



The Invitation Letter of the Annual General Meeting of Shareholders 2024

EMC Public Co., Ltd.

April 30, 2024, 2.00 pm. – 5.00 pm.

It is an electronic conferencing format (E-AGM) in accordance with the rules stipulated in the law relating to electronic conferencing.

- Subject : Notice of the Annual General Meeting of Shareholders 2024
- To : Shareholders of EMC Public Company Limited
- Encloser
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
 2. Annual report 2023 (56-1 One Report) in electronic document format which can be downloaded from the QR Code)
 3. Preliminary information of the person who will assume the position of director in place of the director whose term expires
 4. Information of independent directors proposed by the company as proxy of shareholders
 5. Capital increase report form (F53-4)
 6. Information Memorandum for the Allocation of Newly Ordinary Shares Issued
 7. Summary of basic details of the warrant to purchase the Company's ordinary shares No. 7 (EMC-W7)
 8. Company's Articles of Association relating to the Shareholders' Meeting
 9. Registration and procedures for attending the Electronic-Annual General Meeting (E-AGM) and granting of proxy
 10. User manual for attending Shareholders' Meetings via electronic media (E-Meeting) - DAP e-Shareholder meeting
 11. Proxy forms
 12. Advance questions form for Electronic-Annual General Meeting (E-AGM)
 13. Request form for printed Annual Report

Notice is hereby given that the Board of Directors of EMC Public Company Limited (the "Company") has resolved to convene the Annual General Meeting of Shareholders 2024 on April 30, 2024, 2.00 pm., It is an electronic conferencing format (E-AGM) in accordance with the rules stipulated in the law relating to electronic conferencing. The following agendas shall be considered at the meeting.

Agenda No.1 : To consider certifying the Minutes of the Annual General Meeting of Shareholders 2023

Facts and Reasons : The Annual General Meeting of Shareholders 2023 was held on April 27, 2023, and the minutes of the said meeting was duly recorded and submitted to the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Department of Business Development, Ministry of Commerce within 14 days as specified by laws. (Details of which are provided in Enclosure No.1.)

Board's Opinion : The Board had the opinion that the minutes of the Annual General Meeting of Shareholders 2023 should be proposed to the AGM for endorsement.

Required Vote for Approval : The majority votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

Agenda No.2 : To acknowledge the Company's results of operations for the year 2023

Facts and Reasons : The Company has summarized the Company's results of operations for the year ended December 31, 2023 as a part of the Annual Report 2023 dispatched to all shareholders together with the notice of this meeting. (Details of which are provided in Enclosure No.2.)

Board's Opinion : The Board is of the opinion that the Company's results of operations for the year ended December 31,2023 should be proposed to the Annual General Meeting of Shareholders for acknowledgment.

Required Vote for Approval : This agenda item is for shareholders' acknowledgement, therefore voting is not

	Consolidated financial statements					
	2023		2022		2021	
	Million baht	%	Million baht	%	Million baht	%
Total assets	2,369.28	(14.17)	2,760.54	4.22	2,648.82	(8.54)
Total liabilities	1,414.66	13.49	1,246.54	56.59	796.07	(16.71)
Shareholders' equity	954.62	(36.95)	1,514.00	(18.28)	1,852.75	(4.51)
Operating income	456.56	(32.09)	672.34	(38.94)	1,101.12	(24.76)
Gross profit	(235.38)	20.33	(195.61)	(2,154.73)	9.52	(94.53)
Net profit (loss)	(559.42)	64.47	(340.14)	(263.28)	60.54	(254.66)

required.

Agenda No.3 : To consider approving the financial statements for the fiscal year ended December 31, 2023

Facts and Reasons : The Company's financial statements for the fiscal period ended December 31, 2023 were audited and endorsed by the Company's auditor, and the Audit Committee approved that the data therein were duly recorded. (Details of which are provided in Enclosure No.2.)

Required Vote for Approval : The majority votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

Agenda No.4 : To consider approving the cessation of allocation of legal reserve funds and refrain from paying dividends. the year 2023

Facts and Reasons : Since the year 2023, the company has accumulated losses of 3,217.62 million baht. Therefore the company is unable to set aside legal reserve and can not pay dividend for the year 2023.

Summary of Legal Reserve Appropriation and Dividend Payment for the Last 3 Years

Year	Profit/(Loss)	Legal Reserve	Dividend
2021	Loss 123.25 MB	-	Omitted
2022	Loss 340.14 MB	-	Omitted
2023	Loss 559.42 MB	-	Omitted

Board's Opinion : It is considered appropriate to propose to the shareholder meeting to approve the omission of dividend payment for the year 2023 because the company has operating losses.

Required Vote for Approval : The resolution in this agenda must be approved by a majority vote of the shareholders present at the meeting. and have the right to vote

Agenda No.5 : To consider approving the reappointment of Directors retiring by rotation to resume their offices for an additional term

Facts and Reasons : According to Section 71 of the Public Limited Companies Act BE 2535 and Article 22 of the Company's Articles of Association, at every annual general meeting If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire from the office in the first year. And the second year after the registration of the company Lottery that any person will leave, and in the subsequent years, the director who is in the longest position Being a director who retired by rotation and can be elected to resume.

Board's Opinion To propose to the shareholders' meeting to consider the election of directors who retired by rotation In the year 2023,the number of 3 persons as follows:

1. Mr.Chanachai Leenabanchong Company Director
2. Miss Prowmart Hantra Independent Director/Audit Committee
3. Mr.Mongkol Chanpaisan Company Director

Board of Directors which does not include the directors who have interests in this agenda have considered the list of persons processed carefully scrutinized and considered appropriate. The Annual General Meeting of Shareholders to consider appointing the directors who retire by rotation for the year 2024 to be re-elected for another term.

At the same time,details of each person who is appointed as a director are attached together with this invitation letter. (Details according to the attachment 3)

Required Vote for Approval : The majority votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

Agenda No.6 : To consider approving the Director's remunerations for the year 2024

Facts and Reasons : Summary of directors' remuneration for the last 3 years

Year	No. of Directors	AGM resolution	Meeting Allowance	Other Remuneration
2021	10 persons	<= 4 MB	2.32 MB	None
2022	9 persons	<= 4 MB	2.22 MB	None
2023	9 persons	<= 4 MB	1.77 MB	None

Board's Opinion : The Nomination and Remuneration Committee have considered the directors' remuneration by making a comparison with other companies within the same industry at similar size. In addition the Company paid for the meeting allowance by the number of director attending the meeting which total payment in previous year was still under budget approved by AGM, and there was no other remuneration to be paid. Thus the Nomination and Remuneration Committee has proposed to remain the remuneration for 2024 same as the last 3 years, namely within Baht 4,000,000.

Position	Meeting allowance (Baht)			
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Executive Committee
Chairman Not an executive of the company or its affiliates	25,000.-	25,000.-	25,000.-	15,000.-
Chairman Receive a regular salary from the company or affiliated companies.	20,000.-	-	20,000.-	did not receive compensation
Directors are not executives of affiliated companies.	15,000.-	15,000.-	15,000.-	10,000.-
Directors receive a regular salary from the company or its affiliates.	5,000.-	-	5,000.-	did not receive compensation

Required Vote for Approval : A vote of not less than two-third (2/3) of the total votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

Agenda No.7 : To consider approving the appointment of auditor and the fixing of auditor's remuneration for 2024

Facts and Reasons : Summary of the Company's auditor and auditor's remuneration for the last 3 years

Year	Auditor	Remuneration
2021	DIA International Co., Ltd	4,815 MB (for the Company 2.64 MB and Subsidiaries 2,175 MB)
2022	DIA International Co., Ltd	4,815 MB (for the Company 2.64 MB and Subsidiaries 2,175 MB)
2023	DIA International Co., Ltd	4,605 MB (for the Company 2.64 MB and Subsidiaries 1,965 MB)

In the past fiscal year, the Company did not receive any other services from the Auditor or affiliated parties related to the Auditor and the Auditor's office.

The Audit Committee has considered and recommended to the Board of Directors to propose the Annual General Meeting of Shareholders 2024 to consider approving the appointment of the auditors from DIA International Co., Ltd. (the Office) for the Company and its subsidiaries, namely

<u>Name – Surname</u>	<u>Certified Public Accountant</u>	
Mrs. Suvimol Chrityakerne	2982	and/or
Miss Somjintana Pholhirunrat	5599	and/or
Mr. Joompoth Piratanakorn	7645	and/or
Mr. Viroj Sajjathamnukul	5128	

One of these auditors whoever shall be empowered to audit and express opinion on the Financial Statements of the Company. In the event that the said auditors are unable to perform their duties, the Office is allowed to supply alternate certified public accountant to act instead.

For the determination of audit fees for the year 2024 offer and fix audit fee is proposed at the amount not exceeding 4,605,000 Baht comprised of 2,640,000 Baht for the Company and 1,965,000 Baht for subsidiaries.

Board's Opinion : The Board of Directors is of the opinion that the Annual General Meeting of Shareholders should approve the appointment of the auditors from DIA International Co., Ltd. (the Office) for the Company and its subsidiaries, namely Mrs. Suvimol Chrityakerne (CPA No.2982) and/or Miss Somjintana Pholhirunrat (CPA No.5599) and/or Mr. Joompoth Piratanakorn (CPA No.7645)and/or Mr. Viroj Sajjathamnukul(CPA No.5158) to audit and review the Financial Statements for the fiscal year ended December 31, 2024, including the fixing of audit fee at the amount not exceeding 4,605,000 Baht. In the event that the said auditors are unable to perform their duties, the Office is allowed to supply alternate certified public accountant to act instead.

Required Vote for Approval : The majority votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

Agenda No.8: To consider approving the reduction of registered capital and amend the Company's memorandum of association in Section 4 to be consistent with Reduce the registered capital of the company

Facts and Reasons : According to Section 140 of the Public Company Limited Act, the shareholders' meeting may vote to reduce capital by writing off registered shares that cannot be sold or have not yet been put out for sale. And when the meeting has passed a resolution, the company will request to register a capital reduction within 14 days from the date of the meeting's resolution.

To consider and approve the reduction of registered capital in the amount 7,246,583,090 baht from the original registered capital of 15,680,632,144 baht is the new registered capital. 8,434,049,054 baht by means of deducting registered ordinary shares that have not been allocated from supporting the capital increase under the General Mandate approved by the 2023 Annual General Meeting of Shareholders. Number 2,530,000,000 Shares and shares that support the exercise of the right to purchase ordinary shares of the Company No. 6 (EMC-W6) in the amount of another 500,000,000 shares that were approved by the 2018 Annual General Meeting of Shareholders in the amount of 4,216,583,090 shares and approved the amendment. Addition to the memorandum of association, section 4 , regarding registered capital. To be consistent with the reduction of the company's registered capital.

Board's Opinion : The Board of Directors deems it appropriate to propose to the general meeting of shareholders. Consider and approve the reduction of registered capital of the company from the original registered capital of 15,680,632,144 baht is the new registered capital. 8,434,049,054 baht by writing off 7,246,583,090 unsold shares with a par value of 1.00 baht per share and amending the memorandum of association, section 4 , regarding registered capital. To be consistent with the reduction of the company's registered capital. By canceling the old message and using a new message as follows.

“Clause 4: Registered Capital amount	8,434,049,054 Baht	(Eight thousand four hundred thirty-four million forty-nine thousand fifty-four baht)
Divided into	8,434,049,054 shares	(Eight thousand four hundred thirty-four million forty-nine thousand fifty-four shares)
Par value per share	1.00 Baht	(One baht)
Divided into		
Ordinary shares	8,434,049,054 shares	(Eight thousand four hundred thirty-four million forty-nine thousand fifty-four shares)
Preferred shares	- shares	(-shares)”

Note : The resolution in this agenda must be approved by a vote of not less than three-fourths of the shareholders present at the meeting and have the right to vote.

Agenda No. 9: To consider approving the issuance and offering of additional common shares to the existing shareholders of the company (Right Offering).

Facts and Reasons : The company proposes to consider the allocation of new common shares, not exceeding 15,181,288,298 shares, to existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) in the allocation ratio of 1 existing common share to 1 share. Ordinary capital increase (In the case of fractional shares, they must be discarded) with an offering price of 0.07 baht per share along with a warrant to purchase the Company's common shares No. 7 (EMC-W7) at a ratio of 2 newly issued common shares to 1 unit of warrant. Rights (EMC-W7) (in the case where there are fractional shares, they must be discarded) and capital increase by general authorization (General Mandate).

By specifying the date to determine the names of shareholders who are entitled to the allocation and offering of newly issued ordinary shares (Record Date) on May 9, 2024 and the date for the subscription and payment new ordinary shares during 27 May 2024 to 7 June 2024 from 9:00 a.m. to 5:00 p.m. on the Company's business day. Details of the issuance and offering Proportion of newly issued ordinary shares to the existing shareholders The number of shares held by each shareholder (Right Offering) in this time appears according to the Capital Increase Report Form (F53-4), **Attachment 1 and Attachment 2 Information Memorandum on the Allocation of Newly Issued Ordinary Shares**

In proceeding with the issuance and offering of additional common shares of the Company to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), this time the Board of Directors meeting would like to propose to the shareholders meeting for consideration. Authorize and authorize The Board of Directors and/or the Executive Committee and/or the President and/or the Vice President and/or the Executive Committee and/or the Chief Executive Officer and persons authorized by the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors Has the authority to carry out various related or necessary actions as appropriate. In order to successfully issue and offer new ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholding (Rights Offering).

Facts and Reasons : It was deemed appropriate for the general meeting of shareholders to consider approving the allocation of new common shares in the amount of 15,181,288,298 shares with a par value of 1 baht per share.

Board's Opinion : The resolution in this agenda must be approved by a vote of 3 out of 4 of the shareholders present at the meeting and have the right to vote

Agenda No.10: To consider approving the issuance and allocation of warrants to purchase the Company's ordinary shares No. 7 (EMC-W7) to the Company's existing shareholders who purchase additional ordinary shares in proportion to their shareholding (Right Offering).

Facts and Reasons : The Company intends to propose to the shareholders' meeting to consider approving the issuance and offering of warrants. to purchase common shares of the Company for the 7th time ("EMC-W7") to be allocated to the existing shareholders of the Company who subscribed and pay for additional common shares in

proportion to shareholding, amount not exceeding 4,217,024,527 Units as proposed for approval by the shareholder meeting in item 6 above, without charge. The details are as follows:

- Allocation Ratio
- Existing Shareholders (RO) : 2 New Ordinary Shares per 1 Warrant - EMC-W7
- Exercise ratio : unit of warrant EMC-W7 entitle the right to purchase the Company's ordinary shares get 1 share
- Exercise price : 0.13 Baht per share
- AGE : 3 years
- Exercise period : Holders of EMC-W7 warrants can exercise their rights according to the warrants every January 31, April 30, July 31, and October 31 of every year. throughout the term of the Warrants. ("Exercise Date") and the date of exercise of right The last will be on the expiration date of the warrants. ("Last Exercise Date"). Therefore, if the right exercise date or the last exercise date is a holiday of The Company has postponed the exercise date to a business day prior to the exercise date. The remaining warrants after the exercise or not exercised on any exercise date can be accumulated to use the rights on the next exercise date throughout the life of the warrants, but after the expiration of the warrants, the warrants any rights that are not exercised will be terminated and invalid.

The company will issue and allocate EMC-W7 warrants in accordance with relevant rules and laws. The details regarding the issuance of EMC-W7 warrants appear in Attachment 3: Summary of basic details of the warrants to purchase ordinary shares of the Company No. 7 ("EMC-W7"). However, Specify such rights There is still uncertainty and depends on receiving approval from this general meeting of shareholders. The meeting of the Board of Directors therefore proposes to the meeting of shareholders to consider and approve the delegation of authority to the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Committee and/or the Chief Executive Officer. and persons authorized by the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer. and/or any other person appointed by the Board of Directors Has the authority to take any action necessary and related to the issuance and allocation of EMC-W7 warrants in order to comply with the law. This includes but is not limited to the authority to do the following:

- (1) Formulate and amend rules, terms, conditions and other details related to the issuance and allocation; EMC-W7 Warrants.
- (2) Process and sign various license documents and evidence necessary and relevant to the issuance of EMC-W7 Warrants, including the correspondence and submission of such applications, waivers,

documents and evidence to government agencies or entities related to the issuance of EMC-W7 Warrants and the adoption of the EMC-W7 Warrants, including the newly issued ordinary shares arising from the use of Rights under the EMC-W7 Warrants to be listed on the Stock Exchange of Thailand.

- (3) To entitle to take any action as necessary and appropriate in connection with the issuance and allocation of warrants EMC-W7.

Board's Opinion : It is deemed appropriate to propose to the shareholder meeting to consider approving the issuance and sale of warrants to purchase the Company's ordinary shares No. 7 (EMC - W7) in the amount of 4,217,024,527 units to the existing shareholders of the Company without charge.

Required Vote for Approval : Resolutions in this agenda must be approved by a majority vote of the shareholders attending the meeting and have the right to vote.

Agenda No.11: To consider approving the issuance of a capital increase using a general mandate (General Mandate).

Facts and Reasons : The company proposes to consider the allocation of additional common shares under a general mandate (General Mandate) not exceeding 2,530,214,717 shares with a par value of 1.00 baht per share, with details of the allocation of new common shares as follows:

Approved for presentation to the general meeting of shareholders. To consider and approve an increase in the registered capital of the company using a general mandate (General Mandate) in an amount not exceeding 2,530,214,717 shares with a par value of 1.00 baht per share, representing not more than 30 percent of the paid-up capital. The allocation details are as follows:

- (1) Allotment of newly issued ordinary shares in an amount not exceeding 1,686,809,811 shares with a par value of 1.00 Baht per share, equivalent not more than 20 percent of the paid-up capital for sale to the existing shareholders of the company according to shareholding proportion (Right Offering) at the selling price of not less than 0.07 Baht or
- (2) Allotment new ordinary shares for an amount not exceeding 843,404,906 shares with a par value of 1.00 Baht per share, equivalent to 10 percent of paid-up capital for sale to a specific person (Private Placement) with the selling price not lower than 0.07 Baht.

The Company therefore requests a proposal to the shareholders' meeting to consider approving authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors. Has the power to specify and change various details. Related to the allocation of additional common shares under a general mandate (General Mandate) as follows:

- (1) To consider and determine amend or change the conditions and details of the allocation of newly issued ordinary shares including but not limited to the date to determine the names of shareholders who have the right to subscribe for newly issued ordinary shares offering period, payment of shares,

and determination of terms, conditions and other details related to the allocation of newly issued ordinary shares.

