

Friday, 29 March 2024

Notice of the Annual General Meeting of Shareholders No.59

Shareholders

Srisawad Capital 1969 Public Company Limited

- Enclosures:
1. The Minutes of The Annual General Meeting of Shareholders No. 58
  2. Registration Form and the Company's 56-1 One Report in QR Code format.
  3. Capital Increase Report Form F 53-4
  4. The details of persons who are nominated as Directors.
  5. Details of Issuance Debentures
  6. The detail of Independent Director whom being nominated as Proxies for shareholders.
  7. Proxy Form B and Annex to the Proxy Form B.
  8. Guidelines for attending the Annual General Meeting of Shareholders No. 59 via electronic (E-Meeting) means and how to grant the meeting proxy.
  9. Company's Articles of Association relating to the Meeting of Shareholders.

The Annual General Meeting of Shareholders of Srisawad Capital 1969 Public Company Limited No.59 shall be held on Monday, 29 April 2024 at 10.00 Hours via electronic means (E-AGM) only and in compliance with rules and regulations prescribed under the applicable law by broadcasting live from the Auditorium room, 3<sup>rd</sup> floor, 99/392 Srisawad Building, Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok 10210 with the following agendas:

**Agenda 1:** **To adopt the Minutes of the Annual General Meeting of Shareholders No. 58 held on 21 April 2023**

Facts and Rationales: The Minutes of the Annual General Meeting of Shareholders No. 58 held on 21 April 2023, the Company has prepared and disclosed the Minute of the Meeting on the website of the Company [www.srisawadfinance.com](http://www.srisawadfinance.com).

Recommendation of the Board of Directors: The Board of Directors recommends shareholders to consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 58 held on 21 April 2023.

Required Votes: Majority Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 2: To acknowledge the result of operations and the Annual Report of the Company**

Facts and Rationales: The result of operations for year 2023 as appeared in the Annual Report year 2023 is enclosed to this notice. The Company also posted them on the website of the Company [www.srisawadfinance.com](http://www.srisawadfinance.com)

(Unit : THB Million)	2023	2022	Growth
Interest Income	6,112.84	3,073.46	98.89%
Other revenues	1,051.82	705.77	49.03%
Total operating expenses	5,077.51	2,016.33	151.82%
Finance cost	878.29	394.67	122.54%
Net Profit	958.62	1,134.59	(15.51%)
Net loans to customers and accrued interest receivables	33,321.19	20,818.96	60.05%
Total Assets	38,203.91	25,149.21	51.91%
Total liabilities	28,262.86	14,010.08	101.73%
Total shareholder' Equity	9,941.91	11,139.13	(10.75%)

The financial performance for the year ended 31 December 2023, the Company and its subsidiaries had consolidated net profits totaling 958.62 million Baht. This represents a decrease of 175.97 million Baht or 15.51 percent YoY. The total assets ended 31 December 2023 were 38,203.91 million Baht, increased 13,054.70 million Baht or 51.91 percent from 25,149.21 million Baht for the end of year 2022. This reflected the strength of the Company and its subsidiaries' financial position The details are as follows:

1. For the year ended 31 December 2023, interest income totaling 6,112.85 million Baht, increased 98.89 percent YoY. The increase was mainly due to portfolio expansion of the Company and its subsidiaries from 20,818.96 million Baht for the end of year 2022 to 33,321.19 million Baht for the end of year 2023, an increase of 12,502.23 million Baht or 60.05 percent. While the interest rate income was reduced in accordance with the regulations of the Office of the Consumer Protection Board (OCPB).
2. For the year ended 31 December 2023, total operating expenses totaling 5,077.71 million Baht increased 151.82 percent YoY due to the increase in marketing expenses and personnel expenses according to the rapid growth of the loan business and the increase of the loss from repossessed motorcycle sales.

3. For the year ended 31 December 2023, finance costs totaling 878.29 million Baht increased 122.54 percent YoY. The increase corresponds to the increase in the borrowings which follows the expansion of the loan portfolio including the higher market reference interest rate.

Recommendation of the Board of Directors: The Board of Directors recommends shareholders to consider and acknowledge the result of operations and the Annual Report of the Company.

**Agenda 3: To approve the Financial Statements of the Company as at 31 December 2023 audited by the independent auditor**

Facts and Rationales: The Financial Statements of the Company as at 31 December 2023 have been audited by the independent auditor and considered by the Audit Committee and the Board of Directors.

Recommendation of the Board of Directors: The Board of Directors recommends shareholders to consider and approve the Financial Statements of the Company as at 31 December 2023 audited by the Independent auditor

Required Votes: Majority Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 4: To approve the appropriation for legal reserve and dividend payment**

Facts and Rationales: The Company had net profit for in year 2023 in the amount of 353,584,161 Baht without accumulated loss. According to Article 45 of the Articles of Association, the Company has to appropriate at least 5 percent of net profit less the accumulated loss brought forward (if any) as the Statutory Reserve until the Statutory Reserve reaches an amount not less than 10 percent of the registered capital of the Company as of 31 December 2022, the Company had the registered capital for the amount of 6,506,236,215 Baht and the appropriated Statutory Reserve amount of 17,679,208 Baht.

The Company has the dividend payment policy at least 40 percent of net profit subject to economic conditions and financial position of the Company. The Company proposes to pay cash and ordinary share dividend in the total amount of Baht 145.09 million or equivalent of Baht 0.0223 per share. The dividend of 130,124,724 ordinary shares of the Company, par value of Baht 1 per share to the

shareholders of the Company at the rate of 50 shares per 1 ordinary dividend. The total of stock dividend is 130,124,724 Baht (Baht 0.02 per share). In case of fractions of shares, the Company will pay a dividend by cash at 0.02 Baht per share. Fixed the Record Date, for the names of shareholders who entitle to receive dividend, on 9 May 2024 and shall be payable on 23 May 2024. The right to receive dividend is still uncertain which will be approved by the AGM. The comparison and details of dividend payment as follows:

Item	2023 <sup>*</sup>	2022
Net Profit (MB)	353.58	394.79
Legal Reserve (MB)	17.68	19.74
Cash and ordinary Dividend Payment (MB)	145	2,082
Dividend per share (Baht)	0.0223	1.60
Dividend Payout ratio	41.03%	340.43%

\* In 2023, par value was Baht 1 per share while in 2022 was Baht 5 per share.

**Recommendation of the Board of Directors:** The Board of Directors recommends shareholders to approve the appropriation of 17,679,208 Baht as the Statutory Reserve, cash and ordinary dividend payment of Baht 0.0223 per share. Fixed the Record Date, for the names of shareholders who entitle to receive dividend, on 9 May 2024 and shall be payable on 23 May 2024.

**Required Votes:** Majority Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 5: To approve the capital increase and allocation**

**Facts and Rationales:** The Board of Director has approved the cash and ordinary dividend payment. Therefore, the Company shall require increasing the register capital from Baht 6,506,236,205 to Baht 6,636,360,929 by issuing 130,124,724 ordinary shares at par value of Baht 1 (one Baht) and the allotment the mentioned above new ordinary shares. This is to support the ordinary dividend payment as per attachment 3.

