Thailand <u>Remark:</u> In case of copy, it must be certified true copy by authorized person and seal of company.	▪ Certificate of juristic person issue not over 3 months by Department of Business Development, Ministry of Commerce ▪ I.D. Card or passport (In case of foreigner) of authorized director in certificate of juristic person ▪ Proxy form which correct fill in and signature of grantor and proxy. ▪ If any altering name or surname display evidence of that alteration. ▪ I.D. Card or passport (In case of foreigner) of proxy.



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Participant	Document or evidence
2.2 Juristic person registered in aboard <u>Remark:</u> In case of copy must be certified correct by authorized person and seal of company and if as document was set up in abroad should be signed by notary public.	<ul style="list-style-type: none">▪ Certificate of juristic person.▪ I.D. Card or passport (In case of foreigner) of authorized director in certificate of juristic person▪ Proxy form which correct fill in and signature of grantor and proxy.▪ If any altering name or surname display evidence of that alteration.▪ I.D. Card or passport (In case of foreigner) of proxy.

<u>In case of proxy</u> (In case of copy must certified correct) <ul style="list-style-type: none">▪ Proxy form which filling statement is correct and signature of grantor and proxy.▪ Copy of certificate and certified signature by authorized person of juristic person of grantor.▪ Copy of I.D. Card or government card or driving license of proxy.
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- **Proxy and method of authorization**

Proxy and Proxy form

According to announcement of Department of Business Development about defined proxy form (vol. 5), 2007 dated 2 February 2007, was defined format of proxy in subscriber meeting and shareholder meeting of public company limited for 3 formats, attached any format with invitation letter of this meeting.

Form	Description	For
Form A.	General and simple proxy form.	For shareholder to grant general authorizing to proxy.
Form B.	Form with fixed and specific details authorizing proxy.	For shareholder to grant other person or independent director as proxy with fixed and specific details.
Form C.	For foreign shareholders who have custodians in Thailand only	For foreigner investor to appoint custodian in Thailand as proxy.

Procedure to appoint other person as proxy

- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes..
- The proxy form must be completed and signed by shareholder (as grantor) and proxy.
- The proxy form must be affixed with Baht 20 duty stamp crossed out.
- The original completed proxy form and supporting documents must be sent by registered mail to the Company as address below:

Corporate Secretary: Energy Absolute Public Company Limited

No. 89, AIA Capital Center, 16th Floor, Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400, Thailand



- Proxy attend the Meeting must submit the original completed proxy form to the Company's officer as mentioned above by 26 January 2022 prior the Meeting date in order to complete the verifying of documents before the Meeting commence.

Remark: Energy Absolute Public Company Limited reserve right to allow only person who has completed document attend the Meeting.

Registration

The registration will be commenced from 10.00 hours of the Meeting date prior the Meeting time

Vote and Counting of vote

The Application IR Plus AGM system allows shareholders/proxies to vote online, and the Mobile Application IR Plus AGM user manual is accessible for further information.

Criteria of vote

Voting will take place in a transparent and openly manner, The Chairman will invite and ask all attended shareholders / proxies to cast the vote, "Approve", or "Disapprove", or "Abstain" via Application IR Plus AGM. In this regard, the Company provides the legal advisor, to observe vote counting on each agenda.

1. Resolution of shareholders' meeting consists of vote as follows.
 - In a normal case, by the majority votes of the shareholders who attend the meeting and cast the vote. In case of an equality of vote, the Chairman of the Meeting shall be entitled to a casting vote.
 - In other cases where the law and / or the regulations of the Company set different from the normal, it shall be proceed as specified for which the Chairman will inform shareholders before casting vote of each agenda.
2. In case of proxy, the proxy must vote according to vote specific in proxy form only.
3. Shareholder, who has special interest in any agenda, is forbidden to vote on such agenda and Chairman of the Meeting in the Meeting may invite such shareholder temporarily outside the Meeting room.