- (2) To negotiate, make an agreement and sign various documents and contracts related including any other actions that necessary and related to the allocation of the newly issued ordinary shares.
- (3) Sign documents or request forms for various permissions and evidence necessary and relevant to the allocation of such additional ordinary shares. This includes contacting and submitting permission applications. Such documents and evidence must be submitted to the relevant regulatory agencies and the listing of the additional common shares on the stock exchange including having the authority to take any other actions necessary regarding the allocation of such additional ordinary shares.

However, such offering for sale of newly issued ordinary shares must not be offered to connected persons as announced Tor. Jor. 21/2551 Re: Rules for Connected Transactions B.E. 2551 (2008) and the Stock Exchange of Thailand Notification and Re: Disclosure of Information and Other Acts of Listed Companies in the Transaction. Connected person, 2003.

In addition, the offering of new ordinary shares Price offered to private placement must not qualify as Low price as specified in the Notification of the Capital Market Supervisory Board No. Tor. Jor. 72/2558, Re: Permission to Listed Companies Offer for sale of newly issued shares to a private placement The offering price will not be lower than the weighted average price of the shares on the Stock Exchange of Thailand for the past seven consecutive days but not more than fifteen consecutive business days prior to the date of board director meeting has a resolution to approve the new share offering.

However, after the offering of newly issued ordinary shares as specified in (1) or (2) or (3) above, the Company's paid-up capital in the increase shall not exceed 30 percent of the capital paid on the date the Board of Directors resolved to add Capital through a general mandate and the offering of the newly issued ordinary shares must be made. This will be completed within the date that the Company organizes the next Annual General Meeting of Shareholders or within the date required by law to provide The next annual general meeting of shareholders whichever is the date before the details of the offering of new ordinary shares This time, the capital under a general mandate is shown in the capital increase report form (F53-4). Attachment 1

In addition, for flexibility in allocation and issue additional common shares as the Board of Directors deems appropriate to propose to the shareholders' meeting. To consider delegating authority to the Board of Directors and/or executive committee and/or Executive Chairman and/or managing director or a person authorized by the Board of Directors and/or executive committee and/or executive committee and/or the Managing Director is authorized to take any action. Necessary and related to the offering of additional ordinary shares in all respects, such as the date for determining the names of shareholders by closing the register. Date of compiling the list of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register to suspend the transfer of shares. Determining the offering price of additional common shares Offering period Payment of shares, etc. Including changes to the offering period. Subscription and receipt of payment for newly issued ordinary shares Setting

conditions and details to issue and offer such additional common shares as we deem appropriate. Including various operations Necessary and appropriate in connection with the issuance and offering of additional shares this time. as well as editing words or text in documents Minutes of shareholder meeting memorandum and/or various requests and/or take any action To comply with the registrar's order in submitting registration to increase the company's registered capital with the Department of Business Development. Ministry of Commerce Including the registration of additional common shares as listed securities on the Stock Exchange and submitting information and documents to the Office of the SEC and the Stock Exchange. Ministry of Commerce or other related agencies.

Board's Opinion : It was deemed appropriate for the general meeting of shareholders to consider approving the allocation of 2,530,214,717 new common shares with a par value of 1 baht per share.

Required Vote for Approval : Resolutions in this agenda must be approved by a majority vote of the shareholders present at the meeting and have the right to vote.

Agenda No.12: To consider approving the increase in registered capital. and amend the company's memorandum of association in section 4 to be consistent with the increase in the company's registered capital.

Facts and Reasons : To support the increase in the company's registered capital, an amount not exceeding 15,181,288,298 baht from the original registered capital. 8,434,049,054 baht is the new registered capital. 23,615,337,352 baht by issuing additional common shares in an amount not exceeding 15,181,288,298 shares with a par value of 1 baht per share and approved the amendment to the company's memorandum of association, section 4, regarding registered capital. To be consistent with the increase in the company's registered capital. To support the allocation of shares as follows:

- (1) The allocation of newly issued shares to the existing shareholders (Right Offering) amounting to 8,434,049,054 shares;
- (2) To support the exercise of rights to purchase ordinary shares under the warrants 4,217,024,527 shares;
- (3) To purchase ordinary shares of the Company No. 7 (EMC-W7) to support the capital increase under a general mandate of 2,530,214,717 shares (General Mandate);

and approved the amendment to the memorandum of association, section 4, regarding registered capital. To be consistent with the increase in the company's registered capital.

Board's Opinion : The Board of Directors deems it appropriate to propose to the general meeting of shareholders.

Increase the company's registered capital in an amount not exceeding 15,181,288,298 baht from the original registered capital. 8,434,049,054 baht is the new registered capital of 23,615,337,352 baht by issuing additional common shares in an amount not exceeding 15,181,288,298 shares with a par value of 1 baht per share and approved the amendment to the company's memorandum of association, section 4, regarding registered capital. To be consistent with the increase in the registered capital of the company as follows:

“Clause 4: Registered Capital amount 23,615,337,352 Baht (Twenty-three thousand six hundred and fifteen million three hundred thirty-seven

		thousand three hundred and fifty-two baht)
Divided into	23,615,337,352 shares	(Twenty-three thousand six hundred and fifteen million three hundred thirty-seven thousand three hundred and fifty-two shares)
Par value per share	1.00 Baht	(One baht)
Divided into		
Ordinary shares	23,615,337,352 shares	((Twenty-three thousand six hundred and fifteen million three hundred thirty-seven thousand three hundred and fifty-two shares))
Preferred shares	- shares	(-shares)"

In this regard, the meeting of the Board of Directors would like to propose to the shareholder meeting to consider and approve the authorization to The Board of Directors and/or the Executive Committee and/or the President and/or the Vice President and/or the Executive Committee and/or the Chief Executive Officer and persons authorized by the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors Is authorized to register amendments to the memorandum of association at the Department of Business Development. Ministry of Commerce has the power to take various actions necessary to comply with the registrar's orders. In order to complete the registration process. Details of the allocation of additional common shares are as follows. **Attachment 1 (Capital increase report form (F53-4) and Attachment 2 Information on the allocation of additional common shares.**

Required Vote for Approval : The resolution in this agenda must be approved by a vote of not less than three-fourths of the shareholders present at the meeting. and have the right to vote.

Agenda No.13: To consider approving the allocation of new common shares in the amount of 15,181,288,298 shares.

Facts and Reasons : As the Company wishes to increase the registered capital of the Company according to the details specified in Agenda 8, Agenda 9, Agenda 10, Agenda 11 and Agenda 12 in order to comply with the law. The shareholder meeting must consider and approve the allocation of additional common shares of the company. To be consistent with the said increase in registered capital.

Board's Opinion : The Board of Directors resolved to approve the proposal to the 2024 Annual General Meeting of Shareholders to consider approving the allocation of additional common shares. The details are as follows:

1. Allotment of newly issued ordinary shares not exceeding 8,434,049,054 shares with a par value of 1.00 Baht per share for offering to the existing shareholders of the company in proportion to the number of shares held by each person (Rights), with details in accordance with Clause 9.

The allotment of new shares as a daughter Shareholders may subscribe for newly issued ordinary shares in excess of their rights at the rate stipulated under (Oversubscription) provided that the existing shareholders who oversubscribe will be allocated oversubscribed shares. Only when there are shares remaining from the allocation to the existing shareholders of the company who have fully subscribed according to their rights.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in this case, in the event that there are remaining newly issued ordinary shares from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings. After holding shares in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to oversubscribe in proportion to the original shareholding at the same price as the shares allocated according to the right This includes the existing shareholders who wish to will subscribe for more than the right in proportion to the shareholding that is a connected person of the Company with details as follows:

1.1 In the case of shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in the first round that is more than or equal to the shares that the existing shareholders oversubscribe in proportion to their shareholding, the Company will allocate the remaining shares to those who oversubscribe and pay for the share subscription.

1.2 In the event that there are shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in the first round Less than the shares that the existing shareholders, The Company will manage the following steps;

(1) Allot their shareholding proportion existing shares of each oversubscribed person holding the existing shares of each over subscriber multiplied by the number of remaining shares will be the number of shares that each over subscriber has the right to be allocated. In the event that there is a fraction of shares shall be rounded off, provided that the number of shares to be allocated will not exceed the number of shares that the shareholders.

(2) In case of remained shares after allotment in (1), to allot to oversubscribed for each individual's rights and still not fully allocated according to the original shareholding proportion of those who subscribe for more than each individual right by taking the existing shareholding proportion of those who oversubscribe over the rights of each individual multiplied by the number of shares remaining will be the number of shares oversubscribed. Each right has the right to be allocated. In the case of fractions of shares, such fractions shall be rounded down. The number of shares to be allocated will not exceed the number of shares subscribed by each shareholder and the subscription fee has been paid.

In the event that the shareholders express their intention to subscribe for the newly issued ordinary shares as a percentage of their shareholding and result in the shareholders and persons under Section 258 of the Securities and Exchange Act B.E. Amendment) of that shareholder holding the Company's shares in a manner that increases to or crosses the point where a tender offer is required, such shareholder is obliged to make a tender offer for all securities of the Company (Tender Offer) in accordance with the Notification of the Capital Market Supervisory Board. No. Tor.Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for business ("Notification on the Acquisition of Securities for Business Takeovers"), unless such shareholder has been except for making a tender offer for all securities of the Company according to the announcement relating to the acquisition of securities for business takeover.

In the allocation of such newly issued ordinary shares, the Company reserves the right to consider not to allocate shares to any subscriber if such allocation causes or may result in a violation of the shareholding proportion restrictions of foreigners as prescribed in the Articles of Association which at present allows foreigners to hold shares of the company Not more than 49 percent of the number of shares acquired All sold out of the company.

In the process of allocating new ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) this time, the Board of Directors and/or the Executive Committee and/or the Chairman of the Company and/or Vice President and/or Executive Director and/or Chief Executive Officer and persons authorized by the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors Has the authority to carry out various related or necessary actions as appropriate. In order to successfully issue and allocate new ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholding (Rights Offering). Such powers include but are not limited to:

(1) Consider and determine the details of the allocation of newly issued ordinary shares to offer for sale to the existing shareholders of the Company in proportion to their shareholding in order to comply with the laws and regulations related to the issuance and offering of securities under Thai law. to the existing shareholders of any company If doing so will cause the company to comply with the laws or regulations of foreign countries.

(2) Determine the method of allocation of newly issued ordinary shares, such as allotment at one time, in whole amount or several times during the offering period Offering ratio, offering price, payment method or details in the allocation and other offerings such as changing the date of determining the rights to the names of shareholders who are entitled to the allotment of newly issued ordinary shares.

(3) Signing an application form requesting a waiver of a notice, as well as any relevant documents; with share allocation ordinary capital increase This includes contacting and submitting documents to the authorities or representatives of any relevant agencies as well as listing the Company's newly-issued ordinary shares as listed securities on the Market for Alternative Investment (MAI) and taking any necessary actions related to the allocation of

newly-issued ordinary shares in all respects. for sale to shareholders of the Company in proportion to its shareholding Under the conditions of relevant laws.

(4) Register the change of paid-up capital with the Department of Business Development, Ministry of Commerce and has the power to take any actions necessary to comply with the order of the Registrar. to complete the registration process.

However, the determination of the rights to subscribe for shares and receive the allotment of the newly issued shares There is still uncertainty until the Approval from the shareholders' meeting.

2. Allocate additional common shares in an amount not exceeding 4,217,024,527 shares with a par value of 1.00 baht per share to support the exercise of rights according to the EMC-W7 warrant to be allocated to the existing shareholders of the company in proportion to their shareholding in the ratio of 2 new common shares to 1 unit by The details are not calculated until approved by the shareholder meeting.

3. Allotment of newly issued ordinary shares in the amount not exceeding 2,530,214,717 shares with a par value of 1.00 Baht per share to support the Increase capital through a general mandate, with details as stated in Clause 11 above.

In addition, the meeting of the Board of Directors approved the proposal to be presented to the shareholders' meeting to consider delegating authority to the Board of Directors and/or the Executive Committee and/or the Chairman and/or the Vice President and/or the Executive Committee and/or /or Chief Executive Officer and persons authorized by the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer. and/or any other person appointed by the Board of Directors is the person with authority to consider and determine Additional amendments and change the conditions and details related to the allocation of such additional shares, including having the power to change the conditions and other details related to adjusting or changing the exercise ratio and exercise price according to Terms of rights Including having the authority to sign any related documents and has the power to take various actions that are necessary and appropriate related to the allocation of additional capital shares This includes but is not limited to providing information and submitting documentary evidence to the SEC Office, the Stock Exchange, Thailand Securities Depository Co., Ltd., Ministry of Commerce or other related agencies as well as registering additional common shares as listed securities on the stock exchange.

Voting (Votes: Use a vote of not less than three-fourths of the shareholders who attend the meeting and have the right to vote).

This is because Agenda 8 to Agenda 13 are related agendas. Therefore, in considering and approving various matters according to Agenda 8 to Agenda 13, they will be considered as conditions of each other. If the matter in any agenda is not approved other matters will be considered which has been approved will be cancelled and there will be no consideration of other agenda items. It will be considered that various matters are considered approved. According to the details appearing in Agenda 8 to Agenda 13, it was not approved by the shareholder meeting.

Agenda No.1 4 : To consider approving the amendment to the Memorandum of Association, Section 3 , the Company's objectives, from the original 69 items to 79 items.

Facts and Reasons : Amending the Memorandum of Association, Clause 3 , the Company's objectives, from the original 69 to 79 as follows.

Clause 70. Business waste disposal and types of sewage Including treating wastewater and waste.

Clause 71 Business by eliminating and separating solid waste and receive transportation of solid waste.

Clause 72. Business producing and selling all types of recycled waste.

Clause 73 Business processing solid waste into raw materials for producing electricity of synthetic gas.

Clause 74. Business as a consultant and giving advice on waste management and disposal.

Clause 75 Construction of waste separation plants, power plants, product storage facilities experimental laboratory and other related buildings with the company's business Including importing, selling retailing and export materials and companies that produce them.

Clause 76. Buy or sell solid waste with government or private agencies.

Clause 77 . Business operations, legal, accounting, engineering, and architectural services including advertising business.

Clause 78 Business excavation, discovery, and exploration of natural resources according to geology making producing installing repairing maintaining improving the construction or transformation of all types of gases electrical power electricity and all types of communication systems.

Clause 79 . Business inventing producing selling providing services designing construction procuring installing supervising maintaining inspecting check developing changing repair rent be a distributor which materials tools and appliances and various spare parts including design and construction of various structural works including the adjustment of the project area and do other work related to water business electricity business energy business and all types of business related to the environment.

Board's Opinion : To ensure that the Company's objectives cover current business operations and expanding investment in new businesses It is considered appropriate to propose to the general meeting of shareholders for approval, after the additional amendments have been made. The Company's objectives originally had 69 items, with an additional 10 items added, making the Company's objectives total 79 items.

Required Vote for Approval : The resolution in this agenda must be approved by a vote of not less than three-fourths of the shareholders present at the meeting and have the right to vote.

Agenda 15 To consider other matters (if any)

The Company would like to invite shareholders to attend the Annual General Meeting of Shareholders on the date and time mentioned above. This meeting is an electronic meeting (E-AGM). Shareholders can register to attend the meeting through the E-AGM system from 22 April 2023 to 30 April 2023 from 9:00 a.m. - 5:00 p.m. The company has attached guidelines for attending the 2024 Annual General Meeting of Shareholders as per Attachments 10 and 11.

The Board of Directors provides shareholders with the opportunity to submit questions related to the meeting agenda for shareholders to the Board of Directors in advance of the shareholder meeting date. You can send questions and shareholder information (name-surname, telephone number, and E-mail) that can be contacted to the company by April 26, 2024 via the following channels:

- E-mail : matee@emc.co.th
- Registered mail sent to

Company secretary
EMC Public Company Limited
140/66-67 ITF Tower Building, 28th Floor
Surawong Road, Suriyawong Subdistrict, Bang Rak District
Bangkok 10500

In addition, in the case that shareholders are unable to attend the meeting via electronic media (E-AGM), shareholders can appoint a proxy. By granting a proxy to the proxy, or appoint a proxy to an independent director of the company. As shown in the list of names and details in Attachment No. 4. Attend the meeting and vote on your behalf. You can fill in the details and sign the attached proxy form. According to Attachment No. 9, 10 and 11 or can be downloaded from [https://emc.co.th/Investor Relations/Information for Shareholders/Shareholders Meeting/](https://emc.co.th/Investor%20Relations/Information%20for%20Shareholders/Shareholders%20Meeting/) which has 3 formats to choose from.

- For general shareholders, only Form A or Form B can be used.
- The shareholders are foreign investors and appoint a custodian in Thailand to be the depository and

Taking care of stocks, you can use a proxy form, either Form A, Form B, or Form C, any one of them.

The company asks for your cooperation in sending a proxy form. Follow the submissions attached with 9, 10 and 11 and the original supporting documents to the company in advance by April 26, 2024 for convenience and speed in checking evidence in advance.



Best regards

(Mr. Chanachai Leenabanchong)
Chairman of the Board of Directors

Minutes of the 2023 Annual General Meeting of Shareholders
of
EMC Public Company Limited

Date, time and place of the meeting

The meeting was held on April 27, 2023, starting at 2:00 p.m. at the company meeting room, 30th floor, ITF Tower Building, No. 140/66-67, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500 by holding a shareholder meeting via electronic media. (E- AGM)

Company directors attending the meeting

- | | | |
|---------------------|---------------|---|
| 1. Miss Prowmat | Hantra, | Chairman of the Audit Committee and independent directors |
| 2. Mr. Ratchai | Pitchayapoom | Vice Chairman No. 2 |
| 3. Acting Lt. Matee | Itthiriwichai | Vice Chairman No. 3 / Company Secretary |
| 4. Mr. Watchara | Phakdimonthon | Director |
| 5. Mr. Mongkol | Chanpaisan | Director |
| 6. Ms. Thaweesri | Wikyatipat | Independent Director and Member of the Audit Committee |
| 7. Dr. Yaowarin | Srichainan | Independent Director and Member of the Audit Committee |

Company directors who are absent from meetings

- | | | |
|------------------|--------------|-----------------------|
| 1. Mr. Chanachai | Leenabanjong | Chairman of the Board |
| 2. Mr. Vorawit | Leenabanjong | Vice Chairman No. 1 |

Meeting secretary

1. Miss Jiraphon Kiatbenjapong meeting secretary

Auditor attending the meeting

1. Mrs. Suwimon Kittayakian, Auditor
2. Mr. Kittiwat Lao Phattharakasem, Auditor
3. Miss Paweena Kwanmuk, Auditor

Start a meeting

Miss Jiraphon Kiatbenjapong meeting secretary He welcomed shareholders to the meeting.

The 2023 Annual General Meeting of Shareholders of EMC Public Company Limited was held in the form of a meeting via electronic media or E-AGM and announced to the meeting that There were 31 shareholders and shareholders' proxies attending the meeting, counting the number of shares. 5,050,131,507 shares, accounting for 59.88 percent of the total number of shares sold 8,433,779,763 shares (eight thousand four hundred thirty three million seven hundred seventy nine thousand seven hundred sixty three shares) which constitutes a quorum according to the Company's regulations.