Recommendation of the Board of Directors: The Board of Directors recommends shareholders to consider and approve the capital increase and the allocation.

Required Votes: Not less than three-fourth of total votes of the shareholders who attend the meeting and cast their votes.

**Agenda 6: To approve the amendment of Memorandum of Association Clause 4 in compliance with capital increase**

Facts and Rationales: The Board proposed the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital as follows:

Clause 4:	Registered Capital	6,636,360,929	Baht
	Divided into	6,636,360,929	shares
	Par Value	1.00	Baht
	Divided into		
	Ordinary share	6,636,360,929	shares
	Preferred share	--	shares

The Board of Directors proposes authorizing the Company’s CEO or persons delegated by the CEO to sign any applications or documents relating to the registration of the change to the Company’s name, seal, objectives, Articles of Association, and Memorandum of Association, and to apply to the Department of Business Development, the Ministry of Commerce for the registration and amendment to the application or statements contained in documents to be filed with the Department of Business Development, the Ministry of Commerce, and take any necessary and relevant steps as deemed appropriate to comply with the laws, rules, regulations, and interpretation of relevant government agencies including advice or orders of the registrar or officials.

Recommendation of the Board of Directors: The Board of Directors deems appropriate for the Meeting to consider the amendment of Memorandum of Association Clause 4 in compliance with the increase of the registered capital.

Required Votes: Not less than three-fourth of the shareholders who attend the meeting and cast their votes.

**Agenda 7: To appoint the auditor and determine the auditing fee**

Facts and Rationales: Section 120 of the Public Limited Companies Act B.E. 2535 (1992.) stipulated that the Annual General Meeting of Shareholders (AGM) shall appoint independent auditors and fix their remuneration.

The Audit Committee considered the trustworthiness, the non-existence of relationship and interest with the Company and its related parties and the service proficiency of independent auditors for year 2024 and agreed to propose through the Board of Directors to propose the Annual General Meeting of Shareholders to appoint auditor from PricewaterhouseCoopers ABAS Company Limited as follows:

Name	CPA No.	No. of year in services	Relationship or conflict of interest with the Company, subsidiary, associate company, major shareholder, executive and/ or related party
Mr. Paiboon Tankoon	4298	3	None
Ms. Sinsiri Thangsombat	7352	-	
Mr. Boonreung Lerdwiswswit	6552	-	

The audit fee which has been reviewed from the Audit Committee for the Company and the subsidiaries will be 6,819,630 Baht.

Audit Fee (Baht)	Year 2024	Year 2023
The Company	3,803,790	3,693,000
The subsidiary	3,015,840	2,928,000
Other Service fee	-	-

Recommendation of Board of Directors: The Board of Directors recommends shareholders to consider and appoint Mr, Paiboon Tankoon or Ms. Sinsiri Thangsombat or Mr. Boonreung Lerdwiswswit, certified public accountants of PricewaterhouseCoopers ABAS Company Limited, as the independent auditor of the Company for the

year 2024. As consented by Audit Committee, the audit fee for the Company and the subsidiaries will be 6,819,630 Baht.

Required Votes: Majority Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 8: To Approve the director remunerations**

Facts and Rationales: Article 17 of the Articles of Association stipulates that one-third of the number of Directors shall vacate their office in the Annual General Meeting of Shareholders, whereby the Directors who have been in office for the longest term shall retire. In this Meeting, the retiring Directors are Ms. Doungchai Kaewbootta, Ms. Nanthida Pattanasakpinyo, and Mr. Wichit Phayuhanaveechai. In this regard, the Company has disclosed on its website inviting shareholders to propose nominate person for consideration as a director. Upon the expiration of the deadline, it was found that no shareholder had proposed any candidate to the Company. Therefore, Nomination and Remuneration Committee considered and agreed to propose the three retiring Directors to return to their office for another term including their term in sub-committee. Nomination and Remuneration Committee agreed to propose the Board of Directors to nominate the three persons said to shareholders to consider and appoint. The director profiles were attached herein Attachment 4.

Recommendation of the Board of Directors: The Board of Directors unanimously agreed to propose the Meeting to consider as follow:

1. To consider and appoint Ms. Doungchai Kaewbootta, a retiring Director, to return to his office for another term. (Authorized Director)
2. To consider and appoint Ms. Nanthida Pattanasakpinyo, a retiring Director, to return to his office for another term. (Non-Authorized Director)
3. To consider and appoint Mr. Wichit Phayuhanaveechai, a retiring Independent Director, to return to his office for another term. (Authorized Director)

Required Votes: Majority Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 9: To approve the director remunerations**

Facts and Rationales: Article 15 of the Articles of Association stipulates that the Annual General Meeting of Shareholders shall fix remunerations of Directors. Nomination and Remuneration Committee considered appropriateness of the Director remuneration by comparing with companies in the same business sector, in the same range of revenue and in the same range of market capitalization. The proposed director remunerations for year 2024 is remain unchanged from the year 2023 as the following details:

Position	Monthly Remuneration		Meeting allowance	
	2023	2024	2023	2024
<b>The Board of Director</b>				
Chairman of the Bord of Director	50,000	50,000	100,000	100,000
Independent Director	-	-	30,000	30,000
<b>The Audit Committee</b>				
Chairman of the Audit Committee	-	-	30,000	30,000
Independent Director	-	-	25,000	25,000
<b>The Nomination and Remuneration Committee</b>				
Chairman of the Nomination and Remuneration Committee	-	-	25,000	25,000
Independent Director	-	-	15,000	15,000
<b>The Risk Management Committee</b>				
Chairman of the Risk Management Committee	-	-	25,000	25,000
Independent Director	-	-	15,000	15,000
<b>Corporate Governance and Sustainable Development Committee</b>				
Chairman of the Corporate Governance and Sustainable Development Committee	-	-	-	25,000
Independent Director	-	-	-	15,000

**Other Remuneration** None



Recommendation of the Board of Directors: The Board of Directors recommends shareholders to approve the director remunerations for year 2024 which is remain unchanged from the year 2023. This proposal has been reviewed by Nomination and Remuneration Committee.

Required Votes: Not less than two-third of total Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 10: To approve the issuance and offered the debentures.**

Facts and Rationales: The Company considers the Company's business expansion goals in comparison with the Company's current funding sources, which is the limit for issuing and offering debentures. When considering the credit limit and comparing it with the estimated amount of money spent, it was found that the debenture limit may not be sufficient in the future. The Company has already issued and offered debentures and has an outstanding amount at Baht 5,420 million from the approved debenture limit of Baht 15,000 million. If the business needs to be expanded, the remaining debenture limit may not be sufficient to support business expansion. Therefore, this proposal is to increase the issuance and offering of debentures in the amount of 30,000 million baht (revolving basis). The Company can issue and offer additional debentures and/or issue and offer debentures to replace the existing debentures that have already been redeemed within the said limit. The outstanding amount of debentures that the Company has issued and sold at any one time must not exceed the said limit. The details of the proposed debentures to be issued and offered for sale appear in Attachment 5. This was proposed to the meeting to delegate authority to the Board of Directors and/or the person designated by the Board shall be entrusted with the authority to determine or amend the terms and conditions, and other details associated with each debenture issuance and offering, and to carry out all the necessary steps required by rules and regulations to complete the offering. To appoint financial advisors and underwriters, and enter into and execute related underwriting and placement agreements or any other relevant contracts, and to submit required documentations to the SEC and the SET, any other Government bodies or any individuals as necessary.