Remark:

1. Registration and vote counting for the shareholders' meeting will be conducted through the Application IR Plus AGM system.
2. Vote card which appear mark other than mark (✓) or (✗) or appear mark at more than one tick box or vote does not match the agenda being considered, such vote will be considered as voided vote score.
3. By attending the Meeting, shareholders / proxies have the right to vote exclusively upon that agenda, and must remain logged in to the IR Plus AGM system until the conclusion of each agenda. Shareholders / proxies who log out of the Application IR Plus AGM system before the completion of the agenda's consideration will not be able to vote on the agenda that has not been considered. However, shareholders / proxies can log in to Application IR Plus AGM system and remain logged in until completion of each agenda item's consideration in order to vote on the agenda item.



Criteria of counting vote

According to article of association, clause 17, every shareholder shall have one vote for each share held. The Company will collect and count the vote “Approve”, “Disapprove” and “Abstain” of each agenda from all votes of shareholder or proxy attending and has right to vote.

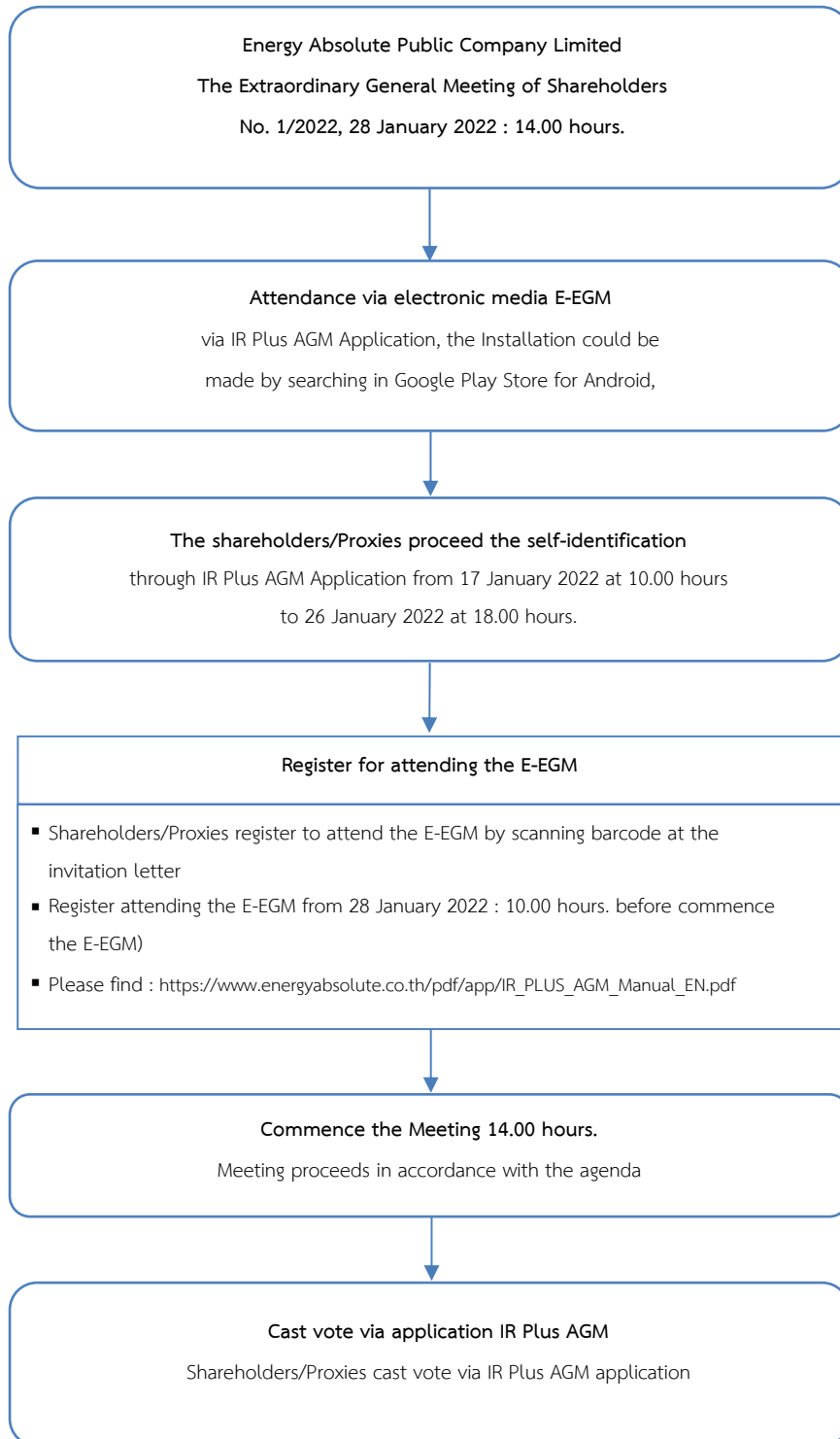
Before the commencement of the Meeting, the Chairman shall inform that the Company will count vote of each agenda by deducting the vote of “Disapprove” and “Abstain” of shareholders’ and proxies’ from total votes of shareholders and proxies attended the Meeting and have right to vote. Therefore, Chairman will notify result of counting vote of each agenda of the Meeting.