Afterwards, the secretary of the meeting Introducing the Board of Directors attending the meeting, consisting of

1. Miss Prowmat Hantra Chairman of the Audit Committee and independent directors
2. Mr. Ratchai Pitchayapoom Vice Chairman No. 2
3. Acting Lt. Methee Itthiriwichai Vice Chairman No.3 / Company Secretary
4. Mr. Watchara Phakdimonthon Director
5. Mr. Mongkol Chanpaisan Director
6. Ms. Thaweeri Wikyatipa Independent Director and Member of the Audit Committee
7. Dr. Yaowarin Srichainan Independent Director and Member of the Audit Committee

For Mr. Chanachai Leenabanjong, Chairman of the Board of Directors and Mr. Vorawit Leenabanjong, Vice Chairman No. 1, is on important duty. Therefore did not attend the meeting today.

In addition, there were auditors from DIA International Company Limited who attended the meeting. To clarify the facts and questions of shareholders, consisting of:

1. Mrs. Suwimon Krittayakian
2. Mr. Kittiwat LaoPhattharakasem
3. Miss Paweena Kwanmuk

Because Mr. Chanachai Leenabanjong, Chairman of the Board Unable to attend the meeting The secretary of the meeting invited Mr. Ratchai Phitchayaphum, Vice Chairman No. 2 of the Company, to act as chairman of the meeting. and opened the meeting Including proceeding with the meeting according to the agenda.

Mr. Ratchai Phitchayaphum, Chairman of the meeting He said hello to all shareholders. Me and the Board of Directors and executives of the company Thank you to the shareholders who took the time to attend the 2023 Annual General Meeting of Shareholders today, due to the Covid-19 outbreak situation, there is still a trend of the outbreak continuing to increase. In addition, the government has asked for cooperation from the private sector to be careful about organizing activities that involve gathering of large groups of people. To reduce the spread of the Covid-19 outbreak, the company is aware and Concerned about health Shareholder safety Therefore, it was resolved to approve the holding of the 2023 Annual General Meeting of Shareholders as a meeting via electronic media or E-AGM, which the company has complied with the criteria specified in the law related to meetings via electronic media.

I would like to open the 2023 Annual General Meeting of Shareholders of EMC Public Company Limited, before starting the consideration of various agendas. I would like the meeting

organizer to explain the voting methods for various agenda items. For meetings via electronic media (E-AGM), let shareholders know first. I would like to ask Mr. Jiraphon to explain the basic information of the company and the voting process for each agenda item of today's meeting for the shareholders to know.

The secretary of the meeting informed the meeting of the registered capital and paid-up capital of the Company. At present, the Company has registered capital of 12,650,632,144 baht (twelve thousand six hundred fifty million six hundred thirty-two thousand one hundred and forty-four baht) as paid-up capital 8,433,779,763 baht (eight thousand four hundred thirty three million seven hundred seventy nine thousand seven hundred sixty three baht) with the total difference of 4,216,852,381 baht (four thousand two hundred sixteen million eight hundred fifty two thousand three hundred eighty one baht) is additional common shares reserved to support the exercise of the rights of the warrants to purchase. The company's capital increase common shares No. 6 (EMC-W6) amount 4,216,852,381 shares

The secretary of the meeting explained to shareholders about compliance with the principles of good corporate governance regarding the fair and equitable treatment of shareholders' rights as follows:

1 . Provide an opportunity for shareholders who cannot attend the meeting. Can appoint an independent director as a proxy.

2. Give shareholders an opportunity to send questions in advance to the company. It appears that no shareholders sent questions in advance to the company. I would like to clarify the voting method for each agenda item of today's meeting as follows:

- Shareholders have the right to vote one vote for each share they hold. And if any shareholders have a special interest in any matter, they will not have the right to vote on that matter.

- In voting at the meeting Do it openly. In which shareholders who register to attend the meeting through the electronic media E-AGM can vote to agree, disagree or abstain from voting on each agenda by the method of counting votes. The company counts the votes of shareholders who registered to attend the meeting via the electronic media E-AGM by pressing the voting button of every shareholder. By pressing one of the buttons to agree, disagree or abstain from voting. in each agenda from the beginning of that agenda Until the secretary of the meeting notifies them to vote on each agenda. After the secretary of the meeting informed him to vote. Shareholders have 20 seconds to vote after the agenda has closed. Shareholder or proxy Didn't press the voting button The system will

assume that the shareholder or proxy has approved the company's proposal. and cannot change the vote

- In the case of a shareholder appointing a proxy to an independent director. To be as specified by the shareholder in the proxy form.

These are all the details of the voting that I would like to inform all shareholders about.

Thereafter, the Chairman proposed that the meeting consider various matters according to the agenda specified in the meeting invitation letter as follows:

Agenda 1: Consider certifying the minutes of the 2022 Annual General Meeting of Shareholders.

The Chairman proposed that the meeting consider certifying the minutes of the 2022 Annual General Meeting of Shareholders, held on April 28, 2022, which had been sent to the Stock Exchange of Thailand. Office of the Securities and Exchange Commission and the Department of Business Development Ministry of Commerce according to the period specified by law Details appear in the copy of the meeting minutes. which has been sent to shareholders for consideration along with the meeting invitation letter

The Chairman asked the meeting if there were any shareholders who had questions or made corrections regarding the said meeting minutes. If there is, please inform your name. Please let us know your last name.

When no one asked questions, the Chairman asked the meeting to vote.

The meeting secretary informed the meeting that Certification of the minutes of the 2022 Annual General Meeting of Shareholders must be certified by a majority vote of the shareholders who attended the meeting and cast their votes.

Resolution of the meeting: The meeting considered. It was resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders, held on April 28, 2022, as correct, with a majority vote of shareholders and proxies who attended the meeting and had the right to vote, as follows:

Certified	5,050,131,507	votes,	equivalent to	100.00	percent.
Not certified	0	votes,	equivalent to	0.00	percent
Abstained:	0	votes,	equivalent to	0.00	percent

Agenda 2: Acknowledge the Company's operating results for the accounting period ending December 31, 2022.

The Chairman reported a summary of the Company's operating results that The Company's operating results for the accounting period ending December 31, 2022 are included in the 2022 annual report that has been sent to shareholders along with the meeting invitation letter. The important points are summarized as follows.

Performance of the group of companies

Description	Consolidate Financial Statements					
	2565		2564		2563	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenue from construction	597.79	88.85	948.88	86.13	1,345.74	91.87
Revenue from sales of real estate	41.98	6.24	107.34	9.74	50.68	3.46
Rental income and fee leasehold	8.89	1.32	8.44	0.77	13.24	0.90
Other income						
Revenue from project consultant	0.28	0.04	0.83	0.08	1.03	0.07
Finance income	0.48	0.07	0.54	0.05	1.39	0.09
Other income	23.40	3.48	35.63	3.23	52.76	3.60
Total revenues	672.82	100.00	1,101.66	100.00	1,464.84	100.00
The rate of increase (decrease)		- 38.93		- 24.79		12.34

Performance of the group of companies in 2022, the company had total income of 672.82 million baht, divided into income from construction contracting of 597.79 million baht, accounting for 88.85 percent, followed by income from real estate sales of 41.98 million baht, accounting for 3.81 percent, it can be seen that the main income of the company It still comes mostly from construction contractors.

In addition to the company's operating results for the year 2022 that have been reported and explained to shareholders. Shareholders can consider additional details from the annual report.

The Chairman asked the meeting if there were any shareholders who had questions or made corrections regarding the said meeting minutes. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman summarized the results of consideration in Agenda 2 as follows:

Meeting Resolution: The meeting acknowledged the Company's operating results. For the accounting period ending 31 December 2022

Agenda 3 Consider and approve the statement of financial position and income statement. For the accounting period ending 31 December 2022

The Chairman reported the financial statements for the year 2022, which were considered and approved by the Audit Committee. Board of Directors and certified by the Company's auditor. In summary, the main points of the consolidated financial statements as of December 31, 2022 are as follows:

Consolidate Financial Statement						
	2565		2564		2563	
	Million Baht	%	Million Baht	%	Million Baht	%
Total Assets	2,760.54	4.22	2,648.78	(8.54)	2,896.03	(6.90)
Total Liabilities	1,246.54	56.59	796.07	(16.71)	955.83	(22.35)
Shareholder Equity	1,514.00	(18.28)	1,852.75	(4.51)	1,940.20	3.22
Operating income	672.34	(38.94)	1,101.12	(24.76)	1,463.45	12.44
Gross profit	(195.61)	(2,154.73)	9.52	(54.53)	174.19	53.16
Net profit (loss)	(340.14)	(263.28)	(93.63)	(254.66)	60.54	2,543.67

As of December 31, 2022, the company had total assets of 2,760.54 million baht, total liabilities of 1,246.54 million baht, shareholders' equity of 1,514 million baht, operating income of 672.34 million baht, gross profit (195.61) million baht, and a net loss of (340.14) million baht

In addition to the company's operating results for the year 2022 that have been reported and explained to shareholders. Shareholders can consider additional details from the company's financial statements. which has already been sent to shareholders

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Surname was disclosed when no one asked additional questions. The Chairman then asked the meeting to vote.

The meeting secretary informed the meeting that Approval of the company's financial statements in this agenda Must be approved by a majority vote of the shareholders who attend the meeting and vote.

Resolution of the meeting: The meeting considered. It was resolved to approve the balance sheet and profit and loss account for the accounting period ending December 31, 2022 according to the details proposed by the committee. By a unanimous vote of the shareholders and proxies who attended the meeting and had the right to vote as follows:

Certified	5,050,131,507	votes,	equivalent to	100.00	percent.
Not certified	0	votes,	equivalent to	0.00	percent
Abstained:	0	votes,	equivalent to	0.00	percent

Agenda 4 Acknowledges the non-allocation of legal reserve funds and the omission of dividend payment for the year 2022.

The Chairman explained to the meeting that Because the company has operating losses according to the separate financial statements. For the accounting period ending December 31, 2022, the amount was 338.69 million baht and the company had accumulated losses brought forward in the amount of 2,859.21 million baht. Therefore, the company was unable to set up legal reserves and pay dividends for the year 2022 in accordance with the Public Limited Companies Act and the Company's regulations. If the company still has accumulated losses The company will not be able to pay dividends to shareholders. The Board of Directors therefore deems it appropriate to propose this to the meeting. Acknowledged the lack of allocation of legal reserve funds. and refrain from paying dividends for the year 2022

	Loss 27.41 Million Baht	-	Suspend
	Loss 123.25 Million Baht	-	Suspend
	Loss 338.69 Million Baht	-	Suspend

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman summarized the results of consideration in Agenda 4 as follows:

Meeting Resolution: The meeting acknowledged the non-allocation of legal reserve funds and the omission of dividend payment for the year 2022.

Agenda 5: Consider reappointing directors who retire from office upon completion of their terms to serve as directors for another term.

The Chairman explained the details for the meeting to consider. According to the Public Limited Companies Act, B.E. 2535, Section 71 and the Company's Articles of Association, Section 14, it is stated that at every annual general meeting The number of directors shall be removed from office in the amount of 1 in 3. If the number of directors cannot be divided into three parts, they shall be removed. The number is closest to 1 in 3 directors who must resign from their positions in the first and second years after the company is registered. Let the committee decide among themselves. If they

can't agree, they will draw lots to see who will leave. As for the following years, the directors who have been in office the longest will be assigned. Is the person who resigned from the position of director who retired according to that term. May be elected to a new position. Therefore, there are 3 directors in the position who will have to leave their positions according to the scheduled term this time:

1. Mr. Ratchai Phitchayapoom, Vice Chairman No. 2
2. Dr. Yaowarin Srichainan, Independent Director/Audit Committee Member
3. Miss Thaweerasri Wikyatipat Independent Director/Audit Committee Member

Board of Directors This does not include directors who have interests in this agenda. Considered the list of persons which went through the process Screened carefully, carefully, and saw fit to offer. The general meeting of shareholders considered reappointing directors who had to retire by rotation for the year 2023 to serve as directors for another term.

The Company has sent detailed biographies of the three directors proposed to the meeting to consider re-electing them to serve as directors of the Company for another term for shareholders to consider along with the meeting invitation letter. A brief biography of each committee member is as follows

(1) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Mr. Ratchai Pichayapoom
Age : 59 years
Proposed Position : Director
Possession of the Company's shares : None
Family Relationship among Executives : None
Highest Education : Master of Business Administration, Utah State University
Bachelor of Economics and Business Administration in major of
Management, Kasetsart University



Other experience/ training : None
Completed programs by Thai Institute of
of Directors (IOD) : DAP 121/2015

Working Experiences over the last 5 years

Type of Business

2022 – Present	: Director EMC Public Company Limited	Real estate and construction
2016 – 2022	: Director Sajja Bangsaen Condominium Co., Ltd.	Real estate
2016 – 2022	: Director Richman Property Co., Ltd.	Real estate
2016 – 2022	: Director North Property Co., Ltd.	Real estate
2016 – 2022	: Director Imperial Land Company Limited	Real estate
2016 – 2022	: Director Siam Bangkok Development Company Limited	Real estate

Illegal record during the past 10 years : None

Position in other organization that
might cause any conflict of interest
with the Company : None

Being a stakeholder in other
organizations that might cause
any conflict of interests : None

Meeting attendance in 2022

-	Annual General Meeting of Shareholders	1/1
-	Board of Directors Meeting	5/7

(2) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Dr. Yaowarin Srichainan

Age : 71 years

Proposed Position : Director

Possession of the Company's shares : None

Family Relationship among Executives : None

Highest Education : - Doctor of Philosophy Program in Cultural Science,
The Research Institute of Northeastern Art and Culture,
Mahasarakham University
- Master of Education, Educational Administration,
Chulalongkorn University
- Bachelor of Business Administration, Finance and Banking, Ramkhamhaeng
University

Other experience/ training : None

Completed programs by Thai Institute of
of Directors (IOD) : None



Working Experiences over the last 5 years

Type of Business

2016 – Present	: Audit Committee, Independent Director EMC Public Company Limited	Real estate and construction
2558 – Present	: Chairman of Advisory Board, Private Forest Plantation Cooperative Limited	
2558 – Present	: Subcommittee of Information and Communication Technology, Student Loan Fund, Finance	Ministry of

Illegal record during the past 10 years : None

Position in other organization that
might cause any conflict of interest
with the Company : None

Being a stakeholder in other
organizations that might cause
any conflict of interests : None

Meeting attendance in 2022

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 7/7
- Audit Committee 12/12

(3) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Miss Thaweesri Wikayathipat
 Age : 71 years
 Proposed Position : Director
 Possession of the Company’s shares : None
 Family Relationship among Executives : None
 Highest Education : Master of Accountancy, Chulalongkorn University
 Bachelor of Accountancy, Chulalongkorn University
 Bachelor of Law, Thammasat University
 Other experience/ training : None
 Completed programs by Thai Institute of
 of Directors (IOD) : None



Working Experiences over the last 5 years

Type of Business

<p>2016 – Present : Audit Committee, Independent Director EMC Public Company Limited</p> <p>2558 – 2022 : Subcommittee of Information and Communication Technology, Student Loan Fund, Ministry of Finance</p>	<p>Real estate and construction</p>
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Illegal record during the past 10 years : None
 Position in other organization that might cause any conflict of interest with the Company : None
 Being a stakeholder in other organizations that might cause any conflict of interests : None

Meeting attendance in 2022

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 7/7
- Audit Committee 12/12

This is before entering the agenda for the election of directors. Chairman of the meeting invited Lt. Methee Itthiriwichai to act as chairman of the meeting instead. Because Mr. Ratchai Phitchayapoom is a director who has a vested interest in this agenda and Lt. Methee Itthiriwichai has invited the directors who will retire by rotation. Please temporarily leave the meeting room. So that the shareholder meeting can consider and vote independently.

The meeting secretary informed the meeting that Election of directors for this agenda Must be approved by a majority vote of the shareholders who attend the meeting and vote.

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman asked the meeting to vote.

The meeting considered It has been confirmed that the Company's Board of Directors consists of 9 directors according to their names and positions. According to the details as follows:

1. Mr. Chanachai Leenabanjong Chairman of the Board of Directors
2. Miss Prowmat Hantra Chairman of the Audit Committee and independent directors
3. Mr. Worawit Leenabanjong Vice Chairman No. 1
4. Mr. Ratchai Phitchayapoom Vice Chairman No. 2
5. Acting Lt. Matee Itthiriwichai Vice Chairman No. 3
6. Mr. Watchara Phakdimonthon Director
7. Mr. Mongkol Chanpaisan Director
8. Miss Thaweesri Wikyatipat Independent Director and Member of the Audit Committee
9. Dr. Yaowarin Srichainan Independent Director and Member of the Audit Committee

Resolution of the meeting: The meeting considered. It was resolved to appoint 3 directors who vacated their positions upon completion of their terms to return to their positions as directors for another term according to the details proposed by the committee. With a majority vote of shareholders and proxies who attended the meeting and had the right to vote as follows:

1. Mr. Ratchai Phitchayapoom
Approved 5,050,131,507 votes, equivalent to 100.00 percent.
Disapproved: 0 votes, equivalent to 0.00 percent.
Abstained: 0 votes, equivalent to 0.00 percent
2. Dr. Yaowarin Srichainan
Approved 5,050,131,507 votes, equivalent to 100.00 percent.
Disapproved: 0 votes, equivalent to 0.00 percent.
Abstained: 0 votes, equivalent to 0.00 percent
3. Miss Thaweesri Wikyatipat

Approved 5,050,131,507 votes, equivalent to 100.00 percent.
 Disapproved: 0 votes, equivalent to 0.00 percent.
 Abstained: 0 votes, equivalent to 0.00 percent

The Chairman invited the Company Directors Those who vacated their positions at the end of their term returned to the meeting room.

Agenda 6 Consider and approve directors' remuneration for the year 2023.

The Chairman explained to the meeting that In this agenda, it will be considered to be in accordance with the law that specifies the payment of remuneration to the Board of Directors. Must be approved by the

Year	No. of Directors	AGM resolution	Meeting Allowance	Other Remuneration
2020	9 persons	<= 4 MB	2.09 MB	None
2021	9 persons	<= 4 MB	2.32 MB	None
2022	9 persons	<= 4 MB	2.22 MB	None

shareholder meeting. The directors' remuneration for the past 3 years has the following details:

For the remuneration of company directors for the year 2023, the Board of Directors has considered it through scrutiny by the Nomination and Remuneration Committee. which still adheres to the original practice, which is to consider compensation based on the size of the business and the responsibilities of the directors By comparing with other listed companies on the Stock Exchange of Thailand that are in Same type of industry group Therefore, it was deemed appropriate to propose to the meeting to determine the annual remuneration of the Board of Directors. equal to last year is Within the amount not exceeding 4 million baht, with the following details:

1. Meeting allowance

- For the Chairman of the Board of Directors Chairman of the Nomination and Remuneration Committee Chairman of the Audit Committee Will receive a meeting allowance of 30,000 baht per person.