Recommendation of the Board of Directors: The Board of Directors deems appropriate for the Meeting to consider the issuance and offering of debentures for approval; whereby the debentures issued and offered cannot exceed 30 billion Baht at any point in time.

Required Votes: Not less than three-fourth of the shareholders who attend the meeting and cast their votes.

The Company set the record date for the names of shareholders who entitle to attend and vote at the Annual General Meeting of shareholders on 13 March 2024.

As the Annual General Meeting of Shareholders No. 59 for the year 2024 will be held via electronic means (E-Meeting) only, the Company hereby invites you, as a shareholder, to attend the e-meeting in compliance with the Guidelines on How to Attend Annual General Meeting of Shareholders No. 59 via Electronic Means (E-Meeting) and How to Attend the Meeting by Proxy (Enclosure 7). You must submit the registration form to attend the E-Meeting and identification documents to the Company by 25 April 2024 (by post) and 26 April 2024 (by email). If you cannot attend the E-Meeting, you may assign any of the Company's independent directors, whose profiles are provided in Enclosure No., or another person, to be present and to vote on your behalf at the e-meeting. On the date of Annual General Meeting of Shareholders for the year 2024, the attendance registration will begin at 9:00 a.m.

The Company has announced this invitation notice to attend the Annual General Meeting of Shareholders No.59, along with the Enclosure documents and proxy form, on the Company's website [www.srisawadfinance.com](http://www.srisawadfinance.com)

Yours sincerely,

*Doungchai Kaewbootta*

(Miss Doungchai Kaewbootta)

Corporate Secretary

**(Translation)**

**The Minute of the 58th Annual General Meeting of Shareholders**  
**Srisawad Capital 1969 Public Company Limited**  
**Broadcasted from the Auditorium , on the 3rd Floor, Srisawad Building**  
**No. 99/392 Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok 10210**  
**Friday, April 21, 2023**

The Meeting started at 10:00 hours in the morning.

List of 8 directors of total 8 directors who attended the meeting in the meeting room represented 100% as follows:

- |                                  |   |
|----------------------------------|---|
| 1. Mr.Pinit Puapan               | Chairman  |
| 2. Mr.Wichit Phayuhanaveechai    | Director and Chief Executive Officer  |
| 3. Mr. Kriengchai Tanwanon       | Independent Director, Chairman of Audit Committee   |
| 4. Miss Doungchai Kaewbootta     | Director  |
| 5. Mrs. Wanaporn Pornkitipong    | Director  |
| 6. Miss Nanthida Pattanasakpinyo | Independent Director/Audit Committee/ member of<br>Nomination and Remuneration Committee    |
| 7. Mrs. Duangjai Lorlertwit      | Independent Director/ Audit Committee/ Chairman of<br>Nomination and Remuneration Committee |
| 8. Mr. Poonpat Sripleng          | Independent Director/Chairman of Risk Management<br>Committee                               |

Attendants:

- |                            |  |
|----------------------------|--|
| 1. Mr. Norravit Taesukawat | The person taking the highest responsibility in accounting and finance                               |
| 2. Mr. Paiboon Tankoon     | Independent Auditor of PricewaterhouseCoopers ABAS Company Limited<br>(attended via electronic mean) |

The Moderator, introduced the Board of Directors and executives of the Company and informed the essential information to the shareholders as follows.

1. The Notice of the Meeting had been sent to shareholders more than 21 days prior to the date of the Meeting. The Company had 6,613 shareholders holding a total of 1,301,247,241 shares. As at the commencement of the meeting, there were 3 shareholders holding 77,250,000 shares, attending in person, there were 30 proxies holding 1,127,942,489 shares, in total, attending the meeting. Totally,

there were 33 shareholders and proxies holding 1,205,192,498 shares or 92.62 percent of Company's paid-up shares attending the meeting. The quorum was formed according to Item 34 of the Articles of Association, which states that there shall be no less than 25 shareholders and proxies or no less than a half of all shareholders, in total, attending at a shareholder meeting; and the shares held by the shareholders and proxies attending a meeting must be at least one-third of the total number of all the salable shares of the Company. At the end of the Meeting, there were 3 shareholders holding 77,250,000 shares and 30 proxies holding 1,127,942,498 shares attending the meeting. Totally, there were 33 shareholders and proxies holding 1,205,192,498 shares or 92.62 percent of Company's paid-up shares attending the meeting.

2. Once the Meeting had already considered all the fixed agendas, according to Section 105 Paragraph 2 of the Public Limited Companies Act B.E.2535 (A.D. 1992), shareholders no less than one-third of the total salable shares or no less than 650,623,621 shares may request the quorum to consider matters other than those indicated in the notice for the Meeting.
3. The Company allowed shareholders to propose agendas of the Meeting and to nominate directors for appointment in the Meeting from 1<sup>st</sup> November 2022 to 30<sup>th</sup> December 2022. The Company had posted the related instructions and documents in the website of the Company and had also disclosed such news in the system of the Stock Exchange of Thailand since 1<sup>st</sup> November 2022. However, in the Meeting, the Company did not receive any proposal of a new agenda or a nominee for the director position from any shareholder.
4. For casting the vote during the e-meeting, shareholders may cast their vote in each agenda item by selecting "approve", "disapprove", or "abstain from voting" during each agenda. If shareholders do not cast vote in any agenda item, the system will automatically count your vote as "approve" and cannot change the vote. For those acting as proxies to the shareholders who have already indicated their votes for each agenda item in the proxy statement, the Company will tally the votes from the proxy statements in advance after registration. After concluding on the resolution for each agenda item, and after the vote counts have been tallied, the Company will notify of the results right away.
5. For each of the agenda item, shareholders or proxies may ask questions by chat's popup, click and type your question. If Shareholder have problem in the E-Meeting system, inquiries technical, please contact OJ International Co., Ltd. at the telephone numbers as informed by email sent to shareholders.

According to Item 36 of the Regulations of the Company prescribes, “the Chairperson of the Board of Directors is the president of a shareholder meeting. In case where the Chairperson is not present at a meeting or cannot perform the duties and if there is Vice Chairperson, the Vice Chairperson shall preside over the meeting; but if there is no Vice Chairperson or the Vice Chairperson cannot perform duties, the quorum of the shareholder meeting can appoint any shareholder to preside over the meeting.”