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Procedure of attending the Extraordinary General Meeting of Shareholders No. 1/2022





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Enclosure No. 5

Profiles of the Independent Directors for shareholders to appoint as their proxies

Name - Surname	Age	Position	Address	Interest person in agenda of the EGM No. 1/2022
1. ACM. Chainan Thumasujarit	72	<ul style="list-style-type: none">Independent DirectorChairman of Audit CommitteeChairman of Risk Management CommitteeNomination and Remuneration Committee / CommitteeCorporate Governance Committee	Energy Absolute PCL 89 AIA Capital Center Building, 16 Floor, Ratchadapisek Road, Dindaeng, Bangkok 10400	Interest person : No interest in agenda 1 - 5
2. M.R. Bravochat Chatchai	61	<ul style="list-style-type: none">Independent DirectorAudit CommitteeChairman of Nomination and Remuneration CommitteeChairman of Corporate Governance CommitteeRisk Management Committee	Energy Absolute PCL 89 AIA Capital Center Building, 16 Floor, Ratchadapisek Road, Dindaeng, Bangkok 10400	Interest person : No interest in agenda 1 - 5



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

Enclosure No. 6

Proxy Form: Form A, Form B, and Form C.

- Enclosure No. 6.1 Proxy Form A : is general and simple proxy form.
- Enclosure No. 6.2 Proxy Form B : is proxy with fixed and specific details authorizing proxy.
- Enclosure No. 6.3 Proxy Form C : is specific form and for foreign shareholders who have custodians in Thailand only.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

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Proxy Form A

General and simple proxy form.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

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Duty Stamp

Baht 20.-

Enclosure No. 6.1

Proxy Form A.

Writing at

DateMonth.....Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district

District Province Zip Code

(2) Being a shareholder of **Energy Absolute Public Company Limited**

Total holding of shares and vote as vote as follows.

Ordinary share shares and vote as votes

Preference share shares and vote as votes

(3) hereby appoint

(1) Age years

Residing at House No. Road Sub-district

District Province Zip Codeor

(2) Age years

Residing at House No. Road Sub-district

District Province Zip Codeor

(3) Age years

Residing at House No. Road Sub-district

District Province Zip Code

any and only one person to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2022 (the “**Meeting**”) on 28 January 2022 at 14.00 hours through electronic meeting only or at any adjournment thereof to any other date, time and place.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects.

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

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



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
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Proxy Form B

Proxy with fixed and specific details authorizing proxy.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
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Duty Stamp

Baht 20.-

Proxy Form B.

Enclosure No. 6.2

Writing at

DateMonth.....Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district

District Province Zip Code

(2) Being a shareholder of **Energy Absolute Public Company Limited**

Total holding of shares and vote as vote as follows.