- Company Director Nomination and Remuneration Committee Audit Committee Will receive a meeting allowance of 20,000 baht per person.

2. Other remuneration of the committee

- Not more than 1 percent of net profit.

- For directors who have been in office for less than one year To be paid according to the period of office in that year.

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman asked the meeting to vote.

The meeting secretary informed the meeting that Approval of annual directors' remuneration 2023 must be approved by a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution of the meeting : The meeting considered. It was resolved to approve directors' remuneration for the year 2023 within the amount not exceeding 4 million baht according to the details proposed. With a vote of not less than two-thirds of the total number of votes of shareholders who attended the meeting and had the right to vote as follows:

Approved	5,050,131,507	votes,	equivalent to	100.00	percent.
Disapproved:	0	votes,	equivalent to	0.00	percent.
Abstained:	0	votes,	equivalent to	0.00	percent

Agenda 7 Consider and approve the appointment of auditors and determine the audit fees for the year 2023.

The Chairman explained to the meeting that In this agenda, it will be considered to be in accordance with the law that requires the general meeting of shareholders to appoint auditors and determine the auditor's remuneration. The audit office and audit fees for the past 3 years are as follows:

Year	Auditor	Remuneration
2020	DIA International Co., Ltd	4.945 MB (for the Company 2.64 MB and Subsidiaries 2.305 MB)
2021	DIA International Co., Ltd	4.815 MB (for the Company 2.64 MB and Subsidiaries 2.175 MB)
2022	DIA International Co., Ltd	4.815 MB (for the Company 2.64 MB and Subsidiaries 2.175 MB)

The Board of Directors has considered it. Have opinions as suggested by the Audit Committee It is considered appropriate to propose that the meeting consider appointing auditors from DIA International Company Limited to be the company's auditors for the year 2023, as follows:

1. Mrs. Suwimon Krittayakian Certified Public Accountant No. 2982 and/or
2. Miss Somchintana Phonhiranrat Certified Public Accountant No. 5599 and/or
3. Mr. Jumpot Phairattanakorn Certified Public Accountant No. 7645 and/or

The Board of Directors saw that Such auditors have the qualifications as specified by the SEC Office and the Stock Exchange. independent There is no conflict of interest with the company. and has expertise in auditing Including auditing standards that are acceptable to companies listed on the stock exchange. by having any one auditor Has the authority to inspect and express opinions on the company's financial statements. In the event that the certified public accountant is unable to perform his or her job. Have the auditing office find an auditor. You can get another permission instead.

For determining the audit fee for the year 2023 in an amount not exceeding 4,815,000 baht, which is a company-specific audit fee of not more than 2,640,000 baht and a subsidiary audit fee of 2,175,000 baht.

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman asked the meeting to vote.

The meeting secretary informed the meeting that Approval of the appointment of the auditor and determination of the audit fee for the year 2022 must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Resolution of the meeting: The meeting considered. It was resolved to approve the appointment of auditors and determination of the audit fees for the year 2023 with a majority vote of the shareholders who attended the meeting and voted as follows:

Approved	5,050,131,507	votes, equivalent to	100.00	percent.
Disapproved:	0	votes, equivalent to	0.00	percent.
Abstained:	0	votes, equivalent to	0.00	percent

Agenda 8: Consider approving amendments to the company's regulations.

The Chairman explained to the meeting that In this agenda, it will be considered for transparency and accuracy. Therefore, we would like to amend the Company's Articles of Association, Article 22, to make them up to date. and consistent with the present tense By specifying that public limited companies Electronic methods can be used in board meetings. and shareholder meetings Delivery of books or documents as well as granting proxies in shareholder meetings which will reduce the burden and facilitate of public limited companies and the public and Section 37 for consistency and compliance According to the announcement of the Department of Business Development on October 7, 2022, we would like to change the Company's Articles of Association, Article 22 and Article 37 as follows.

Article 22.

Previously, in calling a committee meeting The chairman of the board or the person assigned will send a meeting notice to the directors at least 7 days before the meeting. Except in cases of urgent necessity to preserve rights. or the Company's interests may notify the meeting by other means and set the meeting date earlier than that.

New in calling a committee meeting The chairman of the board or the designated person shall send a meeting notice to the directors at least 3 days before the meeting. Except in cases of urgent necessity to preserve rights. or the Company's interests may notify the meeting by electronic means or any other means and set the meeting date earlier than that.

Article 37.

Previously, dividends were prohibited from being distributed from any type of money other than profits. In the case that the company still has accumulated losses Dividends are prohibited from being paid according to the number of shares. Equal shares per share

The Board may pay interim dividends to shareholders from time to time. When it is seen that the company has sufficient profits to do so and report to the shareholders at the next meeting.

Dividend payment This must be done within 1 month from the date of the shareholder meeting or the board of directors' resolution, as the case may be. This must be notified in writing to shareholders. And also advertise the notice of dividend payment in Thai language newspapers for 3 consecutive days.

New Prohibited from distributing dividends from any type of money other than profits. In the case that the company still has accumulated losses Dividends are prohibited from being paid according to the number of shares. Equal shares per share

The Board may pay interim dividends to shareholders from time to time. When it is seen that the company has sufficient profits to do so and report to the shareholders at the next meeting.

Dividend payment This must be done within 1 month from the date of the shareholder meeting or the board of directors' resolution, as the case may be. This must be notified in writing to shareholders. If there is consent from shareholders, the company can send documents by electronic means according to the criteria set by the registrar. And the notice of dividend payment must also be advertised in Thai language newspapers for 3 consecutive days, or advertising through electronic media may be used instead in accordance with the criteria set by the registrar.

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman asked the meeting to vote.

The meeting secretary informed the meeting that Approval of amendments to the company's regulations Must be certified by a vote of not less than three-fourths of the shareholders present at the meeting. and have the right to vote

Resolution of the meeting: The meeting considered. It was resolved to approve the amendment of the company's regulations. Must be certified by a vote of not less than three-fourths of the shareholders present at the meeting. and have the right to vote as follows:

Approved	5,050,131,507	votes, equivalent to	100.00 percent.
Disapproved:	0	votes, equivalent to	0.00 percent.
Abstained:	0	votes, equivalent to	0.00 percent

Agenda 9: Consider approving the increase of the company's registered capital. 12,650,632,144 baht to 15,680,632,144 baht and consider approving the amendment of Section 4 of the memorandum of association of the company to be consistent with the increase in the company's registered capital.

The Chairman explained to the meeting that In this agenda, the company wishes to increase its registered capital from the original amount of 12,650,632,144 baht to 15,680,632,144 baht by issuing 3,030,000,000 new common shares with a par value of 1.00 baht per share and deems it appropriate to propose to the general meeting of shareholders for consideration. and approved the amendment to the Company's Memorandum of Association, Section 4, regarding registered capital. To be consistent with the increase in the company's registered capital. To support the allocation of shares as follows:

(1) To support the capital increase by general mandate of 2,530,000,000 shares (General Mandate).

(2) To support the adjustment of EMC-W6 rights in the amount of 500,000,000 shares. and amend the memorandum of association, section 4. regarding registered capital to be consistent with the increase in the company's registered capital. By canceling the old message and using a new message as follows.

"Item 4. Registered capital 15,680,632,144 baht	(fifteen thousand six hundred eighty million six hundred thirty-two thousand one hundred and forty-four baht)
Divided into 15,680,632,144 shares	(fifteen thousand six hundred eighty million six hundred thirty two thousand one hundred forty four shares)
Value per share 1.00 baht	(one baht)

Divided into

Common shares 15,680,632,144 shares (fifteen thousand six hundred eighty million six hundred thousand Thirty-two thousand, one hundred and forty-four shares)

Preferred shares - shares (-)”

This authority is given to the authorized director of the company and/or the person authorized by the company's director. Assigned the authority to register amendments to the memorandum of association at the Department of Business Development, Ministry of Commerce. Has authority to amend and add words. or take any action To be in accordance with the orders of the registrar

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked additional questions, the Chairman asked the meeting to vote.

The meeting secretary informed the meeting that Increasing the registered capital of the company 12,650,632,144 baht to 15,680,632,144 baht and consider approving the amendment of Section 4 of the memorandum of association of the company to be consistent with the increase in the company's registered capital. This must be certified by a vote of not less than three-fourths of the shareholders who attended the meeting. and have the right to vote

Resolution of the meeting : The meeting considered. It was resolved to approve the increase in the registered capital of the company. 12,650,632,144 baht to 15,680,632,144 baht and consider approving the amendment of Section 4 of the memorandum of association of the company to be consistent with the increase in the company's registered capital. This must be certified by a vote of not less than three-fourths of the shareholders who attended the meeting. and have the right to vote as follows:

Approved	5,050,131,407	votes, equivalent to	99.99999801	percent.
Disapproved	100	votes, equivalent to	0.00000019	percent
Abstained:	0	votes, equivalent to	0.00	percent

Agenda 10: Consider approving the allocation of 3,030,000,000 new common shares.

The Chairman explained to the meeting that In this agenda, the Company wishes to request the meeting to consider the allocation of new common shares, not exceeding 3,030,000,000 shares, with a par value of 1.00 baht per share, with details of the allocation of new common shares as follows:

1 Approved for presentation to the general meeting of shareholders. To consider and approve an increase in the registered capital of the company using a general mandate (General Mandate) in an

amount not exceeding 2,530,000,000 shares with a par value of 1.00 baht per share, representing not more than 30 percent of the paid-up capital. The allocation details are as follows:

(1) Allocate new common shares in an amount not exceeding 1,686,700,000 shares with a par value of 1.00 baht per share, accounting for 20 percent of the paid-up capital. To offer for sale to the existing shareholders of the company. according to the shareholding proportion (Right Offering) with the selling price not less than 0.10 baht and/or

(2) Allocate new common shares in an amount not exceeding 843,300,000 shares with a par value of 1.00 baht per share, equivalent to 10 percent of the paid-up capital. To offer for sale to a limited number of persons (Private Placement) with a selling price of not less than 0.10 baht.

The Company therefore requests a proposal to the shareholders' meeting to consider approving authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors. Has the power to specify and change various details. Related to the allocation of additional common shares under a general mandate (General Mandate) as follows:

(1) Consider and determine Amend or change the conditions and details of the allocation of additional common shares. This includes but is not limited to the date to determine the names of shareholders who have the right to subscribe for new ordinary shares. Offering period Payment of shares and specifying terms, conditions, and other details related to the allocation of such additional common shares, etc.

(2) Enter into negotiations, make agreements, and sign various documents and contracts. related Including taking any other actions that are necessary and related to the allocation of such additional ordinary shares.

(3) Sign documents or various permission request forms. and evidence necessary and relevant to the allocation of such additional ordinary shares. This includes contacting and submitting applications for such permissions, documents and evidence to the relevant regulatory agencies. and the listing of the additional common shares on the stock exchange Including having the authority to take any other actions necessary regarding the allocation of such additional ordinary shares.

In this regard, the said offering of newly issued ordinary shares must not be offered to connected persons in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding rules for conducting connected transactions B.E. 2008 and the announcement of the Stock Exchange of Thailand regarding information disclosure and operations of listed companies in connected transactions, 2003.

However, after the offering of additional common shares as specified in item (1) or item (2) or item (3) above, the additional paid-up capital of the company must not exceed 30 percent of the

capital. Paid on the date the Company's Board of Directors resolved to increase capital by General Mandate and the offering of such additional ordinary shares must be completed within the date the Company holds a general meeting of shareholders. Hold annual shares for the next time or within the date specified by law to hold the next annual general meeting of shareholders. However, whichever date comes first, details of this offering of additional common shares by general mandate appear in the capital increase report form (F53-4), Attachment 1.

2. The number of shares does not exceed 500,000,000 shares to support the adjustment of the rights of the warrant to purchase common shares of the company No. 6 ("Warrant No. 6" or "EMC-W6") in the case of capital increase, RO is lower than 90% of the market price and the new exercise price must not be less than 0.10 baht

In addition, for flexibility in allocation and issue additional common shares for sale in accordance with items 1-2 above. The Board of Directors deems it appropriate to propose to the shareholders' meeting. To consider delegating authority to the Board of Directors and/or executive committee and/or Executive Chairman and/or managing director or a person authorized by the Board of Directors and/or executive committee and/or executive committee and/or the Managing Director is authorized to take any action. Necessary and related to the offering of additional ordinary shares in all respects, such as the date for determining the names of shareholders by closing the register. Date of compiling the list of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the register to suspend the transfer of shares. Determining the offering price of additional common shares Offering period Payment of shares, etc., including changes in the offering period Subscription and receipt of payment for newly issued ordinary shares Setting conditions and details To issue and offer such additional common shares as we deem appropriate. Including various operations Necessary and appropriate in connection with the issuance and offering of additional shares this time. as well as editing words or text in documents Minutes of shareholder meeting memorandum and/or various requests and/or take any action To comply with the registrar's order in submitting registration to increase the company's registered capital with the Department of Business Development. Ministry of Commerce Including the registration of additional common shares as listed securities on the Stock Exchange. and submitting information and documents to the Office of the SEC and the Stock Exchange. Ministry of Commerce or other related agencies

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name. When no one asked additional questions, the Chairman asked the meeting to vote.

The meeting secretary informed the meeting that The allocation of 3,030,000,000 new ordinary shares must be approved by a majority vote of the shareholders present at the meeting. and have the right to vote

Resolution of the meeting: The meeting considered. It was resolved to approve the allocation of new common shares in the amount of 3,030,000,000 shares. This must be certified by a majority vote of the shareholders who attended the meeting. and have the right to vote as follows:

Approved	5,050,131,407	votes, equivalent to	99.99999801	percent.
Disapproved	100	votes, equivalent to	0.00000019	percent
Abstained:	0	votes, equivalent to	0.00	percent

Agenda 11: Consider other matters.

The Chairman said to the meeting that At this time, various agendas as specified in the meeting invitation have been completely considered by the shareholders' meeting. I do not know if there are any shareholders who would like to ask additional questions or not.

The Chairman asked the meeting if there were any shareholders who had questions and expressed opinions. If there is, please inform your name. Please let us know your last name.

When no one asked further questions And when there was no one to propose any additional matters to the meeting, the Chairman, on behalf of the Board of Directors, thanked the shareholders for attending the meeting today. and has always supported the Company's business well and would like to close the meeting

The meeting closed at 3:20 p.m.

Signed _____Chairman of the meeting
(Mr. Ratchai Pichayapoom)

Signed _____Director
(Acting Sub. Lt. Matee Ittirivichai)

(1) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Mr. Chanachai Leenabanchong
 Age : 66 years
 Proposed Position : **Director**
 Possession of the Company's shares : 2.744
 Family Relationship among Executives : Brother of Mr. Voravit Leenabanchong
 Highest Education : Bachelor of Engineering, Chulalongkorn University



Completed programs by Thai Institute of Directors (IOD) : 1. Advanced Diploma in Public Economy Management for Executives, Academic Year 2009 -2010, College of Politics and Government King Prajadhipok's Institute
 2. Diploma, National Defence College, The Joint State - Private Sector Course Class 23, Academic Year 2010 – 2011, Thailand National Defence College
 3. Executive Course, Capital Market Academy (CMA) Class 15, Academic Year 2012

Working Experiences over the last 5 years**Type of Business**

2007 – Present	: Chairman of the Board, Chairman of the Executive Committee, Authorized Director EMC Public Company Limited	Real estate and construction
2016 – Present	: Chairman of the Board Imperial Land Limited	Real estate development for sale or for rent
2014 – Present	: Chairman of the Board Sajja Bangsean Condominium Co., Ltd.	Buying, selling, renting, condominium and real estate transactions
2014 – Present	: Chairman of the Board Rich Man Property Co., Ltd.	Buy, sell, rent condominiums, condominiums, mansions, apartments and all kinds of real estate
2014 – Present	: Chairman of the Board North Property Co., Ltd.	Buy, sell, rent condominiums, condominiums, mansions, apartments and all kinds of real estate.