Mr. Pinit Puapan, Chairman, Chairman of the Meeting welcomed all shareholders and then proceed the Meeting according to the agenda as follows:

**Agenda 1: To adopt the Minutes of The Extraordinary General Meeting of Shareholders No.1/2022 held on 23 June 2022**

Chairman assigned Mr. Wichit Phayuhanaveechai, Director and Chief Executive Officer, to report to the quorum. The Director and Chief Executive Officer informed the quorum that the Minutes of The Extraordinary General Meeting of Shareholders No.1/2022 held on 23 June 2022. The Company prepared and disclosed the Minute of the Meeting on the website of the Company, [www.srisawadfinance.com](http://www.srisawadfinance.com), since 4 July 2022. The details of the aforementioned Minute were in Enclosure 1 to the notice of this Meeting. The Board of Directors recommended shareholders to consider and approve the mentioned Meeting Minute.

The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

The Meeting considered and adopted The Extraordinary General Meeting of Shareholders No.1/2022 held on 23 June 2022 as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

**Agenda 2: To acknowledge the result of operations and the Annual Report of the Company**

Chairman assigned Mr. Wichit Phayuhanaveechai, the Director and Chief Executive Officer, to report the business performances and Annual Report of Year 2022, which had been enclosed to the notice of the Meeting. The Company had also posted information on the website of the Company, [www.srisawadfinance.com](http://www.srisawadfinance.com), since 29<sup>th</sup> March 2023. Key information can be summarized as follows.

Unit: Million Baht

Performance	2022	2021	2020
Interest and Dividend Revenue	3,073.46	1,417.39	3,424.5
Interest Expense	(394.67)	(62.33)	(221.05)
Net Profit	1,136.99	913.18	1,567.2
Net Profit per Share (Baht)	0.84	1.66	2.84

In 2022, the Company returned the finance business license to MOC and change the Company's business to Personal Loans under stipulated by BOT and new motorcycle hire purchase business. These made the interest income grew 117%, meanwhile, interest expenses rose 533% from the inability to receive deposits any longer due to the return of the finance business license and made the year 2022's profit amounted 1,137 Million Baht. However, from the Extraordinary General Meeting of Shareholders No. 1/2022, had the resolution to approve the entire business transfer of Srisawad Capital Company Limited, in which the Company had completed the business transfer and Srisawad Capital Company Limited is in the process of liquidation.

For anti-corruption and whistle blowing policy, the Company had announced these policies, and governed internal operation, employee, partners, vendors and suppliers to concern with these policies.

The Board of Directors recommended shareholders to consider and acknowledge the business performance and Annual Report of the Company, which were made by the Board. This agenda was for acknowledgment; thus, there was no voting.

**Agenda 3: To approve the Financial Statements of the Company as at 31 December 2022 audited by the independent auditor**

Chairman assigned Mr. Wichit Phayuhanaveechai, the Director and Chief Executive Officer, to report that the Financial Statements of the Company as at 31 December 2022 presented in the Annual Report Year 2022 had been considered by the Audit Committee and the Board of Directors and audited by the independent auditor.

The Board of Directors recommended shareholders to consider and the Financial Statements of the Company as at 31 December 2022 audited by the independent auditor. An approval of the financial statements is pursuant to Section 112 of the Public Company Limited Act B.E.2535

Chairman encouraged shareholders to inquire matters for this agenda. Shareholders did not propose any inquires then Chairman proposed the Meeting to vote. The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

The Meeting considered and approved the Financial Statements of the Company as at 31 December 2022 audited by the independent auditor as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

**Agenda 4: To approve to appropriate for legal reserve and the dividend payment**

Chairman assigned Mr. Wichit Phayuhanaveechai, the Director and Chief Executive Officer, to present that The Company had net profit for in year 2022 for the amount of 394,789,905 Baht without accumulated loss. According to Article 45 of the Articles of Association, the Company has to appropriate at least 5 percent of net profit less the accumulated loss brought forward (if any) as the Statutory Reserve until the Statutory Reserve reaches an amount not less than 10 percent of the registered capital of the Company as of 31 December 2022, the Company had the registered capital for the amount of 6,506,236,215 Baht then appropriate profit amounted 19,739,495 Baht for legal reserve. The Company could therefore consider making dividend payment to shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992), considered of The Company's capital adequacy and cash flow for the Company's business subject to economic conditions and financial position of the company. The Company will pay cash dividend of Baht 1.60 per share, however the Company had paid interim dividend at the ratio of 0.80 Baht per share, the Company shall pay the additional cash dividend at the ratio of 0.80 Baht per shares or additional dividend amounted Baht 1,041 million, totaled dividend Baht 2,082 million. The additional dividend will be paid tax at the rate specified by law amounted on 16 May 2023. The comparison and details of dividend payment as follows:

<b>The Appropriation of Net Profit</b>	<b>2022</b>	<b>2021</b>
Net Profit	394.79	913.18
For Legal reserve	19.74	33.72
Dividend Payment		

- Cash dividend	2,082	452.02
Dividend payment ratio (Baht)	1.60	0.82
Dividend Pay-out ratio	340.43%	49.50%

Chairman encouraged shareholders to inquire matters for this agenda. Shareholders did not propose any inquires then Chairman proposed the Meeting to vote. The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

The Meeting considered and approved the appropriation of net profit as legal reserve, and approved dividend payment as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

**Agenda 5: To approve the change of the share par value**

Chairman assigned Mr. Wichit Phayuhanaveechai, the Director and Chief Executive Officer, to present that The Board of Directors recommended shareholders to approve the change of the share par value from Baht 5 per share to Baht 1 per share, details as follows:

Detail	Unit	Present	New
Registered Capital	Baht	6,506,236,205	6,506,236,205
Paid-up Capital	Baht	6,506,236,205	6,506,236,205
Par Value	Baht per Share	5.00	1.00
Number of Share	Shares	1,301,247,241	6,506,236,205
Number of Paid-up Share	Shares	1,301,247,241	6,506,236,205

And proposed to approve the amendment of the Company's Memorandum of Association, Clause 4 in compliance with the change of the share par value as follows:

Clause 4: Registered Capital	6,506,236,205	Baht
Divided into	6,506,236,205	shares
Par Value	1.00	Baht



Divided into	
Ordinary share	6,506,236,205 shares
Preferred share	-- shares

The Board of Directors proposes to authorise the Company's Managing Director or persons delegated by the Managing Director to sign any applications or documents relating to the registration of the change to the Company's name, seal, objectives, Articles of Association, and Memorandum of Association, and to apply to the Department of Business Development, the Ministry of Commerce for the registration and amendment to the application or statements contained in documents to be filed with the Department of Business Development, the Ministry of Commerce, and take any necessary and relevant steps as deemed appropriate to comply with the laws, rules, regulations, and interpretation of relevant government agencies including advice or orders of the registrar or officials.

Chairman encouraged shareholders to inquire matters for this agenda. Shareholders did not propose any inquires then Chairman proposed the Meeting to vote. The resolution of this agenda item shall be passed by not less than three-fourth of the shareholders who attend the meeting and cast their votes.