Ordinary share shares and vote as votes

Preference share shares and vote as votes

(3) hereby appoint

☐ (1) Age years

Residing at House No. Road Sub-district

District Province Zip Code or

☐ (2) **ACM Chainan Thumasujarit** Age **72** years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building 16th Floor**

Ratchadapisek Road, Dindaeng, Bangkok 10400 or

☐ (3) **M.R. Bravochat Chatchai** Age **61** years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building 16th Floor**

Ratchadapisek Road, Dindaeng, Bangkok 10400

any and only one person to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2022 (the “**Meeting**”) on 28 January 2022 at 14.00 hours through electronic meeting only or at any adjournment thereof to any other date, time and place

(4) I / We authorized the proxy to cast the vote at the Meeting in according to my/our intentions as follows:

☐ **Agenda 1: To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 23 April 2021**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: To consider and approve the issuance and offering of Convertible Debentures**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 3: To consider and approve the increase in registered capital of the Company of Baht 29,000,000 from the existing registered capital of Baht 373,000,000 to new registered capital of Baht 402,000,000 by issuing 290,000,000 newly issued shares with a par value of Baht 0.10**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

☐ Agenda 4: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association pertaining to the registered capital to be in line with the increase in registered capital of the Company

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda 5: To consider and approve the allocation of ordinary shares issued for capital increase of the Company in accommodation of the exercise of the Convertible Debentures by the holders

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

(5) Vote of the Proxy in any agenda which is not in accordance with my/our intention as specified in this Proxy form shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark:

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

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โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Energy Absolute Public Company Limited

For the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on 28 January 2022 at 14.00 hours,
through electronic meeting only, or on the date and at the place as may be adjourned.

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

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Proxy Form C

Specific form and for foreign shareholders who have custodians
in Thailand only.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
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โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

Duty Stamp

Baht 20.-

Enclosure No. 6.3

Proxy Form C.

(For foreign shareholder who appointed custodian in Thailand only)

Writing at

DateMonth.....Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district

District Province Zip Code

In position of owner business as depository and custodian to

Being a shareholder of **Energy Absolute Public Company Limited**

Total holding of shares and vote as vote as follows.

Ordinary share shares and vote as votes

Preference share shares and vote as votes

(2) hereby appoint

☐ (1) Age years

Residing at House No. Road Sub-district

District Province Zip Code or

☐ (2) ACM. Chainan Thumasujarit Age 72 years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building 16th Floor**

..... **Ratchadapisek Road, Dindaeng, Bangkok 10400** or

☐ (3) M.R. Bravochat Chatchai Age 61 years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building 16th Floor**

..... **Ratchadapisek Road, Dindaeng, Bangkok 10400**

any and only one person to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2022 (the “**Meeting**”) on 28 January 2022 at 14.00 hours through electronic meeting only or at any adjournment thereof to any other date, time and place.

(3) I / We authorize the proxy to cast the vote at the Meeting in according with my/our intentions as follows:

☐ To grant the proxy the total number of share held by me/our and have the right to vote.

☐ To grant the proxy a part of

☐ Ordinary share shares with the voting right of votes

☐ Preferred share shares with the voting right of votes

Total number of right to vote votes

(4) I / We authorized the proxy to cast the vote at the Meeting in according to my/our intentions as follows:

☐ **Agenda 1: To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 23 April 2021**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve votes ☐ Disapprove votes ☐ Abstain votes



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

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โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

☐ Agenda 2: To consider and approve the issuance and offering of Convertible Debentures

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda 3: To consider and approve the increase in registered capital of the Company of Baht

29,000,000 from the existing registered capital of Baht 373,000,000 to new registered capital of Baht 402,000,000 by issuing 290,000,000 newly issued shares with a par value of Baht 0.10

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda 4: To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association pertaining to the registered capital to be in line with the increase in registered capital of the Company

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda 5: To consider and approve the allocation of ordinary shares issued for capital increase of the Company in accommodation of the exercise of the Convertible Debentures by the holders

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

(5) Vote of the Proxy in any agenda which is not in accordance with my/our intention as specified in this Proxy form shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark:

- Proxy Form C. shall be used only in case of shareholders whose name as shown in the register as a foreign investor and appoint a custodian in Thailand.
- Evidence required to be attached to the proxy Form C. includes:
 - Power of attorney by the shareholder authorizing the custodian to sign the proxy on behalf of shareholder.
 - Confirmation letter indicating that the person signing the proxy on behalf of shareholder is permitted to operate the business of custodian.
- The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the Meeting and may not split the number of shares to several proxy holders for splitting votes.
- In the agenda relating the election of Directors, it is applicable to elect either director as a whole or elect each director individually.
- In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the attachment of the proxy form C.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

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โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

Attachment to Proxy Form C.