Other experience/ training : None

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

Meeting attendance in 2023

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 6/6

(2) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Miss Praomart Hantra
Age : 71 years
Proposed Position : Director
Possession of the Company’s shares : None
Family Relationship among Executives : None
Highest Education : Master of Science, Chulalongkorn University
Bachelor of Law, Sukhothai Thammathirat Open University
Bachelor of Business Administration, Ramkhamhaeng University
Other experience/ training : None



Completed programs by Thai Institute of Directors (IOD) : DCP 115/2009

Working Experiences over the last 5 years

Type of Business

2016 – Present : Chairman of Audit Committee, Independent Director
Member of the Nomination and Remuneration Committee
EMC Public Company Limited Real estate and construction

2015 – Present : Member of Audit and Evaluation Department,
Ministry of Transport

2015 – Present : Director of Student Loan Fund, Subcommittee on Information Technology,
Ministry of Finance

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

Meeting attendance in 2023

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 6/6
- Audit Committee Meeting 12/12
- Nominating Committee Meeting 1/1

(3) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Mr. Mongkol Chanpaisan

Age : 45 years

Proposed Position : Director

Possession of the Company’s shares : None

Family Relationship among Executives : None

Highest Education : Master of Engineer (Civil Engineer Administration) Chulalongkorn University
Bachelor of Engineering Program in Engineering,
Kasetsart University

Other experience/ training : None

Completed programs by Thai Institute of : None

Directors (IOD)



Working Experiences over the last 5 years

Type of Business

<p>2023 – Present</p>	<p>: Director, Executive Director, Authorized Director EMC Public Company Limited</p>	<p>Real estate and construction</p>
<p>2020 – Present</p>	<p>: Chief Operating Officer (COO) EMC Public Company Limited</p>	<p>Real estate and construction.</p>
<p>2020 – Present</p>	<p>: Director Richman Property Company Limited</p>	<p>Buy, sell, rent condominiums, condominiums, mansions, apartments and all kinds of real estate</p>
<p>2020 – Present</p>	<p>: Director Sajja Bangsaen Condominium Company Limited</p>	<p>Buying, selling, renting, condominium and real estate transactions</p>
<p>2020 – Present</p>	<p>: Director North Property Company Limited</p>	<p>Buy, sell, rent condominiums, condominiums, mansions, apartments and all kinds of real estate.</p>
<p>2020 – Present</p>	<p>: Director Imperial Land Company Limited</p>	<p>Real estate development for sale or for rent</p>
<p>2020 – 2021</p>	<p>: Director / Secretary Dimet (Siam) Public Company Limited</p>	<p>Manufacture and sale of paints</p>

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

Meeting attendance in 2023

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 5/6

(The position from February 20, 2023; therefore, she did not participate in some meetings)

Profile of the Independent Directors

1. **Miss Praomart Hantra** Age : 71 years
 Independent Director, Chairman of the Audit Committee,
 Nomination & Remuneration Committee
 Address : EMC Public Co., Ltd.
 : 140/66 ITF Tower, 28th Floor, Silom Road, Suriyawong,
 Bangrak, Bangkok 10500
 No. of share : - None -
Conflict of interest : - None -

Meeting attendance in 2023 :

- Audit Committee	12/12
- Board of Directors	6/6
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1

2. **Miss Thaweesri Wikayathipat** Age : 72 years
 Independent Director, Chairman of the Nomination & Remuneration Committee,
 Audit Committee
 Address : EMC Public Co., Ltd.
 : 140/66 ITF Tower, 28th Floor, Silom Road, Suriyawong,
 Bangrak, Bangkok 10500
 No. of share : none
Conflict of interest : Interested person on agenda no. 5, as one of the retiring
 Directors being proposed for reappointment

Meeting attendance in 2023 :

- Audit Committee	12/12
- Board of Directors	6/6
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1

(F 53-4)

Capital increase report form
EMC Public Company Limited
March 21, 2024

I, EMC Public Company Limited (the "Company"), would like to report the resolution of the Board of Directors' Meeting No. 2/2024 on March 21, 2024 regarding the capital reduction, capital increase and allocation of additional shares as follows:

1. Capital reduction and capital increase

The Board of Directors' meeting resolved to approve the proposal to the 2024 Annual General Meeting of Shareholders to consider approving the Decrease capital/increase capital Company registration is as follows:

- 1.1 Reduce registered capital amount 7,246,583,090 baht from the original registered capital of 15,680,632,144 baht is the new registered capital. 8,434,049,054 baht by means of deleting registered common shares that have not yet been allocated from supporting the capital increase under a general power of (General Mandate) which was approved by the 2023 Annual General Meeting of Shareholders in the amount of 2,530,000,000 Another 500,000,000 shares and shares that support the adjustment of EMC-W6 rights and 4,216,583,090 shares that support the exercise of EMC-W6 conversion rights approved by the 2018 Annual General Meeting of Shareholders, with a par value of 1.00. baht
- 1.2 Increase the company's registered capital in an amount not exceeding 15,181,288,298 baht from the original registered capital. 8,434,049,054 baht is the new registered capital of 23,615,337,352 baht by issuing additional common shares in an amount not exceeding 15,181,288,298 shares, par value 1 baht per share.

Capital Increase	Stock Type	Number of shares	face value (per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the objectives for using the money	common shares	12,651,073,581	1.00	12,651,073,581
<input checked="" type="checkbox"/> General power of attorney form (General Mandate)	common shares	2,530,214,717	1.00	2,530,214,717

2. Allocation of additional shares

2.1 The form specifies the objectives for using the money.

Allocated to	Number of shares	Ratio (Original : new)	Selling price (baht per share)	Date and time of subscription and payment of shares	Note
- Existing shareholders (Right Offering)	8,434,049,054	1 old share to 1 new share	0.07 baht	May 27, 2024 to June 7, 2024	Please see notes at the end of the table.
- To support the EMC-W7 warrants allocated to existing shareholders. that subscribes and pays for shares	4,217,024,527	2 new common shares subscribed and paid for per 1 warrant unit.	0.00 baht		0.12 baht (Exercise price) Please see summary details of EMC-W7 in Attachment 2.
Total	12,651,073,581				

Note : Details of the allocation of 12,651,073,581 additional shares with a par value of 1.00 baht per share to be offered to existing shareholders of the company in proportion to their shareholding (Right Offering: RO) in the amount of 8,434,049,054 shares, offered at the price of shares. 0.07 baht each, equivalent to the amount 590,383,433.78 baht and to support the 7th exercise of the Company's warrants (EMC-W7) in the amount of 4,217,024,527 shares, with details of the allocation of new common shares as follows:

1. Allocate additional common shares in an amount not exceeding 8,434,049,054 Shares with a par value of 1.00 baht per share to be offered for sale to existing shareholders of the company. whose names appear on the date determining the names of those eligible to subscribe for additional shares (Record Date) as of May 9, 2024, at a ratio of 1 existing share to 1 new ordinary share. at the offering price of 0.07 baht (seven satang) However, such rights are still uncertain. Because it must wait for approval from the 2024 shareholder meeting, the company has set the subscription date and receive payment for capital increase shares between May 27, 2024 to June 7, 2024 between 9:00 a.m. and 5:00 p.m. on company business days. The details are as follows:

1.1 In the case that there are additional common shares remaining from the existing shareholders' subscription rights. or have remaining shares in any case The said remaining shares shall be allocated and offered to the existing shareholders of the company who have subscribed and paid for common shares oversubscribed in excess of their rights. at the same offering price by giving authority to Board of Directors or executive committee or Chairman of the Executive Committee or Chief Executive Officer or a person authorized by the Board of Directors and/or executive committee and/or Chairman of

the Executive Committee and/or Chief Executive Officer It is the person who considers allocating and offering the remaining shares to existing shareholders who have subscribed and paid for common shares that have subscribed in excess of their rights according to the criteria and conditions as follows:

(a) In the case that the number of ordinary shares that the existing shareholders have subscribed for in excess of their rights is greater than the number of such remaining ordinary shares. The remaining shares shall be allocated among the existing shareholders who have subscribed for more ordinary shares than their rights. According to the original shareholding proportion of each shareholder who subscribed for more ordinary shares than their rights. The allocation of such shares will continue until there are no shares remaining from the allocation as determined by the Board of Directors or the Executive Committee and/or the Chairman of the Executive Committee and/or the Chief Executive Officer will consider appropriate The Company will refund the ordinary share subscription price for the portion that has not been additionally allocated by the shareholders mentioned above without interest within 14 days from the closing date for share subscription.

(b) In the case that the number of ordinary shares that existing shareholders subscribe for in excess of their rights is less than the number of remaining ordinary shares. The remaining shares shall be allocated to all existing shareholders who have subscribed for more ordinary shares than their rights and paid the subscription price for such ordinary shares.

(b. 1) Allocate the remaining additional common shares according to the original shareholding proportion of each shareholder who has oversubscribed their rights by multiplying the original shareholding proportion of each shareholder who oversubscribed their rights by the number of remaining newly issued ordinary shares. This is equal to the number of shares that each shareholder who oversubscribes is entitled to be allocated. (In the case where there are fractional shares from the calculation, they must be discarded.) The number of additional ordinary shares that will be allocated will not exceed the number of additional ordinary shares that each shareholder has subscribed and paid for the shares in full.

(b. 2) In the event that there are still additional common shares remaining after the allocation according to (b.1) above, the Company will allocate them to each shareholder who has oversubscribed their rights and who has not been fully allocated. according to the amount subscribed in excess of the rights according to the method in (b.1) above until there are no shares left to allocate. However, the number of additional ordinary shares that will be allocated will not exceed the number of additional ordinary shares that the holder has. Each share has been subscribed and paid for in full.

1.2 In the event that there are shareholders expressing their intention to subscribe for additional ordinary shares in excess of their shareholding proportion and resulting in shareholders and persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) additional) of that shareholder Holding shares of the company in a manner that increases up to or past the point at which a securities offer must be made (Tender Offer) Such shareholder has a duty to make a tender offer for all securities of the company (Tender Offer) in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 1 2 / 2 0 1 1 regarding the rules, conditions and procedures for

acquiring securities for business takeovers. (“Announcement regarding the acquisition of securities for business takeovers”) unless such shareholder is exempt from making a tender offer for all securities of the Company. According to the announcement regarding the acquisition of securities for business takeover.

1.3 In allocating such additional ordinary shares, the Company reserves the right to consider not allocating any shares to any subscribers. If such allocation causes or may result in a violation of the restrictions on the proportion of foreign shareholdings as specified in the company's regulations. Currently, foreigners are allowed to hold company shares. Not exceeding 49 percent of the total number of shares that have been issued in the company.

1.4 This authority is given to the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Committee and/or the Chief Executive Officer. and persons authorized by the Board of Directors and/or the Executive Committee and/or the Company President and/or the Vice President and/or the Executive Committee and/or the Chief Executive Officer. Is authorized to determine the offering price and other details related to the allocation of such additional common shares. For example, allocating additional common shares at one time. or divided into parts to be offered for sale from time to time, recruiting investors Change the name list and number of shares allocated Including changing or adding details in allocation and has the authority to determine other details related to the allocation of such additional shares as he deems appropriate so that the company Get the most benefit and not contrary to or inconsistent with the law and/or related regulations of the Securities and Exchange Commission. Stock Exchange of Thailand and/or other relevant agencies.

Who has the right to increase capital If calculated and there are fractions of shares, the whole amount must be rounded off.

In this regard, the date for determining the names of shareholders who have the right to receive the offering of newly issued ordinary shares in the Rights Offering (Record Date) is [May 9, 2024](#). However, the determination of such rights and details is still Uncertainty and subject to approval from the 2024 Annual General Meeting of Shareholders.

2. Allocating additional common shares in the amount not exceeding 4,217,024,527 shares with a par value of 1.00 baht per share to support the 7th exercise of the Company's warrants (EMC-W7). offered for sale to existing shareholders of the company (Right Offering) who have been allocated additional common shares who have subscribed and paid the subscription price for the Company's newly issued ordinary shares in proportion to their shareholding without charge in the ratio of 2 new ordinary shares to 1 unit of the Company's warrant No. 7 (EMC-W7) (In the case where there is a fraction of a share, that fraction must be rounded off.) The exercise price is equal to 0.13 baht per share.

It was resolved to approve the proposal to the 2024 Annual General Meeting of Shareholders To consider and approve assignments to the Company's Board of Directors or the executive board of the company or directors who have authority to act on behalf of the company or persons assigned by the Company's Board of Directors or from the Executive Committee and/or the Chief Executive Officer or from directors who have authority to act on behalf of the company Has the power to define and change various details. Related to the allocation of additional common shares and the allocation of warrants, etc., as follows:

(1) Consider specifying, amending or changing the conditions and details of the allocation of additional common shares and the allocation of warrants, etc. This includes but is not limited to the date to determine the names of shareholders who have the right to subscribe for new ordinary shares. Offering period Payment of shares and specifying terms, conditions, and other details related to the allocation of such additional ordinary shares. and the date of issuance of warrants and allocation of warrants, etc.

(2) Negotiate, make agreements, and sign documents and contracts. related Including taking any other actions that are necessary and related to the allocation of additional common shares. and allocation of such warrants.

(3) Sign documents or permission request forms. and evidence necessary and related to the allocation of additional common shares. and allocation of such warrants, including contacting and submitting applications for permission. Such documents and evidence to the relevant regulatory agencies and bringing additional common shares and warrants and the additional common shares arising from the exercise of the said warrants are listed on the Stock Exchange of Thailand. Including the power to take any other necessary actions regarding the allocation of additional common shares and allocation of such warrants.

4. In the event that there are fractional shares from the allocation of additional ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) and/or the allocation of warrants, this time the Company will round off the entire amount of fractional shares.

2.2 General power of attorney form (General Mandate)

Allocated to	Securities type	Number of shares	Percentage per Paid-up capital ^{1/}	Offering price	Note
Existing shareholders	common shares Preferred shares	1,686,809,811 -	Not more than 20 percent of the paid-up capital	Not less than 0.07	Please consider Notes 1-5
Limited circle of persons	common shares Preferred shares	843,404,906 -	Not more than 10 percent of paid-up capital	Not less than 0.07	Please consider Notes 1-5

^{1/} Percentage to paid-up capital as of the date the listed company's board of directors resolved to increase capital by General Mandate.

Note:

1. The Board of Directors' Meeting No. 2/2024 on March 21, 2024 resolved to approve the proposal to the shareholders' meeting to consider delegating authority to the Board of Directors. Has the authority to

specify and change various details. Related to the allocation of additional common shares under a general mandate (General Mandate) as follows:

- (1) Consider and determine Amend or change the conditions and details of the allocation of additional common shares. This includes but is not limited to the date to determine the names of shareholders who have the right to subscribe for new ordinary shares. Offering period Payment of shares and specifying terms, conditions, and other details related to the allocation of such additional common shares, etc.
 - (2) Enter into negotiations, make agreements, and sign various documents and contracts. related Including taking any other actions that are necessary and related to the allocation of such additional ordinary shares.
 - (3) Sign documents or request forms for various permissions. and evidence necessary and relevant to the allocation of such additional ordinary shares. This includes contacting and submitting permission applications. Such documents and evidence must be submitted to the relevant regulatory agencies. and the listing of the said capital increase common shares on the Market for Alternative Investment, including having the authority to take any other actions necessary regarding the allocation of the said capital increase common shares.
2. Such offering of new common shares must not be offered to connected persons in accordance with Announcement of the Capital Market Supervisory Board No. TorChor. 2 1 /2 0 0 8 regarding criteria for conducting connected transactions 2 0 0 8 and announcement of the Stock Exchange of Thailand regarding disclosure of information and operations of the company. Registered as a connected transaction in 2003.
 3. Price offered for sale to a limited number of persons Must not be included It is a low price as specified in the announcement of the Capital Market Supervisory Board No. TorChor. 72/2015 regarding permission for listed companies to offer newly issued shares to a limited number of persons. The offering price will not be lower than the weighted average price of stocks on the stock exchange. Not less than seven consecutive business days but not more than fifteen consecutive business days before the date the Board of Directors resolved to approve the offering of newly issued shares.
 4. After the offering of additional ordinary shares as specified in item (1) or item (2) or item (3) above, the paid-up capital of the company The additional portion must not exceed 30 percent of the paid-up capital as of the date the Board of Directors resolved to increase capital under a general mandate (General Mandate). and the said offering of additional common shares Must be completed by the date the company holds the next annual general meeting of shareholders or within the date specified by law to hold the next annual general meeting of shareholders. Whichever day comes first.
 5. In the event that there are fractional shares from the allocation of additional ordinary shares under a general mandate, this time the company will round off the entire amount of fractional shares.

3. Set the date for the 2024 Annual General Meeting of Shareholders to request approval of capital increase and allocation of additional shares.

The date of the 2024 Annual General Meeting of Shareholders is set for Tuesday, April 30, 2024 at 2:00 p.m. in the form of a meeting via electronic media (E-Meeting).

The names of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders will be determined on April 4, 2024 (Record Date).

4 . Requesting permission to reduce capital/increase capital/allocate additional shares to relevant government agencies and conditions for requesting permission (if any).

4.1 The company will apply for registration of capital reduction and capital increase. Amendments to the company's memorandum of association and register the change in paid-up capital with the Department of Business Development Ministry of Commerce.

4.2 Requesting permission from the Stock Exchange of Thailand In bringing the warrants to purchase ordinary shares issued and allocated to existing shareholders to subscribe for additional common shares. Allocation of additional common shares remaining from the allocation to the existing shareholders of the company according to shareholding proportion and allocation to shareholders who subscribe in excess of their rights and newly issued common shares resulting from the exercise of warrants by existing shareholders who subscribed for additional common shares this time. Listed on the stock exchange.

4.3 The company will proceed with requesting permission from the Stock Exchange. To support the EMC-W7 warrants issued and offered to existing shareholders of the company. and additional common shares resulting from the exercise of EMC-W7 warrants are listed and traded on the stock exchange.

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

5.1 For funds received from issuing and offering common shares to existing shareholders of the company in proportion to their shareholding (Right Offering) and funds received from exercising rights to purchase additional common shares of the company according to warrants. Rights, amount not exceeding 1,097 million baht, estimated proportion of use of capital increase proceeds as follows:

- (1) for use in investment [current and future business](#) 397 million baht
- (2) To repay the company's loan Amount not exceeding 300 million baht
- (3) To be used as working capital for the company's business operations. Amount not exceeding 400 million baht

However, if the company receives less money from the capital increase than expected, The plan for using the money received from the capital increase may change from the above.

5.2 As for the funds that will be received from the general power of attorney capital increase, the amount of not less than 177 million baht.(price of allocation of additional capital shares and the amount of money to be

received it is a preliminary estimate. So there is uncertainty. It will be determined again in the future) The estimated proportion of capital increase funds will be used as follows:

- (1) For use in investing in projects
- (2) To provide working capital that may increase from business expansion

6. Benefits that the company will receive from the capital increase/allocation of additional shares

6.1 There is sufficient capital to support the current business operations of the company. and support expansion of investment in new projects in the future This will result in the company being able to make a profit. and has a tendency to improve operations in the future

6 .2 To increase financial liquidity for the company To pay off debts, reduce financial costs and use it as circulating money within the business

7. Benefits that shareholders will receive from the capital increase/allocation of additional shares

This capital increase will result in The company has additional sources of funds. which strengthens the capital structure and financial status of the company to be stronger This will result in the company's operating results tending to be better in the future. And the company's shareholders will receive benefits from the company's better performance in terms of dividends and this will have a positive effect on the company's stock value in the future.

8 . Any other details that are necessary for shareholders to use in deciding to approve the capital increase/allocation of additional shares?

The company would like to inform that Impacts that will occur from the issuance and allocation of warrants it appears in the attached document summarizing the basic details of the warrant to purchase the Company's common shares No. 7 (EMC-W7).

9. Timetable for action in the event that the Board of Directors resolves to increase capital/allocate additional shares.

Number	Action steps	Day Month Year
1	Board of Directors meeting date No. 2/2024	March 21, 2024
2	The date for determining the list of shareholders who have the right to attend the annual general meeting of shareholders (Record Date)	April 4,2024
3	Date of the 2024 Annual General Meeting of Shareholders	April 30,2024
4	Proceed with registration of capital reduction Increase capital and amend company objectives with the Department of Business Development Ministry of Commerce	Within 14 days from the date the shareholder meeting passed the resolution.
5	The date for determining the names of shareholders who are entitled to be allocated additional ordinary shares with warrants for the 7th time (EMC-W7) (Record Date)	May 9 , 2024
6	Subscription and payment date for new common shares (Rights	May 27, 2024

	Offering)	Until 7 June 2024 On the business day of the company Time 9:00 a.m. and 5:00 p.m.
7	Proceed to register the increase in paid-up capital with the Ministry of Commerce.	within 14 days From the date of closing the subscription and receive payment for additional capital shares

The company hereby certifies that the information in this report is correct and complete in all respects.