The Meeting considered and approved the change of the share par value from Baht 5 per share to Baht 1 per share as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

**Agenda 6: To appoint the auditor and determine the auditing fee**

Chairman assigned Mr. Kriengchai Tanwanon, Chairman of Audit Committee, presented this agendum to the quorum that Article 120 of Pubic Company Limited Act B.E. 2535 (A.D. 1992) prescribes that the quorum of the annual shareholder meeting has to appoint account auditors and determine remunerations for them.

The Audit Committee had reviewed and checked the reliability and the impartiality with the Company and all the related individuals, and the capabilities of providing related services of account auditors for Year 2023; and deemed that it was necessary to suggest the Board of Directors to appoint Mr.

Paiboon Tankoon or Ms. Sinsiri Thangsombat or Mr. Boonrueng Lerdwiseswit, account auditors from Price Waterhouse Coopers ABAS Company Limited, who have been approved by Securities and Exchange Commission (SEC), Thailand, as the account auditor of the Company for the third year with fee for the year 2023 as follows.

Year	Account Audit Fee	Other Service	Licensed Account Auditor
2021	4.03	-	Price Waterhouse Coopers ABAS Company Limited 1. Mr. Paiboon Tankoon, or
2022	4.35	-	2. Ms. Sinsiri Thangsombat or 3. Mr. Boonrueng Lerdwiseswit

The Board of Directors recommends shareholders to consider and appoint Mr. Paiboon Tankoon or Ms. Sinsiri Thangsombat or Mr. Boonrueng Lerdwiseswit, certified public accountants of PricewaterhouseCoopers ABAS Company Limited, as the independent auditor of the Company for the year 2023. As consented by Audit Committee, the audit fee for the Company will be 3,693,000 Baht.

Chairman encouraged shareholders to inquire matters for this agenda. Shareholders did not propose any inquires then Chairman proposed the Meeting to vote. The resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes.

The Meeting considered and approved the appointment of the auditors and the audit fee mentioned as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

**Agenda 7: To appoint Directors**

Chairman assigned Mr. Wichit Phayuhanaveechai, the member of Nomination and Remuneration Committee, to present this agendum to the quorum.

The directors whose terms ended had left the meeting room during the consideration in accordance with the principles of good governance.

Mr. Wichit Phayuhanaveechai reported to the quorum that the Articles 17 of the Company's Articles of Association, in annual meeting, one-third of the directors shall vacate in proportion, in this Annual Shareholder Meeting, there were three directors whose terms ended, namely, Mr. Pinit Puapan, Mrs. Wanaporn Pornkitipong, and Mrs. Duangjai Lorlertwit. The Nomination and Remuneration Committee and the Board of Directors considered the suitability on the bases of knowledge, capabilities, experiences and expertise in various fields of the three directors, and suggested to the quorum to appoint the directors whose terms ended to hold the positions of directors again. In case where the three directors were appointed directors, they would resume their positions in sub-committees as well.

Mr. Wichit Phayuhanaveechai encouraged shareholders to make inquiries, but no shareholders did. Thus, the committee suggested the quorum to consider and appoint the director, individually, the resolution of this agenda item shall be passed by majority votes of the shareholders who attended the meeting and casted their votes as follows.

1. To consider and appoint Mr. Pinit Puapan, a retiring Director, (Non Authorized Director), to return to his office for another term.

The Meeting considered and appointed Mr. Pinit Puapan, a retiring Director, (Non Authorized Director), to return to his office for another term as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

2. To consider and appoint Mrs. Wanaporn Pornkitipong, a retiring Director (Authorized Director), to return to her office for another term.

The Meeting considered and appointed Mrs. Wanaporn Pornkitipong, a retiring Director (Authorized Director), to return to her office for another term as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

3. To consider and appoint Mrs. Duangjai Lorlertwit, a retiring Independent Director, (Non Authorized Director), to return to her office for another term.

The Meeting considered and appointed Mrs. Duangjai Lorlertwit, a retiring Director, (Non Authorized Director), to return to her office for another term as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

Afterwards, the appointed directors resume the Meeting.

**Agenda 8: To approve the Director remunerations**

Chairman assigned Mr. Wichit Phayuhanaveechai, to present this agendum to the quorum. The Nomination and Remuneration Director reported to the quorum that Articles 15 of the Company's Articles of Association, the annual meeting shall approve the directors remuneration, the Nomination and Remuneration Committee considered appropriateness of the Director remuneration by comparing with companies in the same business sector, in the same range of revenue and in the same range of market capitalization and the Board of Directors deemed that the following remunerations for directors for year 2023 should be presented to the quorum for approval.

Monthly Fee

Chairman

50,000 Baht

Vice Chairman	- Baht
Director	- Baht
Director who act as management	None

Attendance Fee

Title	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
Chairman	100,000	30,000	25,000	25,000
Independent Director	30,000	25,000	15,000	15,000

Other Remuneration None

Chairman encouraged shareholders to inquire matters for this agenda. Shareholders did not propose any inquires then Chairman proposed the Meeting to vote. The resolution of this agenda item shall be passed by two-third votes of the shareholders who attended the meeting and casted their votes.

The Meeting considered and approved the Director remunerations mentioned as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

**Agenda 9: To approve the amendment of Articles of Association**

Chairman assigned Mr. Wichit Phayuhanaveechai, to present this agendum to the quorum. The Board of Directors recommends shareholders to approve the amendment of Articles of Association related to the board of directors and shareholders meeting as follows:

Present Articles of Association	Amendment Articles of Association
Article 22. In summoning a meeting of the board of directors, the chairman of the board or the person designated shall send a notice summoning a meeting to directors not less than 7 days prior to the date of the meeting,	Article 22. In summoning a meeting of the board of directors, the chairman of the board or the person designated shall send a notice summoning a meeting to directors not less than 3 days prior to the date of the meeting, except in the case of necessity or

<p>except in the case of necessity or urgency for the propose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p> <p>Two or more directors may ask to convene a board of directors’ meeting, the chairman of the board shall fix the date of the meeting within fourteen days from the date of receipt of the request.</p>	<p>urgency for the propose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p> <p>The meeting of the board of directors or sub – committee’ s meeting can be conducted via teleconference through electronic means in accordance with rules, procedures and conditions as stipulated by the laws.</p> <p>Two or more directors may ask to convene a board of directors’ meeting, the chairman of the board shall fix the date of the meeting within fourteen days from the date of receipt of the request.</p>
<p>Article 33. In summoning a shareholders’ meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agendas and the 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 well as the board of directors’ opinions on such matters and send to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting.</p> <p>The notice calling for the meeting shall be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of meeting.</p>	<p>Article 33. In summoning a shareholders’ meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agendas and the 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 well as the board of directors’ opinions on such matters and send to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting.</p> <p>The notice calling for the meeting shall be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of meeting.</p> <p><b><i>The Company may announce the notice of the meeting via electronic means in accordance with the criteria prescribed by law instead.</i></b></p> <p>The board of directors may determine to hold the shareholders’ meeting via electronic means and it shall have the same effect as the meeting being held pursuant to a legally provided that such meeting shall be held in accordance with the rules, regulations, procedures and conditions as stipulated by the laws.</p>

Chairman encouraged shareholders to inquire matters for this agenda. Shareholders did not propose any inquires then Chairman proposed the Meeting to vote. The resolution of this agenda item shall be passed by not less than three-fourth of the shareholders who attend the meeting and cast their votes.