A proxy is granted by a shareholder of Energy Absolute Public Company Limited

For the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on 28 January 2022 at 14.00 hours,
through electronic meeting only, or on the date and at the place as may be adjourned.

- ☐ Agenda No. Subject
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda No. Subject
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda No. Subject
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda No. Subject
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda No. Subject
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes



Enclosure No. 7

- Requirement for Shareholders attend E-EGM No. 1/2022
- Guideline for Mobile Application IR Plus AGM / Video Application IR PLUS AGM (Scan QR Code)

Requirement for Shareholders attend E-EGM No. 1/2022

The Company facilitates and provides the optional attendance for shareholders to attend the Meeting via electronic media the IR Plus AGM Application and vote in the E-Voting system (E-EGM) in accordance with the laws related to electronic conferencing. Therefore, before to register for E-EGM meetings through the aforementioned IR Plus AGM application system, please read, understand and agree to terms/conditions, including the Mobile Application IR Plus AGM Guideline (User Manual) for which Shareholders / proxies may scan QR Code in the invitation letter of the Annual General Meeting of Shareholders for the year 2021 of the Company.

1. Shareholders and Proxies please note

- 1.1 Shareholder who has the right to attend the Meeting is the shareholders whose name appeared on the share registration of shareholders 23 December 2021, which is the date to determine the rights of shareholders to attend and vote in the Meeting (the Record Date) as announced on the Stock Exchange of Thailand only.
- 1.2 For smoothly conducting the Meeting, when shareholders / proxies wish to attend an E-EGM, for which shareholders / proxies register E-EGM and receive E-EGM attendance confirmation from the system, it shall be noted that the voting must be casted via IR Plus AGM application system only.

2. Installing the IR Plus AGM Application and Authentication (KYC)

2.1 Install the IR Plus AGM application

The Company provides the optional attendance the Meeting via application IR Plus AGM system. Shareholders / proxies who wish to attend the Meeting via the said IR Plus AGM application may install the application by searching for IR Plus AGM through Google Play Store for Android system and App Store for iOS system.

2.2 KYC Verification

Before participating the E-EGM, shareholders and proxies (in case of proxy), has to submit self-verification (KYC) via the IR Plus AGM application installed as mentioned in 2.1., filling in the personal information displayed on the screen accurately, and attach all documents as specified in the IR Plus AGM application, such as photocopy of National ID card, proxy form, invitation of the Meeting, and take a photo of yourself for authentication as instructed by the IR Plus AGM application. After that, the system will send One Time Password ("OTP") to the mobile phone number provided by the shareholder/proxy to verify the identity of the shareholder/proxy. In the E-EGM, the IR Plus AGM application system will enable shareholders and proxies to do KYC from 17 January 2022 at 10:00 hrs. to 26 January 2022 at 18.00 hrs. to be ready for registration to attend the E-EGM on the Meeting day.



2.3 Verification of information and documents via the IR Plus AGM application

Shareholders/Proxies agree and acknowledge that the Company has the right to verify the authenticity of documents and information provided by the shareholders/proxies in 2.2. and having verification, the documents and information provided by the shareholders/proxies in article 2.2, are true and accurate, the shareholders / proxies will received the confirmation of KYC completion via application IR Plus AGM and shareholders/proxies have to set a password (Pin Code) for Meeting attendance through the IR Plus AGM application. To protect personal information and rights of shareholders, shareholders/proxies, please keep the Pin Code confidential and do not disclose it to anyone. If the verification of document / information results incorrect and/or false, the Company may request additional documents for verification, or the Company may reject as incompleteness of KYC as the case may be. In case of rejection of KYC, the Shareholders/proxies may proceed to verify KYC again and have right to attend the Meeting at the Meeting venue.