Sign..... Authorized director to sign

(Mr. Mongkol Chanpaisarn) (Mr. Charlie Jangwijitkul)

Information Memorandum for the Allocation of Newly Ordinary Shares Issued EMC Public Company Limited

The resolution of the Board of Directors' meeting of the EMC Public Company Limited (the "Company") No. 2/2024, which was held on 21 March, 2024 resolved to increase the registered capital of the Company of THB 15,181,288,298 from registered capital after reduction of THB 8,434,049,054 to the new registered capital in the amount of THB 23,615,337,352 by issuing new ordinary shares of not exceeding 15,181,288,298 shares, with a par value of THB 1.00, to reserve for (1) the allocation of newly ordinary shares to existing shareholders proportionate to their respective shareholding (Rights Offering) (2) the exercise of the warrants to purchase ordinary shares of the Company No. 7 (the "EMC-W7 Warrants") (3) the allocation of newly ordinary shares under the General Mandate. Details of the offering of newly issued ordinary shares are set out in the Capital Increase Report Form (F53-4) (Attachment 1) and hereinafter.

1. Detail of the Issuance and offering of newly issued ordinary shares

1.1 Allocation of newly issued ordinary shares of not exceeding 8,434,049,054 shares to the existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) at the ratio of 1 existing share to 1 newly issued ordinary share with an offering price of THB 0.07 per share. The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is May 9, 2024. The subscription and payment periods of the newly issued ordinary shares is during May 27, 2024 to June 7, 2024 on company business days.

The shareholders are allowed to subscribe additional rights for newly issued ordinary shares in excess of their rights as specified above (Oversubscription Privilege), in which existing shareholders who subscribe for additional rights to purchase a specified proportion of the unexercised shares. When there are remained shares from the allocation to the existing shareholders of the Company, the shareholders will entitle to purchase.

In this allocation of newly issued ordinary shares to the existing shareholders of the Company, If there are remained shares from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for more than their rights in proportion to their existing shareholding at the same price as the shares allotted according to their rights. This includes existing shareholders, who wish to subscribe for more than their rights in proportion to their shareholding as connected persons of the Company. The details are as follows:

(a) In case of number of remained shares from Rights Offering in the first round is more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion

of shareholding, the company will allocate the remained shares to those who subscribe for more than the rights and pay all subscription fees for all shares according to the number of intention to subscribe for more than rights.

(b) In the case of number of remained shares from Rights Offering in the first round is less than the shares that the existing shareholders subscribe for more than the right according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe for more than the rights according to the following steps:

(1) Allocated in the proportion of existing shareholders of each subscriber to more than each individual right by multiplying the existing shareholding proportion of the subscriber exceeding each right by the number of remaining shares. It will be the number of shares that each subscriber exceeds the rights to be allocated in the event that there are fractions of shares, rounding those shares shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder.

(2) In the event that there are shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber that exceeds the rights and has not been fully allocated in proportion to the original shareholding of those who subscribe for more than each right by multiplying the existing shareholding of each subscriber that exceeds each of the rights by the number of remaining shares to be the number of shares that the subscriber exceeds each of the rights to be allocated. In the event that, there are fractions of shares, rounding off those shares the number of shares to be allocated will not exceed the number of shares that each shareholder has already subscribed and paid for the subscription price. In this regard, the allocation of shares to the subscriber exceeds the rights under the procedures in this Clause until there is no shares left from the allocation.

The allocation of shares to the existing shareholders of the Company subscription beyond rights until there are no shares left from the allocation.

(3) The allocation of shares to the existing shareholders of the Company subscription beyond rights in any case, it must not make any shareholders including persons under Section 258 of the Securities and Exchange Act 1992 (including amendments) of the aforementioned shareholders holding the Company's shares. In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12 / 2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any

amendments). Unless that shareholder is exempted from making a tender offer for all securities of the Company in accordance with the Notification on Acquisition of Securities for Business Takeover.

(4) In the allocation of such newly issued ordinary shares, the Company reserves the right not to allocate any shares to any subscriber. If such allocation causes or may result in a violation of foreign shareholding restrictions as stipulated in the Company's Articles of Association which at present allows foreigners to hold shares of the company Not more than 49% of the total issued shares of the Company.

(5) Authorize the Board of Directors and/or the Executive Committee and/or the President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer. and persons authorized by the Board of Directors and/or the Executive Committee and/or the President and/or the Vice President and/or the Executive Director and/or the Chief Executive Officer is authorized to determine the offering price and other details related to the allocation of such newly issued ordinary shares such as One-time allotment of newly issued ordinary shares or divided into parts for sale from time to time, recruiting investors Change the name list and the number of allocated shares including changing or adding details in the allocation and has the power to prescribe other details related to the allocation of such capital increase shares as it deems appropriate. For the company get the most and not contrary to or inconsistent with the law and/or relevant regulations of the Securities and Exchange Commission The Stock Exchange of Thailand and/or other relevant agencies.

In the allocation of the newly issued ordinary shares of the Rights Offering, the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or other person appointed by the Board of Directors and/or the Executive and/or Committee Executive Committee and/or Chief Executive Officer and/or Deputy Managing Director - Accounting and Finance and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or Deputy Managing Director - Accounting and Finance have the power to take the following actions as relevant or as reasonably necessary to accomplish the issuance and allocation of the Rights Offering but not limited to

- (a) To consider the details of the allocation of the Rights Offering shares to be in accordance with the laws and regulations relating to the issuance and offer to sell securities under Thai law. However, the company may reserve the right to not offer new shares to existing shareholders of any company, if doing so will make the company violating foreign laws or regulations.

- (b) Consider and determine the details of the allocation of the remaining newly issued ordinary shares after the allocation to the existing shareholders according to the shareholding proportion to the private placement.
- (c) To determine or change method for allocation of newly ordinary shares issued, for example, all at one time, or a part, the period of offering price, purpose of offering, offering ratio, offering price and payment method or details regarding the allotment and offering, such as changing the date for determining the rights, list of shareholders, who are entitled to receive the newly issued shares.
- (d) Sign the request form Request a waiver of the notice as well as any documents related to the allocation of the newly issued ordinary shares including contacting and sending documents to officials or representatives of relevant agencies as well as to bring in the newly issued ordinary shares of companies registered in the Market for Alternative Investment to take any necessary actions and related to the allocation of rights in accordance with the conditions of the law relating to the allocation of newly issued ordinary shares in all respects. for sale to the existing shareholders of the company according to shareholding under the terms of the relevant laws.
- (e) To register of changes in paid-up capital with the DBD-MOC and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process.

However, the determination of the right to be allocation are uncertain until the approval of shareholders' meeting has received.

1.2 Allocation of newly issued ordinary shares in the amount not exceeding 4,217,024,527 shares with a par value of 1.00 baht per share to support the exercise of EMC-W7 warrants to purchase newly issued ordinary shares of the Company in the ratio of 2 new ordinary shares per 1 unit of EMC-W7 warrants and allocate charge for details are as follows:

Term of Warrant	:	3 Years
Exercise Ratio	:	1 unit of EMC-W7 Warrants for 1 ordinary share Exercise price
Exercise price	:	THB 0.13 per share
Exercise period	:	<p> Holders of EMC-W7 warrants can exercise their rights according to the warrant every January 31, April 30, July 31, and October 31 of every year throughout the life of the warrant. ("Exercise Date") and the last exercise date will be on t he expiration date of the warrant ("last exercise date") </p>

The EMC-W7 Warrants holders must notify the intention to exercise their right to purchase company's Ordinary shares within 5 business days before each exercise date. In the event that the exercise date does not fall on the business day of the company each exercise date shall be postponed to the business day preceding the said exercise date. Except for the last indication of intention must not be less than 15 days prior to the last exercise date.

The preliminary details of the issuance and offering of the EMC-W7 warrants are specified in Attachment 3: Summary of the Preliminary Details of the Warrants to Purchase the Company's Ordinary Shares No. 7 ("EMC-W7").

However, the determination of the right to be allocated EMC-W7 Warrants and allocation are uncertain until the approval of shareholders' meeting has received.

1.3 The allotment of newly issued ordinary shares under General Mandate in the number of not exceeding 2,530,214,717 shares at the par value of THB 1.00 per share as follows:

- (1) Rights Offering in the number of not exceeding 1,686,809,811 shares at the par value of THB 0.07 per share, representing 20% of the Company's total paid-up capital or
- (2) Private Placement in the number of not exceeding 843,404,906 shares at the par value of THB 1.00 per share, representing 10% of the Company's total paid-up capital at a selling price of not less than Bath 0.07.

In proceeding to allocate the Company's newly issued ordinary shares to support the capital increase under a general mandate to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person who has been granted Appointment from the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or Senior Deputy Managing Director of Finance and Accounting have the authority have the authority to consider and perform an act relating to connection with the capital increase and allotment of the newly issued ordinary shares under the General Mandate as follow:

- (1) To determine conditions and other details relating to the allotment of the newly issued ordinary shares including but not limited to record date, offer period, subscription, payment of subscription price and other conditions and details relating to the allotment of the newly issued ordinary shares.
- (2) To negotiate, enter into and sign relevant documents and contracts including perform any other related and necessary act in connection with the allotment of newly issued ordinary shares.
- (3) To sign application, notice, instrument or other document in relation to the capital increase and allotment of the newly issued ordinary shares, including filing application and relevant documents to any competent authorities and/or agencies and listing of the newly issued ordinary shares of the Company

on the Market for Alternative Investment and performing any other related and necessary act in connection with the allotment of newly issued ordinary shares.

The newly issued ordinary shares shall not be offered to the connected persons according to the Capital Market Supervisory Board Notification no. ThorJor. 21/2551 re: Rules on Connected Transactions B.E. 2551 (2008) and the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).

In addition, for the said offering of newly issued ordinary shares, the offering price under the Private Placement shall not be a Low Price as specified in the Notification of Capital Market Supervisory Board no. ThorJor. 72 / 2558 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement. The Company's calculation of the price for offering of newly issued shares shall not be below the weighted average of the Company's share price traded on the Stock Exchange of Thailand for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date of board director meeting has a resolution to approve the new share offering.

However, After the offering of newly issued ordinary shares as set out in item (1), item (2) or item (3) above, the additional paid-up capital of the Company shall not greater than 30% of the paid- up capital as of the date on which the Board of Directors has resolved to approve the General Mandate, and the Company shall complete allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set-up by laws, whichever is the earlier. The details of the issuance of newly issued shares under the General Mandate are set out in the Attachment 1: Capital Increase Report Form (F53-4).

2. Objectives of issuing additional shares and plans for using the money

2.1 For funds received from issuing and offering common shares to existing shareholders of the company in proportion to their shareholding (Right Offering) and funds received from exercising rights to purchase additional common shares of the company according to warrants. Rights, amount not exceeding 1,097 million baht, estimated proportion of use of capital increase proceeds as follows:

- (1) For use in investment [current and future business](#) 397 million baht.
- (2) To repay the company's loan Amount not exceeding 300 million baht.
- (3) To be used as working capital for the company's business operations. Amount not exceeding 400 million baht.

However, if the company receives less money from the capital increase than expected, The plan for using the money received from the capital increase may change from the above.

2.2 As for the funds that will be received from the general power of attorney capital increase, the amount of not less than 177 million baht.(price of allocation of additional capital shares and the amount of money to be received it is a preliminary estimate. So there is uncertainty. It will be determined again in the future) The estimated proportion of capital increase funds will be used as follows:

- (1) For use in investing in projects.
- (2) To provide working capital that may increase from business expansion.

3. Impact on existing shareholders from the issuance and offering of additional common shares to existing shareholders.

3.1 Impact on shareholders' shareholding ratio (Control Dilution)

3.1.1 Issuance and offering of additional common shares in proportion to shareholding (Rights Offering)
 After issuing and Offering of additional common shares offered to existing shareholders of the company according to Shareholding Proportion (Rights Offering) In the event that all existing shareholders exercise their rights to subscribe for additional shares according to their existing rights in full, there will be no impact on the voting rights of the Company's shareholders (Control Dilution) but in the case where all existing shareholders do not Exercise your right to buy additional shares. The company will reduce the registered capital of the company by cutting additional common shares. The remainder from the offering is discarded. As a result, the number of paid-up shares remains unchanged and does not have an impact on voting rights of company shareholders (Control Dilution) but in the case that shareholders choose not to exercise their rights to subscribe Ordinary shares increase capital according to the rights that they have and other shareholders exercise their rights to subscribe for additional common shares according to their existing rights and/or subscribe for additional common shares in excess of their rights. (Oversubscription) until there is a subscription for additional common shares The entire amount is complete. There will be an impact on the voting rights of the company's shareholders (Control Dilution) as follows:

Impact on shareholders (Dilution Effect) from the issuance and offering of warrants to existing shareholders this time.

In the case that existing shareholders exercise their rights to purchase ordinary shares according to the warrants (EMC-W7) 4,217,024,527 units causing an impact on stock market prices (Price Dilution) there is no impact on the assumption of a market price of 0.0746 baht per share, which is calculated from the weighted average closing price of beans in the past 15 business days before the Board of Directors' meeting (March 21, 2024), but there is no impact on profit sharing or voting rights of the original shareholders (Control Dilution) The calculation details are as follows.

Price Dilution

Market price after offering = (Market price x No. of paid-up Shares)+(RO Offering price x No. of shares Issued for RO)+(Exercise price x No. of Shares Reserved for the exercise of the EMC-W7 Warrants)

(No.of paid-up shares+ No. of shares issued for RO+ No. of Shares Reserved for the exercise of the EMC-W7 Warrants)

$$\begin{aligned}
 &= \frac{(0.0631 \times 8,434,049,054) + (0.07 \times 8,434,049,054) + (0.13 \times 4,217,024,527)}{(8,434,049,054 + 8,434,049,054 + 4,217,024,527)} \\
 &= \frac{1,670,785,118}{21,085,122,635} \\
 &= 0.07924 \\
 \text{Price dilution} &= \frac{\text{Market price} - \text{Market price after offering}}{\text{Market price}} \\
 &= \frac{(0.0631 - 0.07924)}{0.0631} \\
 \text{Price dilution} &= -25.58\%
 \end{aligned}$$

But if the existing shareholders do not exercise their rights to purchase ordinary shares and there were other persons other than the original shareholders exercising their rights to purchase ordinary shares according to the warrants (EMC-W7), totaling 4,217,024,527 units. It will cause an impact on the profit share or voting rights of existing shareholders (Control Dilution) by 20 percent, with the calculation items as follows.

- Control Dilution

$$\begin{aligned}
 &= \frac{\text{No. of Shares Reserved for the exercise of the EMC-W7 Warrants}}{(\text{No. of paid-up shares} + \text{No. of shares issued for RO} + \text{No. of Shares Reserved for the exercise of the EMC-W7 Warrants})} \\
 &= \frac{4,217,024,527}{(8,434,049,054 + 8,434,049,054 + 4,217,024,527)} \\
 \text{Control dilution} &= 20.00\%
 \end{aligned}$$

The above impact on shareholders (Dilution Effect) will occur. Only when the company has offered new common shares to existing shareholders (RO) and has exercised the right to purchase common shares according to the warrants (EMC-W7).

Calculation of the proportion of supporting shares

$$\begin{aligned}
 &= (\text{Number of shares supporting the warrants offered for sale this time.}) + \text{Number of shares supporting} \\
 &\quad \text{CDs or warrants offered for sale at other times, excluding those supporting ESOP CDs or ESOP} \\
 &\quad \text{warrants (total number of shares sold by the company which includes the number of newly issued} \\
 &\quad \text{shares that will be offered for sale together with this warrant)} \\
 &= \frac{4,217,024,527 \times 100}{8,434,049,054 + 8,434,049,054} \\
 &= \frac{4,217,024,527 \times 100}{16,868,098,108} \\
 &= 25.0\%
 \end{aligned}$$

4. The opinion of the Board of Directors on Capital increase

4.1 Reasons and necessity of the capital increase

The Board of Directors are of the opinion that it is necessary to increase the registered capital by issuing new ordinary shares under Rights Offering and increase the remaining capital from the allocation to the existing shareholders in proportion to their shareholding to the private placement, issuing new shares to be reserved for the exercising of EMC-W7 Warrants and issuing shares under the General Mandate to facilitate the Company's business plan according to the aforementioned objectives set out in Article No. 2.

4.2 The possibility of using the proceeds.

The Company expected the issuance and allotment of Right Offering to the existing shareholders in proportion to their shareholding and increase the remaining capital from the allocation to the existing shareholders in proportion to their shareholding to a private placement be completely receive the proceed from this transaction by June 2024. All proceeds will be used to facilitate the Company's business plans for the purposes stated in clause. 2. The proceeds from exercising EMC-W7 Warrants of which anticipated to be streaming in over the 5 years of exercising period will be gradually used according to the aforementioned objectives set out in clause. 2.

4.3 The rational of the capital increase, fund utilization plan and detail of projects are to invest in as well as the adequacy of the fund

The Board of Directors are of the opinion that this transaction is appropriate, reasonable and beneficial to the Company and its stakeholders for utilizing the proceeds to facilitate the Company's business plan according to the aforementioned objectives set out in clause. 2.

In the case of the Rights Offering are fully subscribed, the Company will be able to raise funds in the amount of approximately THB 590 million and will be utilized to facilitate the Company's business plan according to the aforementioned objectives set out in clause. 2 withing 2022. For the proceeds from exercising of EMC-W7 warrants in the amount of THB 506 million.

4.4 The expected impact on the company's business operations as well as the financial status and results of operations of the company

Due to the capital increase and the implementation of the use of funds or projects The Board of Directors are of the opinion that this transaction is the implementation of the

Company's fund-raising plan to be utilized in the aforementioned objectives set out in clause. 2 This transaction will benefit the Company by securing long-term recurring income and not necessary to rely only on domestic project-based income of which no consistent of cashflow streaming leads to enhancing the Company's profitability without any impact on the Company's financial liquidity. This also will generate continually cashflow streaming and net profit in the future which definitely strengthen the Company's performance and financial status.

5. Representations and Warranties of the Board of Directors

In the case that the directors of the Company not performing duties in accordance with the law, the objectives and the regulations of the Company as well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the Company. In matters relating to the capital increase by acting or omitting any actions that do not perform the duties and cause damage to the Company. The company can claim compensation from that director, but if the Company do not claim for compensation shareholders holding a total of not less than 5 percent of the total issued shares will notify the company to be claimable. The company do not proceed as the shareholders have informed, the shareholder can sue for damages from the director on behalf of the Company in accordance with Section 85 of the Public Company Limited Act 1992 (including amendments). In addition, if the actions or omissions of the directors which do not perform their duties, shall be in accordance with the laws, objectives and regulations of the company. As well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the company in matters relating to the capital increase, it causes the directors, executives, or related persons to benefit improperly. The Company may sue the directors to be responsible for returning the benefits to the Company. The shareholders holding shares with voting rights of not less than 5% of the total voting rights of the Company will notify the company can do so. If the Company do not proceed as according to shareholders within 1 month from the date of notification such shareholders are able to exercise the right to claim benefits from that director on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

The Company certifies that the information in this report is accurate and complete in all respects. Please be informed accordingly.