The Meeting considered and approved the amendment of the Articles of Association as following votes:

Resolutions	Votes	Percentages of the shareholders attending the Meeting and casting vote
Agree	1,205,192,498	100.00%
Disagree	-0-	0.00%
Abstain	-0-	0.00%
Void	-0-	0.00%

There were no further inquiries from shareholders. Chairman thanked shareholders for attending the Meeting. The Meeting then adjourned at 10.50 hours.

*-Pinit Puapan-*

(Mr. Pinit Puapan)

Chairman

*-Doungchai Kaewbootta-*

(Ms. Doungchai Kaewbootta)

Company Secretary

(F 53-4)

**Capital Increase Report Form**  
**Srisawad Capital 1969 Public Company Limited**  
**Date 28 February 2024**

Srisawad Capital 1969 Public Company Limited (“the Company”) would like to report of the resolution of the Board of Directors no. 1/2024 held on 28 February 2024 consequently in respect a capital increase/share allotment as follows:

**1. Capital decrease / Capital increase:**

The Board of Directors Meeting had the resolution to approve the increase of a registered capital of the Company as follows:

- Increase registered capital from Baht 6,506,236,205 to Baht 6,636,360,929 by means of issuance of 130,124,724 ordinary shares with a par value of Baht 1 each, totaling Baht 130,124,724.

**2. Allotment of new shares:**

**2.1 Specified use of proceeds**

Allotted to	Number (shares)	Ratio (old : new)	Sale price per share (Baht)	Subscription and payment period	Note
Existing shareholders	130,124,724	50:1	-		To reserve for stock dividend payment

Remark: By specifying the list of shareholders who are entitled to receive the dividend on 9 May 2024 and fix the date of dividend payment on 23 May 2024. However, the granting of such rights of the Company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required

**2.2 The Company’ plan in case where there is a fraction of shares remaining**

- In case that any shareholders hold the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.02 per share.

**3. Schedule for a shareholders’ meeting to approve the capital increase/allotment**



The Annual General Shareholders' Meeting of the year 2024 will be held on 29 April 2024 at 10.00 hrs. via electronic means broadcast from the Auditorium room, 99/392 Srisawad Building, 3rd Floor, Soi Chaeng Wattana 10, Intersection 3, Chaeng Wattana Road, Thung Song Hong Sub-district, Laksi District, Bangkok. The name of the shareholders entitling to attend at the Meeting shall be recorded on 13 March 2024.

**4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

4.1 The approval by the Annual General Shareholders' Meeting of the year 2024

4.2 The registration of the capital increase with the Ministry of Commerce and update all important documents which according to capital increasing.

4.3 The approval from the Stock Exchange of Thailand to list the new ordinary shares in the Stock Exchange of Thailand.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

To provide shareholders return in form of share dividend by issuing stock dividend instead of paying cash dividend.

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

6.1 To increase the Company's stock liquidity.

6.2 To retain the working capital for company's operation.

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

7.1 The Company has the dividend payment policy at least 40 percent of net profit subject to economic conditions and financial position of the company.

7.2 The shareholders who will be allocated the stock dividend are entitled to receive dividends in the future.

**8. Other detail necessary for shareholders to approve the capital increase/share allotment:**

- None -

**9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase of allotment of new shares:**

<b>No.</b>	<b>Procedures of the capital increase</b>	<b>Date/Month/Year</b>
1	The Board of Directors Meeting No.1/2024.	28 February 2024
2	Specifying the name list of shareholders who are eligible to attend the shareholders' meeting.	13 March 2024
3	Specifying the date for the Shareholders Annual General Meeting of the year 2024.	29 April 2024
4	Specifying the name list of Shareholders who are eligible to receive dividend.	9 May 2024
5	The date of dividend payment	23 May 2024


The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed \_\_\_\_\_

(Miss DOUNGCHAI KAEWBOOTTA , Mr. WICHIT PHAYUHANAVEECHAI)

Directors

## Profiles of the Retiring Directors Proposed for Reelection

<b>Name-Surname</b>	Miss Doungchai Kaewbootta	
<b>Position</b>	Director	
<b>Age</b>	44 years	
<b>Nationality</b>	Thai	
<b>Education</b>	Master , Computer Science De Paul, Chicago Bachelor of Art (Political Science), Kasetsart University	
<b>Training course for Directors</b>	- Directors Certification Program (DCP) Thai Institute of Directors Association	
<b>Number of Tenure held</b>	6 Years	
<b>Total length of time up to present</b>		
<b>Experience</b>	2017 – 2019	- Managing Director, Srisawad Finance PCL.
	2010 – present	- Authorized Director, Srisawad Corporation PCL.
	2016 – present	- Authorized Director , Srisawad Power 2014 Co., Ltd.
	2014 – present	- Authorized Director , S W P Asset Management Co., Ltd.
	2016 – present	- Authorized Director , Srisawad International Holding Co., Ltd.
<b>Director / Management position in other corporation</b>		
<b>• listed companies</b>	-Srisawad Corporation PCL.	
<b>• non – listed companies</b>	Srisawad Power 2014 Co., Ltd. S W P Asset Management Co., Ltd. Srisawad International Holding Co., Ltd. Fast Money Co., Ltd. SWP Services Co., Ltd. Anuchale Co., Ltd. Srisamarn Condotel Co., Ltd. Big Minh 2015 Co., Ltd. Srisawad International 2014 Co., Ltd. Big Minh 2014 Co., Ltd. I.D 2007 Co., Ltd. MeeBaan MeeRod Ngernsodtanjai Co., Ltd. Rojana Housing Co., Ltd. Srisawad Power Co., Ltd. Srisawad Group Co., Ltd. KBB Service Co., Ltd. Srisamarn Phetchabun Co., Ltd. I.D.Service 2007 Co., Ltd.	