3. To attend the E-EGM and cast vote via IR Plus AGM application

- 3.1 Once the completion of KYC and shareholders / proxies set the Pin Code according to 2.3, shareholders / proxies shall attend the E-EGM via IR Plus AGM application by scanning barcode on the invitation letter which share registrar (Thailand Securities Depository Co., Ltd. : TSD) sent to all shareholders or shareholders may enter the national ID card number, username and password (Pin Code)
- 3.2 Right to attend the E-EGM and cast vote is the exclusive right of the shareholders. Thus, for attending the Meeting, one username can log-in IR Plus AGM application on one device only and **it is prohibited to log-in with the same username on many devices at the same time**. Therefore, shareholders / proxies shall self-log-in with username and password (Pin Code) to attend the Meeting and shall avoid disclosing the username and password to anyone.
- 3.3 In the event that being proxy of many shareholders, such **proxy shall attend the E-EGM on behalf of one shareholder on one device only**
- 3.4 For casting vote via IR Plus AGM application, shareholders / proxies may cast vote in advance before commencing the Meeting (please read manual of IR Plus AGM application for more understanding) or may cast vote for agenda which is under consideration of the Meeting. All votes cast by shareholders / proxies will be concluded after the agenda is closed.
- 3.5 For counting the votes, the system is set to default vote of agenda as “Approve”, and vote of “Disapprove” and “Abstain” shall be deducted from the total votes. Therefore, in the event that shareholders / proxies wish to vote “Disapprove” or “Abstain”, shareholders / proxies must choose (tick) “Disapprove” or “Abstain”. **In the event that shareholders / proxies do not choose (tick) “Disapprove” or “Abstain”, the system will automatically assume that such shareholders / proxies have cast vote in favor of such agenda**.
- 3.6 In the event that shareholders / proxies leave the E-EGM by log-out the IR Plus AGM application prior to conclusion and close of agenda, the number of shares held by shareholders / proxies will not be counted as a quorum for that agenda and the votes of such shareholders / proxies will not be counted in that agenda. However, leaving the E-EGM in the previous agenda, does not prejudice the right of shareholders / proxies to



log-in in order to attend the E-EGM and to vote in the next pending agenda consideration in the Meeting. The shareholders/proxies may check the voting details and vote-counting procedure in the Company's invitation to the 2021 Annual General Meeting of Shareholders.

4. Question and express opinion in the Meeting

- 4.1 The Meeting will be broadcasted live via the IR Plus AGM application only. Shareholders/proxies who have questions or wish to express opinions in relevant agenda, Shareholders/proxies can choose “comment menu” icon microphone  displayed icon “microphone” on the screen to ask a question or comment. The system will arrange questions in chronological order (first-come, first-served basis) to allow shareholders/proxies to ask questions or express opinions at the Meeting on relevant agenda with video and audio. Questions and/or comments must be relevant to the agenda only.
- 4.2 For allowing the shareholders/proxies ask questions in the Meeting via video conference, the Company reserves the right to terminate the questions or comments of the shareholders/proxies if the questions or comments vulgar, threatening, obscene, defamatory, violating any law or violating the rights of other persons.
- 4.3 During the Meeting, if any shareholder/proxy acts in any way that interferes with the Meeting or causes annoyance to other attendees, the Company reserves the right to take any action in order to suppress the action that interferes with the Meeting or causing annoyance to other attendees.

5. Personal Information

- 5.1 Shareholders and proxies agree that the Company can collect and process personal information of shareholders and proxies in order to verify their rights and to confirm the identity of the shareholders and the proxies as required by laws relating to the Meeting.
- 5.2 Personal Information means information about an individual that makes it possible to directly or indirectly identify that person, including but not limited to first name, last name, gender, national identification number, passport number, photo, and date of birth, nationality, and age.
- 5.3 The Company will keep such Personal Information for the period specified by law and not exceeding 10 years. After laps of such period, the Personal Information will be deleted / destroyed from the system.