Signed.....Director with authority to sign

(Mr. Mongkol Chanpaisarn)

(Mr. Charlie Jangwijitkul)

Summary of basic details of the warrant to purchase the Company's ordinary
shares No. 7 (EMC-W7)
EMC Public Company Limited

1. Basic details of the warrants that will be issued and offered for sale to existing shareholders who subscribe for additional shares of the company.

Issuer and offering	EMC Public Company Limited
Type and type of warrant	Warrants to purchase common shares of EMC Public Company Limited No. 7 ("Warrants" or "EMC-W7")
Type	Specify the name of the holder and can be transferred.
Purpose and necessity	Used as working capital of the company
Amount of issued and offered	Not more than 4,217,024,527 units
Characteristic on allocation	Allocate warrants in an amount not exceeding 4,217,024,527 units to the existing shareholders of the company who have subscribed and paid for the company's newly issued ordinary shares Issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) at an allocation ratio of 2 additional common shares per 1 unit of warrant. (In the case where there are fractional shares from the calculation, they must be discarded.)
Offering price	0.00 baht per unit
Exercise price to purchase newly issued ordinary shares	0.13 baht per share
Exercise rate	1 unit of warrant has the right to purchase 1 additional ordinary share (except in the case where the exercise ratio is adjusted according to the rights adjustment conditions)
Maturity of warrant	3 years from the date the warrant is issued
Exercise period	<p>Holders of EMC-W7 warrants can exercise their rights according to the warrants every January 31, April 30, July 31, and October 31 of every year. throughout the life of the warrant. ("Exercise Date") and the last exercise date will be the same as the expiration date of the Warrants. ("last exercise date")</p> <p>Holders of EMC-W7 warrants must notify their intention to exercise their rights to purchase additional ordinary shares within 5 business days before the date of each exercise of their</p>

	<p>rights. In the case that the exercise date falls on a holiday Doing business of the company The date for exercising such rights shall be postponed to the business day preceding the date for exercising such rights. Except for expressing the intention to exercise the rights for the last time, the intention to exercise the rights must be expressed for a period of not less than 15 days before the last date of exercising the rights.</p>
Cancellation of right to exercise	<p>In any case, the warrant holder Unable to cancel or revoke the intention to exercise the right to purchase additional ordinary shares. If such intention has been notified to the company</p>
Other benefits	<p>New ordinary shares issued following the exercise of the warrants this time. The shares will have the same rights and conditions as the Company's ordinary shares. that had gone out previously in all respects</p>
Conditions for adjusting rights	<p>The company will adjust the exercise price and the exercise rate throughout the life of the warrants When one of the following events occurs This may cause the company to issue new common shares to accommodate the adjustment of rights. This is intended to protect the interests of the warrant holders so that they are not impaired than before.</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the company's shares as a result of the combination of shares or the division of shares. 2. When the company offers newly issued shares at a price lower than 9 0 percent of the share price calculated according to the method using the market price at the time of offering such shares or the market price in the period before the stock offering and is the calculation method as specified in the terms and conditions. 3. When the company offers newly issued convertible bonds or warrants by determining the price or calculating the price of newly issued shares to

	<p>accommodate such convertible bonds or warrants.</p> <p>Lower than 90 percent of the share price calculated according to the method using the market price at the time the bonds are offered. Conversion or warrant and is the calculation method as specified in the rights terms.</p> <p>4. When the company pays dividends, in whole or in part, in the form of newly issued shares to shareholders.</p> <p>5. When the company pays dividends in money that exceeds the rate specified in the rights conditions.</p> <p>6. In any other cases in the same manner as specified in items 1 -5 above that cause the warrant holders to receive less benefits than before.</p>
Secondary market for the warrants	The company will submit an application to list the warrants as listed securities on the stock exchange next.
Secondary market for the ordinary shares	The company will list the common shares resulting from the exercise of rights as listed securities on the stock exchange.
Registrar of Warrants	Thailand Securities Depository Co., Ltd. or the person appointed to act as the warrant registrar on behalf of the Securities Depository Co., Ltd.
Other conditions	The Board of Directors and/or the Executive Committee and/or the President and/or the Vice President and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/ or Chief Executive Officer It is the authority to determine the criteria, conditions, and other details of the warrants. Including the offering and allocating warrants, entering into negotiations, agreeing to sign documents and various related contracts. Including taking various actions that are necessary and appropriate in connection with the warrants and the issuance and offering of the warrants at this time. This includes the registration of warrants as listed securities on the stock exchange. As well as proceeding to request permission from

	relevant agencies.
Registrar	Thailand Securities Depository Company Limited

2 . Impact on shareholders (Dilution Effect) from the issuance and offering of warrants to existing shareholders this time.

In the case that existing shareholders exercise their right to purchase common shares according to the warrant (EMC-W7) in the amount of 4,217,024,527 units, causing no effect on the stock market price (Price Dilution), based on the assumption of a market price of 0.0631 baht per share, which is calculated from the closing price. Weighted average beans for the past 15 business days before the Board of Directors' meeting (March 21, 2024), but there is no impact on the profit share or voting rights of existing shareholders (Control Dilution). The calculation details are as follows:

- Price Dilution

Market Price After Sell = (Market Price x Paid up Shares)+(Price of RO x Amount of RO)+(Exercise Price x EMC-W7 Reserved Shares)

$$\begin{aligned}
 & \text{(Paid up Shares + Amount of RO + EMC-W7 Reserved Shares)} \\
 = & \frac{(0.0631 \times 8,434,049,054) + (0.07 \times 8,434,049,054) + (0.13 \times 4,217,024,527)}{(8,434,049,054 + 8,434,049,054 + 4,217,024,527)} \\
 = & \frac{1,670,785,118}{21,085,122,635} \\
 = & 0.07924 \\
 \text{Price dilution} = & \frac{\text{Market Price} - \text{Market Price After Sell}}{\text{Market Price}} \\
 = & \frac{(0.0631 - 0.07924)}{0.0631} \\
 \text{Price dilution} = & -25.58\%
 \end{aligned}$$

But if the existing shareholders do not exercise their rights to purchase ordinary shares And there is a person other than the original shareholder exercising the right to purchase ordinary shares according to the warrant (EMC-W7), totaling 4,217,024,527 units, which will cause an impact on the profit sharing or voting rights of the original shareholder (Control Dilution). Decreased by 20 percent with the calculation items as follows:

- Control Dilution

$$\begin{aligned}
 &= \frac{\text{EMC-W7 Reserved Shares}}{(\text{Paid up Shares} + \text{Amount of RO} + \text{EMC-W7 Reserved Shares})} \\
 &= \frac{4,217,024,527}{(8,434,049,054 + 8,434,049,054 + 4,217,024,527)}
 \end{aligned}$$

$$\text{Control dilution} = 20.00\%$$

The above impact on shareholders (Dilution Effect) will occur. Only when the company has offered new common shares to existing shareholders (RO) and has exercised the right to purchase common shares according to the warrants (EMC-W7)

Calculation on proportion of shareholding

= (amount of reserve shares of warrant) + amount of reserve shares of CD or warrant excluded ESOP
 CD or ESOP (total shares sold of company which includes amount of newly issued shares together with warrant)

$$= \frac{4,217,024,527 \times 100}{8,434,049,054 + 8,434,049,054}$$

$$= \frac{4,217,024,527 \times 100}{16,868,098,108}$$

$$= 25\%$$

Rules For shareholder meeting

Articles of Association

CHAPTER IV

BOARD OF DIRECTORS

- Article 13. Except as provided in Article 17, the election of the company's directors shall be made by a general meeting of shareholders in accordance with the following rules and methods:
- (1) each shareholder shall have a number of votes equal to the number of shares held by him.
 - (2) each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.
 - (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.
- Article 14. At every annual ordinary meeting, one-third of the directors shall retire from office. The director who has been in the office for the longest term shall firstly be retired. If their number is not a multiple of three, then the number nearest to one-third must retire from office. The retired director is eligible for election.
- Article 17. If a directorship becomes vacant for any reason other than by rotation, the board of directors shall elect a person, who is qualified and has no prohibited characteristics according to Section 68 of the Public Limited Company Act B.E. 2535 (1992), as director to fill the vacancy at the subsequent board of directors meeting, unless the remaining term of the director is less than 2 months. The director who fills the vacancy shall retain his office only for the remaining term of the office of the director whom he replaces.
- The resolution of the board of directors under the first paragraph shall consist of not less than three-fourth of the votes of the remaining directors.
- Article 18. The shareholders meeting may adopt a resolution to remove any director from office prior to his retirement by rotation by a vote of not less than three-fourth of the number of shareholders who attend and have the right to vote in the meeting and collectively hold not less than half of the shares held by the shareholders attending and have the right to vote in such meeting.

CHAPTER V
SHAREHOLDERS MEETING

Article 28. The board of directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the company.

All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it think fit.

The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued share shall, in any particular time, make a request in writing to the board of director to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The board shall summon a shareholders meeting within one month from the date the shareholders' request is received.

Article 29. In summoning a shareholders meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters. Such notice shall be sent to the shareholders not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

Article 30. At a shareholders meeting, there must be not less than twenty-five shareholders and the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third of the total issued shares attending the meeting the meeting to constitute a quorum.

In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.

Article 31. The resolution of the shareholders meeting shall require the following votes :

- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In as of equality of votes, the chairman of the meeting shall have a second or casting vote.

- (2) In the following cases, the resolution shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present and entitled to vote, and of which one share will be counted as one vote.
- (a) Sale or transfer of the whole or an essential part of the company's business to other person.
 - (b) Purchase or acceptance of business of any other private company .
 - (c) Execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the company's business, the assignment to any other person to manage the company's business or the consolidation of the company's business with other persons for the purpose of profit and loss sharing.

Article 32. The businesses to be transacted at the annual ordinary meeting are as follows :

- (1) To consider the report proposed to the meeting by the board of directors on the company's business operation during the past year.
- (2) To consider and approve the balance sheet of the company.
- (3) To consider appropriation of profit.
- (4) Election of directors in place of those retiring by rotation.
- (5) Appointment of an auditor.
- (6) Other businesses.

**Registration process, guidelines on how to attend the Annual General Meeting of
Shareholders via Electronic Means (E-Meeting) and how to attend the Meeting by proxy**

With regards to the Annual General Meeting for Shareholders in the year 2024, the Company will conduct the meeting solely through electronic means (E-AGM) on April 30, 2024, at 2:00 PM. The Company will not arrange a physical meeting venue or any registration process at the venue. Therefore, shareholders are kindly requested to participate in the meeting through electronic media.

The Company has engaged Data Access Platform Co., Ltd. (“DAP”), a Stock Exchange of Thailand’s affiliate, in organizing a Shareholders’ Meeting via the DAP e-Shareholder Meeting system for the meeting by Electronic Means. The system is in compliance with the standards for convening a meeting via electronic means of the Electronic Transaction Development Agency or ETDA.

Registration to attend the meeting.

1. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 22 April 2024 at 8:30 a.m. and shall be closed on 30 April 2024 Until the end of the meeting.
2. The electronic conference system will be available on 30 April 2024 at 12:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Shareholders can study the registration process at "Electronic Conference System Operation Manual (EAGM)"

- https://www.set.or.th/e_shareholder_meeting
- or scan this QR Code



Document and evidence required for E-Meeting

Document for attending via Electronic Method (E-Meeting)

Ordinary Person

1. **In case the shareholders attend the meeting by themselves** : Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).
2. **In case of granting proxy holder**
 - 1.1. One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.
 - 1.2. Certified true copy of valid evidence of the shareholder as specified in item 1.
 - 1.3. Certified true copy of valid evidence of the proxy as specified in item 1.

Juristic Person

1. **In case of shareholder's representative (director) attend the meeting by themselves**
 - 1.1. The identification document of such authorized representative similar to those of ordinary person as specified in item 1.
 - 1.2. Copy of shareholder's Affidavit not over three months and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.

2. In case of shareholder appoint proxy holder

- 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.
- 2.2 Copy of shareholder's Affidavit not over three months and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.
- 2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.
- 2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item1

3 . In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand

to be a stock depository and keeper

- 3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.
- 3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
 - 1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
 - 2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

** By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) **

Guideline for Proxy Preparation

The Company has provided 3 proxy forms: Form A/ Form B / Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

Form A: simple and general proxy form

Form B: specific proxy form

Form C: proxy form for foreign shareholder appointing the custodian in Thailand

The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Select only one of the three forms provided above as follows:
 - 1.1 General shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the three proxy forms.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty on the proxy form in order to be valid and legally binding.
- 4 The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:

- Via Email address : com.secretary@skytower.co.th or

- Via Registered Mail to : Company Secretary Office

EMC Public Company Limited

140/66 ITF Tower Buliding, 28th Floor, Silom Road,

Suriyawong Subdistrict, Bangrak District, Bangkok 10500

Note: The Company's operations, to comply with data protection laws regarding shareholder meetings through the DAP e-Shareholder Meeting system, involve the collection, use, and disclosure of shareholders' personal information. This is done to fulfill legal obligations and to provide meeting services to shareholders. Please be aware that shareholders are protected under the relevant laws in this process.

User Manual

e-Shareholder Meeting System



2 | Contents

- 1** Preparation for DAP e-Shareholder Meeting

- 2** Steps of e-Registration

- 3** Steps of joining the e-Meeting

- 4** e-Question and e-Voting functions

- 5** Resetting password

1 Preparation for DAP e-Shareholder Meeting

For registration, please prepare an electronic device

with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting
via Web Browser.



Google Chrome
(recommended)



Safari



Edge

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person certificate

+



ID Card

or



Passport

Preparation for DAP e-Shareholder Meeting

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



**DAP
e-Shareholder
Meeting**

Register by sending documents to the company*

1



For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

2



The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

* Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

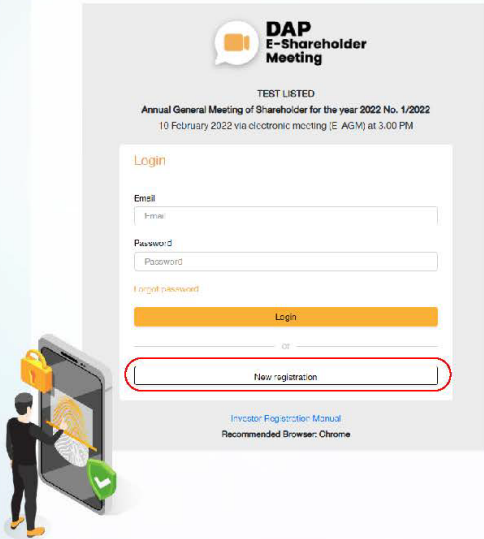
In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

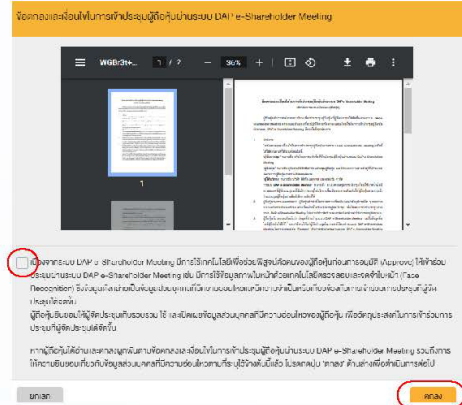
2 Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1 Click "New registration"



2 Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click "OK"



2.1 Attend the meeting in person – Individual person with the ID Card



1 Choose a registration form

- Attend in person
- Proxy

2 Specify the type of shareholder

- Thai person
- Foreign person / Person without the ID card
- Juristic person

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

4 Enter OTP



OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

7

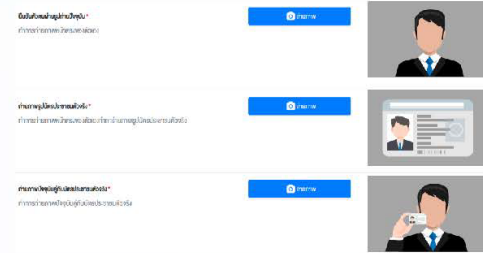
5 Take pictures of yourself

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

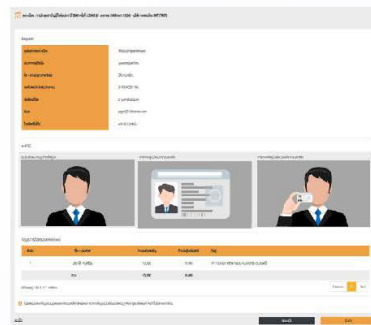
Picture 1 : Picture of yourself

Picture 2 : Picture of your ID card

Picture 3 : Picture of yourself holding the ID card



6 Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential. Your login account should never be disclosed to others.

8

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

1 Choose a registration form

Attend in person Proxy

2 Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

3 Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth (optional)
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number



Your password must be between 8-15 characters and must contain:
1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

4 Enter OTP



OTP will be sent to the mobile phone number and email you have entered.
 (If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)
 Enter OTP and click "Next"

5 Take a picture of yourself / Attach files



Take a picture of yourself and upload attachments as specified in the invitation letter



Upload attachments as specified in the invitation letter



6 Review registration and securities holding information

Please keep your username and password confidential. Your login account should never be disclosed to others.



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

2.3 Proxy to another person (A)



1 Choose a registration form

- Attend in person
- Proxy

2 Fill out the information of the shareholder who appoints a proxy and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

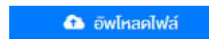
- Enter OTP

3 Specify the type of proxy

- Proxy to another person (A)
- Proxy to independent director (B)

4 Fill out proxies information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at



Click "Next"

11

- 5 Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Proxies will receive an email with the initial password.
Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting



12

2.4 Proxy to another person (B)

- 1 Choose a registration form

Attend in person Proxy



- 2 Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

- Enter OTP

- 3 Specify the type of proxy

Proxy to another person (B) Proxy to independent directors (B)

- 4 Fill out [proxies](#) information

Proxy to another person (B)

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

Proxy to another person (B)

- Independent Director's name

5 Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Sanchai Kamtong

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at

เอกสารใบมอบอำนาจ v.

The shareholder who appoints a proxy cast a vote in advance for all agenda. There are 3 voting options:

- Agree
- Disagree
- Abstain

Click "Next"

6 Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3 Steps of joining the e-Meeting



1

<https://portal.eeservice.ssgroup.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

Click the meeting link in the email received from the system.