<p>• rival companies / business related companies</p>	<p>Digital Me Co., Ltd. P Landing Co., Ltd. None</p>
<p>SCAP shareholding</p>	<p>None</p>
<p>Legal dispute in criminal cases (other than criminal cases with petty offences)</p>	<p>None</p>
<p>Meeting attendance in 2023</p>	<p>- 9 of 9 Board Meeting</p>
<p>Director Nomination Criteria</p>	<p>The Board has considered the Nomination and Remuneration Committee's recommendation and has agreed that Associate Miss DOUNGCHAI KAEWBOOTTA qualifies to be a director in accordance with the related laws and the company's Articles of Association and the approval of related regulating authorities and can provide opinions independently in accordance with related regulations.</p>
<p>Special Conflict of Interest</p>	<p>None</p>

### Profiles of the person nominated as a director

<b>Name – Surname</b> <b>Type of Director to be nominated</b> <b>Age</b> <b>Nationality</b>	Miss Nanthida Pattanasakpinyo Independent Director 39 years Thai	
<b>Education</b>	- BBA. of Accounting, Thammasat University	
<b>Number of Tenure held</b>	2 Term	
<b>Total length of time up to present</b>	4 Year	
<b>Experience</b>	2015 – present 2013 –2014 2008 – 2011	Certified Public Accountant Certified Public Accountant, PricewaterhouseCoopers Legal and Tax Consultants Ltd. Certified Public Accountant, PricewaterhouseCoopers ABAS Ltd.
<b>Director / Management position in other corporation</b>		
• listed companies • non-listed companies • rival companies/business related companies	None None None	
<b>SCAP shareholding</b>	None	
<b>Legal dispute in criminal cases (other than criminal cases with petty offences)</b>	None	
<b>Meeting attendance in 2023</b>	- 9 of 9 Board Meeting	
<b>Director Nomination Criteria</b>	The Board has considered the Nomination and Remuneration Committee’s recommendation and has agreed that Miss Nanthida Pattanasakpinyo qualifies to be an independent director in accordance with the related laws and the company’s Articles of Association and the approval of related regulating authorities and can provide opinions independently in accordance with related regulations.	
<b>Special Conflict of Interest</b>	None	

## Profiles of the person nominated as a director

<b>Name – Surname</b>	Mr. Wichit Phayuhanaveechai	
<b>Type of Director to be nominated</b>	Director/ Chief Executive Director (Authorized Director)	
<b>Age</b>	57 years	
<b>Nationality</b>	Thai	
<b>Education</b>	Master of Business Administration, University of California, Los Angeles (UCLA), USA Bachelor of Business Administration, Assumption University	
<b>Training course for Directors</b>	DAP Director Accreditation Program ปี 2020	
<b>Number of Tenure held</b>	1 term	
<b>Total length of time up to present</b>	1 year	
<b>Experience</b>	2023- Present 2019-2023 2014-2019	- Director/ CEO, Srisawad Capital 1969 Public Company Limited - CEO, Srisawad Capital Company Limited - Chief Executive Officer, Summit Capital Co., Ltd.
<b>Director / Management position in other corporation</b>		
- listed companies		Srisawad Corporation Public Company Limited
- non-listed companies		S Leasing Co., Ltd. Cathay Leasing Co., Ltd.
<b>SCAP shareholding</b>	5.76%	
<b>Legal dispute in criminal cases (other than criminal cases with petty offences)</b>	None	
<b>Meeting attendance in 2023</b>	- 9 of 9 Board Meeting (appointed in February 2023)	
<b>Director Nomination Criteria</b>	The Board has considered the Nomination and Remuneration Committee's recommendation and has agreed that Mr. Wichit Phayuhanaveechai qualifies to be an independent director in accordance with the related laws and the company's Articles of Association and the approval of related regulating authorities and can provide opinions independently in accordance with related regulations.	
<b>Special Conflict of Interest</b>	None	

### Details of Debentures to be Issued and Offered

Type	All types and forms of debentures, including subordinated or unsubordinated, with gradual or balloon repayment of principal, secured or unsecured, with or without debenture representative.
Currency	Thai Baht and/or other currencies by using exchange rate at each issuance period.
Objectives	For repayment borrowings, and/or for investment in receivables, and/or for the Company's business expansion and liquidity, and/or other purpose concerning with the Company and its subsidiaries' business.
Total Value	Not exceeding 30 billion Baht (or equivalent to, if in other currencies) at any point of time, which shall offer once or several times. The Company shall issue and offer additional debentures and/or to replace the matured debentures (revolving) within the 100 billion limit.
Interest Rate	Subject to the market situation and conditions at such time the debentures are issued and offered.
Term	Not exceed 270 days for short term debenture and not exceed 10 years for long term debenture. For perpetual bond, the term and conditions shall be further determined by the Company.
Offering Type	The debentures will be offered in Thailand and/or aboard, as a public offering and/or private placement and/or to institutional investors and/or high net worth investors. Such offering may be made in one time or several times.
Premature Redemption	Subject to the terms and conditions of each issuance.
Other Conditions	Limitations and conditions of debentures such as type or kind of each issuance debentures, par value, offering price, interest rate, appointment debenture holders representative, issued and offered procedure, allotment, premature and documents and registrations on such an issuance are determined by Board of Directors or the person designated by the Board

The Board of Directors and/or the person designated by the Board shall be entrusted with the authority to determine or amend the terms and conditions, and other details associated with each debenture issuance and offering, and to carry out all the necessary steps required by rules and regulations to complete the offering. To appoint financial advisors and underwriters, and enter into and execute related underwriting and placement agreements or any other relevant contracts, and to submit required documentations to the SEC and the SET, any other Government bodies or any individuals as necessary.

## Profile of the Independent Director for serving as proxy of shareholders

<b>Name-Surname</b>	Mr.Kriengchai Tanwanon	
<b>Position</b>	Chairman of Audit Committee, Independent Director	
<b>Nationality</b>	Thai	
<b>Age</b>	66 years	
<b>Address</b>	476 Chonnives 12, Ladyao, Chatujak, Bangkok 10900	
<b>Bfit Share Holding</b>	None	
<b>Tenure</b>	1 year	
<b>Education</b>	- Master of Business Administration, Kasetsart University	
<b>Training course for Directors</b>	-	
<b>Experience</b>	2016 – 2019 2013 – 2016	Regional Revenue Officer, Regional Revenue Office 6, Revenue Department Regional Revenue Officer, Regional Revenue Office 12, Revenue Department
<b>Director / Management position in other corporation</b>		
• listed companies	None	
• non – listed companies	DKK Device Co., Ltd.	
• rival companies / business related companies	None	
<b>Legal dispute in criminal cases (other than criminal cases with petty offences)</b>	None	
<b>Conflict of interest in relating considered agenda</b>	Have conflict of interest in the agenda related to director's remuneration	

## Type of relationship of Independent Director

Nature of relationship with the company, parent company, subsidiary, affiliate company, major shareholder, or controlling person of the Company at present or in the past 2 years.	
(1) Involve (d) in personnel management or serve (d) as advisor and receive (d) regular salary	None
(2) Provide (d) professional service	None
(3) Had significant business relationship	None



หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We  
อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ศรีสวัสดิ์ แคปปิตอล 1969 จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Srisawad Capital 1969 Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

holding the total amount of \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้  
Hereby appoint

(ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)  
(The shareholder may appoint an independent director of the Company to be the Proxy)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ มอบฉันทะให้แก่ นายเกรียงชัย รัตนวานนท์ (กรรมการอิสระ)  
or Appoint Mr. Kriengchai Tanwanon (Independent Director)