6. Other Requirements

- 6.1 Video and audio contents of the Meeting are the sole intellectual property of the Company and the Company does not permit any shareholders / proxies to record, modify or disseminate video and audio in the Meeting. The Company reserves the right to take legal action against those who act against this provision.
- 6.2 In the event that shareholders/proxies use any system related to the Meeting via IR Plus AGM in any way which does not comply with this requirement, or other manuals that the Company has provided to the shareholders for use in supporting the Meeting and it causes damage to the Company in any way, such shareholders and/or proxies shall indemnify and hold the Company harmless in full from and against the damages and costs resulting from claim and litigation by any third party, including claim and litigation by the Company against such shareholders and/or proxies who causes such damage.

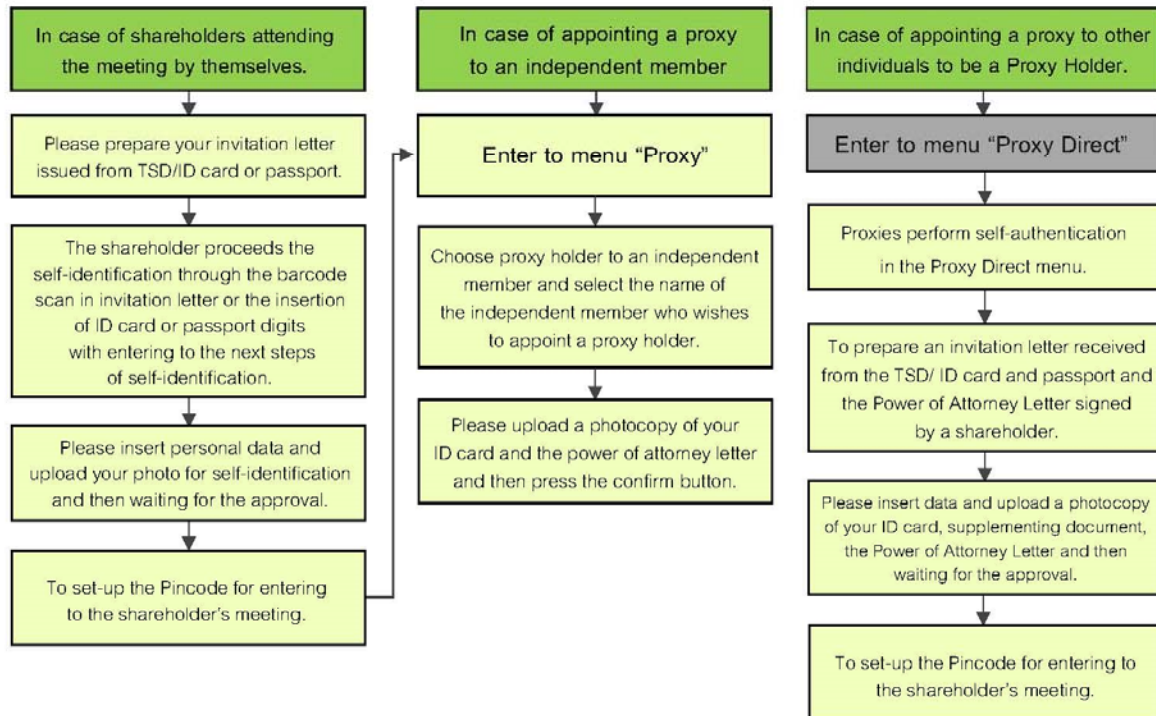


6.3 The Company reserves the right not to allow shareholders / proxies who disagree to comply with this requirement to attend the E-EGM, and may consider to suspend right to attend the Meeting via IR Plus AGM Application, if during the Meeting, the shareholders/proxies do not comply with this Meeting requirement.

Note : Please contact the administrator at +662 022 6200 for any problems or unable to access the IR Plus AGM Application.



Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM



On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



Scan for download the Application IR PLUS AGM, iOS system, Version 13.6 upwards



Scan for download the Application IR PLUS AGM, ANDROID system, Version 8 upwards



Scan for download the Manual for Using Application IR PLUS AGM (Thai language)



Scan for download the Manual for Using Application IR PLUS AGM (English language)



Scan for download the Instruction VDO for Using Application IR PLUS AGM

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