2

Login

Email:

Password:

Remember me:

Enter Username (email address that you have registered) and Password

3

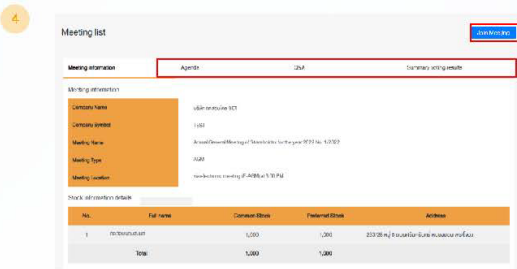
Meeting list

Company Name: Meeting Type: Status: Year:

Annual General Meeting of Shareholder for the year 2022 No. 1/2022

19 July 2022 10:00 AM

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click "Join Meeting" on the meeting you wish to join



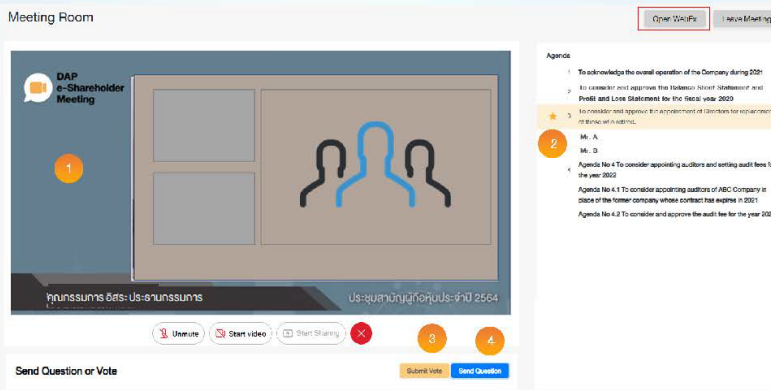
Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click "Join Meeting" [Join Meeting](#)
- Agree to the terms and conditions of service by marking and click "Join Meeting"
- Confirm name and voting rights
- Enter OTP



3 Steps of joining the e-Meeting



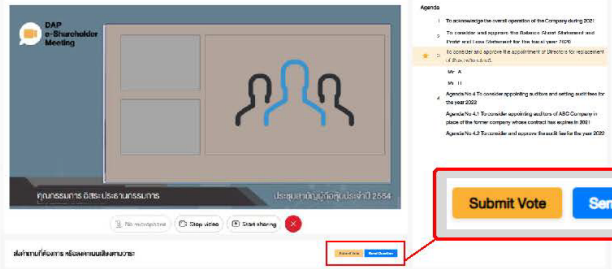
- Description**
1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting. If the screen does not work, click "Open WebEx" on the top right to view the meeting via Application Cisco Webex Meeting instead
 2. Current agenda will be indicated by star icon and yellow bar
 3. e-Voting functions: voting can be casted only within appointed time frame
 4. e-Question functions: queuing your questions for both current and upcoming agenda
 5. Your questions submitted in the meeting
 6. Voting results: It will be only shown after the company has announced results for each agenda



4 e-Question and e-Voting functions

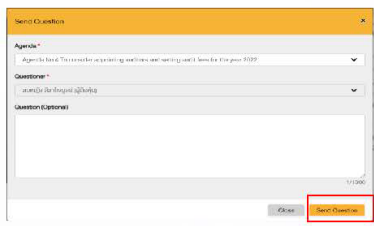


e-Question functions



During the meeting, shareholders can submit questions in advance:

1. Click "Submit Vote" **Send Question**
2. Vote within the period of time given for both your vote rights and proxy's (if any) Click "Submit Vote" **Send Question**

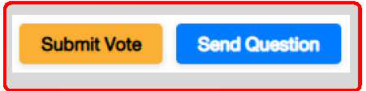


When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

4 e-Question and e-Voting functions

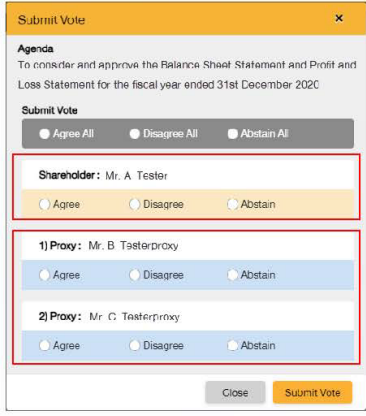


e-Voting functions



For each agenda, there are 3 voting options: "Agree", "Disagree" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" **Submit Vote**



Shareholders are able to vote only within given time frame.

4 e-Question and e-Voting functions



e-Voting functions

1

Agenda Item	Number of Share	Share Percentage
Agenda Item 1	40,000	40.00%
Agenda Item 2	10,000	10.00%
Agenda Item 3	15,000	15.00%
Agenda Item 4	15,000	15.00%
Agenda Item 5	0	0.00%
Agenda Item 6	10,000	10.00%

2

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the directors' report and financial statements for the financial year ended 31st December 2021	✓	
3	To consider and approve the appointment of directors for appointment of those who retire.	✓	
4	M. A	✓	100%
5	M. D	✓	100%

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5 Resetting password



To retrieve your password, shareholders can reset password by clicking "Forgot password" button.

DAP E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022

10 February 2022 via electronic meeting (E-AGM) at 9.00 PM

Login

Email:

Password:

Forgot password!

Login

or

New registration

[View our Registration Manual](#)

Recommended Browser: Chrome

1 Reset password via email

ลืมรหัสผ่าน

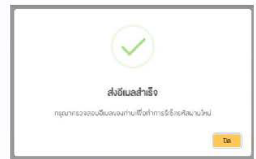
อีเมล:

กรุณากรอกชื่ออีเมลของคุณ

อีเมลของคุณจะถูกส่งไปที่อีเมลของคุณ

OK E-AGM

Enter your registered email



Check your inbox

ลืมรหัสผ่าน

อีเมล:

ชื่อ:

ชื่อเล่น:

รหัสผ่าน:

ยืนยันรหัสผ่าน:

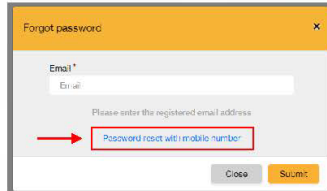
OK

Set new password

5 Resetting password

2 Reset password via mobile phone number

Click the link to reset password via mobile phone



Forgot password

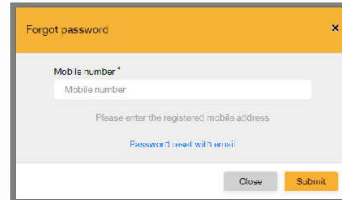
Email*

Please enter the registered email address

→ Password reset with mobile number

Close Submit

Enter your mobile phone number



Forgot password

Mobile number*

Please enter the registered mobile address

Close Submit

Request for OTP and enter OTP



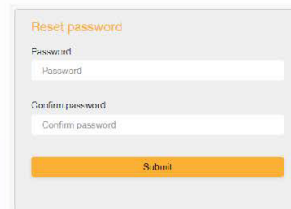
Please fill 6 digits to confirm

Reference Code : FEJMFV

0 1 2 3 4 5 6

Close Submit

Set new password



Reset password

Password

Confirm password

Submit



dap

To download user manual



shareholders could study more information at:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:



PROXY FORM A.

Written at

Date..... Month..... Year.....

(1) I/ We Nationality

Residing at No. Road..... Sub-district.....

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

(2) Being a shareholder of EMC Public Company Limited, holding a total amount ofshare(s) and having voting rights equivalent tovote(s), the details of which are as follows:

Ordinary share..... share(s), having voting rights equivalent tovote(s)

Preferred share..... share(s), having voting rights equivalent tovote(s)

(3) Hereby authorize (A Shareholders can appoint independent directors of the company. The details of the independent directors of the Company appear in Enclosure No. 4.)

1. Miss Prowmat huntra Age 71 years

Residing at No. 140/66 ITF Tower, 28th Floor Road Silom

Sub-district Suriyawong District Bangrak Province Bangrak

Postcode..... 10500 or

2. Dr. Yaowarin Srichainan Age 72 years

Residing at No. 140/66 ITF Tower, 28th Floor Road Silom

Sub-district Suriyawong District Bangrak Province Bangrak

Postcode..... 10500 or

3. Miss Taweessri Wikyathipat Age 72 years

Residing at No. 140/66 ITF Tower, 28th Floor Road Silom

Sub-district Suriyawong District Bangrak Province Bangrak

Postcode..... 10500 or

4. Age years

Residing at No. Road.....

Sub-district..... District..... Province.....

Postcode.....

Only one person is my representative to attend the meeting and vote on my behalf at the meeting. Annual General Meeting of Shareholders for the year 2024 via electronic media (E-AGM) on Tuesday, April 30, 2024 at 2:00 p.m. or to be postponed to other days, times and places as well.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Note : A shareholders appointing proxies must appoint only one proxy to attend the meeting and not vote. Able to split the number of shares to multiple proxies to split the votes.

PROXY FORM B.

Written at

Date..... Month..... Year.....

(1) I/ We..... Nationality.....
 Residing at No..... Road..... Sub-district.....
 District..... Province..... Postcode.....

(2) Being a shareholder of EMC Public Company Limited, holding a total amount of.....share(s)
 and having voting rights equivalent to.....vote(s), the details of which are as follows:
 Ordinary share.....share(s), having voting rights equivalent to.....vote(s)
 Preferred share.....share(s), having voting rights equivalent to.....vote(s)

(3) Hereby authorize (A Shareholders can appoint independent directors of the company. The details of the independent directors of the Company appear in Enclosure No. 4.)

a. Miss Prowmat huntra..... Age..... 71..... years
 Residing at No..... 140/66 ITF Tower, 28th Floor..... Road..... Silom.....
 Sub-district..... Suriyawong..... District..... Bangrak..... Province..... Bangrak.....
 Postcode..... 10500..... or

b. Dr. Yaowarin Srichainan..... Age..... 72..... years
 Residing at No..... 140/66 ITF Tower, 28th Floor..... Road..... Silom.....
 Sub-district..... Suriyawong..... District..... Bangrak..... Province..... Bangrak.....
 Postcode..... 10500..... or

c. Miss Taweessri Wikyathipat..... Age..... 72..... years
 Residing at No..... 140/66 ITF Tower, 28th Floor..... Road..... Silom.....
 Sub-district..... Suriyawong..... District..... Bangrak..... Province..... Bangrak.....
 Postcode..... 10500..... or

d. Age..... years
 Residing at No..... Road.....
 Sub-district..... District..... Province.....
 Postcode.....

Only one person is my representative to attend the meeting and vote on my behalf at the meeting. Annual General Meeting of Shareholders 2024 via electronic media (E-AGM) on Tuesday, April 30, 2024 at 2:00 p.m. or to be postponed to other days, times and places as well.

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders 2023

(a) The proxy holder has the right to consider and vote on my behalf in all respects as he or she deems appropriate.

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

Approve Disapprove Abstain

Agenda 2 To acknowledge the operating results for the year 2023

This agenda is for acknowledgement only and no voting is required

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2023

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

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

Approve Disapprove Abstain

Agenda 4 To consider approving the cessation of allocation of legal reserve funds and refrain from paying dividends 2024.

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

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

Approve Disapprove Abstain

Agenda 5 To consider re-electing directors who vacate their positions at the end of their term to return to their positions as directors for another term.

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

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

Appointment of the entire Board of Directors

Approve Disapprove Abstain

Appointment of any director (s)

The Board of Directors resolved to propose to the agenda.

1. Mr.Chanachai Leenabanchong

Approve Disapprove Abstain

2. MissProwmart Huntra

Approve Disapprove Abstain

3. Mr.Mongkol Chanpaisan

Approve Disapprove Abstain

Agenda 6 To consider determining directors' remuneration for the year 2024.

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

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

Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of auditors and determine the audit fees for the year 2024.

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

- (b) The proxy must cast the votes in accordance with the following instructions.
- Approve Disapprove Abstain

Agenda 8 To consider approving the reduction of registered capital. and amend the Company's memorandum of association in Section 4 to be consistent with the reduction of the Company's registered capital.

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

Agenda 9 To consider approving the issuance and offering of additional common shares to the existing shareholders of the company (Right Offering).

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

Agenda 10 To consider approving the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 7 (EMC-W7) to the existing shareholders of the Company who purchase additional ordinary shares in proportion to their shareholding (Right Offering).

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

Agenda 11 To consider and approve the issuance of a capital increase using a general mandate (General Mandate).

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

Agenda 12 To consider approving the increase in registered capital. and amend the company's memorandum of association in section 4 to be consistent with the increase in the company's registered capital.

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

Agenda 13 To consider approving the allocation of new common shares.

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

Agenda 14 To Consider approving the amendment to the Memorandum of Association, Section 3 , the Company's objectives, from the original 69 items to 79 items.

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions.

Approve Disapprove Abstain

Agenda 15 To consider other business (if any)

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

- (5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder
- (6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from the agenda as specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

SignedGrantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Note:

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to the Proxy Form B.

Annex attached to the Proxy Form B.

Appointment as a shareholder of EMC Public Company Limited.

At the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) on Tuesday, April 30, 2024 at 2:00 p.m. other times and places as well.

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda.....re.....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(a) The Proxy holder shall vote in accordance with my wish as follows:

Approve Disapprove Abstain

PROXY FORM C.

(The form used only in the case that the shareholder is a foreign investor and has appointed a custodian (Custodian in Thailand is a stock depository and keeper)

Written at

Date..... Month..... Year.....

(1) I/ We..... Nationality.....

Residing at No..... Road..... Sub-district.....

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

Being a shareholder of EMC Public Company Limited, holding a total amount of.....share(s)

and having voting rights equivalent to.....vote(s), the details of which are as follows:

Ordinary share.....share(s), having voting rights equivalent to.....vote(s)

Preferred share.....share(s), having voting rights equivalent to.....vote(s)

(2) Hereby authorize

a. Miss Prowmat huntra Age 71 years
Residing at No..... 140/66 ITF Tower, 28th Floor Road Silom
Sub-district Suriyawong District Bangrak Province Bangrak
Postcode..... 10500 or

b. Dr. Yaowarin Srichainan Age 72 years
Residing at No..... 140/66 ITF Tower, 28th Floor Road Silom
Sub-district Suriyawong District Bangrak Province Bangrak
Postcode..... 10500 or

c. Miss Taweessri Wikyathipat Age 72 years
Residing at No..... 140/66 ITF Tower, 28th Floor Road Silom
Sub-district Suriyawong District Bangrak Province Bangrak
Postcode..... 10500 or

d. Age years
Residing at No..... Road.....
Sub-district..... District..... Province.....
Postcode.....

Only one person is my representative to attend the meeting and vote on my behalf in The 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) on Tuesday, April 30, 2024 at 2:00 p.m. or at any other date, time, and place.

(3) I/we authorize the proxy holder to attend the meeting and vote as follows:

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

Grant partial shares of

ordinary share.....share(s), having voting rights equivalent to.....vote(s)

preferred share.....share(s), having voting rights equivalent to.....vote(s)

Total voting rights.....vote(s)

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders 2023

- (a) The proxy holder has the right to consider and vote on my behalf in all respects as he or she deems appropriate.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Approve Disapprove Abstain

Agenda 2 To acknowledge the operating results for the year 2023

This agenda is for acknowledgement only and no voting is required

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2023

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

Agenda 4 To consider approving the cessation of allocation of legal reserve funds and refrain from paying dividends 2023.

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

Agenda 5 To consider re-electing directors who vacate their positions at the end of their term to return to their positions as directors for another term.

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Appointment of the entire Board of Directors
- Approve Disapprove Abstain
- Appointment of any director (s)

The Board of Directors resolved to propose to the agenda.

1. Mr.Chanachai Leenabanchong
 Approve Disapprove Abstain
2. MissProwmart Huntra
 Approve Disapprove Abstain
3. Mr.Mongkol Chanpaisan
 Approve Disapprove Abstain

Agenda 6 To consider determining directors' remuneration for the year 2024.

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

Agenda 7 To consider and approve the appointment of auditors and determine the audit fees for the year 2024.

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions.

Approve Disapprove Abstain

Agenda 8 To consider approving the reduction of registered capital. and amend the Company's memorandum of association in Section 4 to be consistent with the reduction of the Company's registered capital.

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

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

Approve Disapprove Abstain

Agenda 9 To consider approving the issuance and offering of additional common shares to the existing shareholders of the company (Right Offering).

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

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

Approve Disapprove Abstain

Agenda 10 To consider approving the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 7 (EMC-W7) to the existing shareholders of the Company who purchase additional ordinary shares in proportion to their shareholding (Right Offering).

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

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

Approve Disapprove Abstain

Agenda 11 To consider and approve the issuance of a capital increase using a general mandate (General Mandate).

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

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

Approve Disapprove Abstain

Agenda 12 To consider approving the increase in registered capital. and amend the company's memorandum of association in section 4 to be consistent with the increase in the company's registered capital.

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

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

Approve Disapprove Abstain

Agenda 13 To consider approving the allocation of new common shares.

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

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

Approve Disapprove Abstain

Agenda 14 To Consider approving the amendment to the Memorandum of Association, Section 3 , the Company's objectives, from the original 69 items to 79 items.

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

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

Approve Disapprove Abstain

Agenda 15 To consider other business (if any)

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

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from the agenda as specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

SignedGrantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Note:

1. The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
 - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

4. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to the Proxy Form C.

Annex attached to the Proxy Form C.

At the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) on Tuesday, April 30, 2024 at 2:00 p.m. other times and places as well.

Agenda.....re.....
 (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
 (a) The Proxy holder shall vote in accordance with my wish as follows:
 Approve Disapprove Abstain

Agenda.....re.....
 (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
 (a) The Proxy holder shall vote in accordance with my wish as follows:
 Approve Disapprove Abstain

Agenda.....re.....
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Agenda.....re.....
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 (a) The Proxy holder shall vote in accordance with my wish as follows:
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Agenda.....re.....
 (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
 (a) The Proxy holder shall vote in accordance with my wish as follows:
 Approve Disapprove Abstain

Form for the submission of questions prior
to the 2024 Annual General Meeting of Shareholders

Date ____ Month _____ Year _____

I, (Mr./Mrs./Ms) _____ a shareholder of
EMC Public Company Limited (the "Company"), holding _____ shares residing
at _____

Tel./mobile _____ E-mail address _____

I wish to submit the following questions prior to the 2023 AGM:

Question No.1

Supporting documents Yes No

Question No.2

Supporting documents Yes No

Question No.3

Supporting documents Yes No

Remark:

The Shareholder who is entitles to attend the 2024 AGM, may submit the "Form for the submission of questions prior to the shareholders meeting", with the supporting documents (if

any) to the Company Secretary Within April 26, 2024 before 5:00 p.m. via the following channels:

- Via Email address: info@emc.co.th or
- Via Registered Mail to: Company Secretary Office
EMC Public Company Limited
140/66 ITF Tower Buliding, 28th Floor, Silom Road,
Suriyawong Subdistrict, Bangrak District, Bangkok 10500

Requesting Form of Annual Report in paper format

To Shareholders

EMC Public Company Limited would like to inform you those in case shareholders aim to have 2023 Annual Report in paper format. Please fill in the form below and send its form to matee@emc.co.th in order for company will send 2023 Annual Report in paper format

Name of Shareholders (elaborate handwriting)	
Address	
Contact Person	
Telephone	
E-mail address	
E-mail address	