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปีครั้งที่ 59 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสดจาก ห้อง Auditorium ชั้น 3 อาคารศรีสวัสดิ์ เลขที่ 99/392 ซอยแจ้งวัฒนะ 10 แยก 3 ถนนแจ้งวัฒนะ หุ่นสองห้อง หลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them shall act as my/our proxy to attend and vote on my/our behalf at the 59<sup>th</sup> Annual General Meeting of the shareholders on Monday, 29 April 2024 at 10.00 Hours by broadcasting live from the Auditorium room, 3<sup>rd</sup> floor, 99/392 Srisawad Building, Chaeng Watthana Road, Thungsohong, Laksi, Bangkok 10210 or such other date, time and place as may be postponed or changed.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this Proxy Form to the meeting, even for shareholders who attend the meeting in person

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the Proxy to vote on my/our behalf in the meeting as follows:

วาระที่ 1                      พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 58 ซึ่งประชุมเมื่อวันที่ 21 เมษายน 2566  
Agenda No. 1              To adopt the Minutes of the Annual General Meeting of Shareholders No. 58 held on 21 April 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 2                      พิจารณารับทราบผลการดำเนินงานของบริษัทและรายงานประจำปีของคณะกรรมการ  
Agenda No. 2              To acknowledge the result of operations and the Annual Report of the Company

วาระนี้เป็นการพิจารณาเพื่อรับทราบ จึงไม่ต้องมีการลงมติ  
This agenda is for acknowledging only. No voting required.

วาระที่ 3                      พิจารณานุมัติงบการเงินของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว  
Agenda No. 3              To approve the Financial Statements of the Company as at 31 December 2023 audited by the independent auditor

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 4                      พิจารณานุมัติจัดสรรกำไร, และจ่ายเงินปันผล  
Agenda No. 4              To approve the appropriation for legal reserve and dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 5                      พิจารณานุมัติเพิ่มทุนจดทะเบียนและจัดสรรหุ้นเพิ่มทุน  
Agenda No. 5              To approve the capital increase and allocation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 6  
Agenda No. 6

พิจารณาอนุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน  
To approve the amendment of Memorandum of Association Clause 4 in compliance with capital increase

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 7  
Agenda No. 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าตอบแทน  
To appoint the auditor and determine the auditing fee

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 8  
Agenda No. 8

พิจารณาเลือกตั้งกรรมการ  
To Approve the director remunerations

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- การเลือกตั้งกรรมการทั้งหมด  
To appoint directors as a whole.
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- การเลือกตั้งกรรมการเป็นรายบุคคล  
To appoint each director individually.
- ก) นางสาวดวงใจ แก้วบุตรดา A) Ms. Doungchai Kaewbootta
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- ข) นางสาวนันทิดา พัฒนศักดิ์ภิญโญ B) Ms. Nanthida Pattanasakpinoyo
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- ค) นายวิชิต พยุหนาเวชชัย C) Mr. Wichit Phayuhanaveechai
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 9  
Agenda No. 9

พิจารณาอนุมัติค่าตอบแทนกรรมการ  
To approve the director remunerations

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 10  
Agenda No. 10

พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้  
To approve the issuance and offered the debentures

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as He/She may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any action undertaken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

กรุณาแนบสำเนาบัตรประชาชน  
พร้อมเซ็นรับรองสำเนาถูกต้อง  
Please enclose a certified copy of I.D. Card

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
(\_\_\_\_\_)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and vote on his/her behalf and all votes of a shareholder may not be split among more than one Proxy.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda of director appointment, it is applicable to appoint either nominated Directors as a whole or appoint each nominated Director individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
If there is any agenda considered in the meeting other than specified above, the Proxy may use the Annex to the Proxy form B attached to this notice.

**ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)  
Annex to the Proxy (Form B.)**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ศรีสวัสดิ์ แคปปิตอล 1969 จำกัด (มหาชน)  
The appointment of Proxy by a shareholder of Srisawad Capital 1969 Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 59 ในวันจันทร์ ที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสดจาก ห้อง Auditorium ชั้น 3 อาคารศรีสวัสดิ์ เลขที่ 99/392 ซอยแจ้งวัฒนะ 10 แยก 3 ถนนแจ้งวัฒนะ พุ่งสองห้อง หลักสี่ กรุงเทพมหานคร หรือที่พึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For the 59<sup>th</sup> Annual General Meeting of the Shareholders to be held on Monday, 29 April 2024 at 10.00 Hours by broadcasting live from the Auditorium room, 3<sup>rd</sup> floor, 99/392 Srisawad Building, Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok 10210 or any adjournment at any date, time and place thereof

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**Guidelines on How to Attend Annual General Meeting of Shareholders No. 59 via Electronic Means (E-meeting)  
and How to Attend the Meeting by Proxy**

The Company will convene Annual General Meeting of Shareholders No. 59 on 29 April 2024, at 10:00 a.m., which will be live broadcast from The Auditorium, 3rd Floor, Srisawad Building, 99/392 Soi Chaeng Watthana 10 Yaek 3 Chaeng Wattana Road, Thungsoyngkhong, Laksi, Bangkok 10210.

**1. For shareholders who want to attend the e-meeting by themselves**

1.1 Please complete the Registration Form to Attend the Annual General Meeting of Shareholders (AGM) via Electronic Means (E-Meeting) attached to these guidelines. Please clearly provide your email address and mobile phone number used for the registration and attach the following identification documents to confirm your attendance.

■ For individual shareholders

A copy of a valid identification document issued by a competent authority, such as your national identification card, civil servant card, driver's license, or passport, and supporting documents in the case of any name or surname change.

■ For juristic person shareholders

Proxy Form A or Proxy Form B, duly completed and signed by authorized directors, and the supporting documents as indicated in the "Supporting Documents for Proxies" section.

Shareholders must submit the Registration Form to Attend the Annual General Meeting of Shareholders (AGM) via Electronic Means (E-Meeting) and the identification documents to the Company by 25 April 2024 (by post) and 26 April 2024 (by email) to the following addresses:

by e-mail to: [Arthit.N@srisawadcapital.co.th](mailto:Arthit.N@srisawadcapital.co.th) **or**

by post to: Company Secretary

Srisawad Capital 1969 Public Company Limited

6th Floor, Srisawad Building, 99/392 Soi Chaeng Watthana 10 Yaek 3

Chaeng Wattana Road, Thungsoyngkhong, Laksi, Bangkok 10210

- 1.2 When the Company has received the registration form and identification documents as prescribed in Clause 1.1, the Company will examine the documents to confirm the meeting attendance. Once the examination is completed, the Company will send the username and password, and the Weblink to attend the e-meeting. Please refrain from sharing your username and password with others. If your username and password are lost, or if you have not received them by 26 April 2024, please contact the Company immediately.
- 1.3 The Company will send details, including your username and password, along with the manual for using the e-meeting system to your email. Please study the manual for using the e-meeting system thoroughly.
- 1.4 On the date of Annual General Meeting of Shareholders No. 59, the Company will allow shareholders and proxies to register their attendance in the e-meeting from 9:00 a.m. However, the live broadcast will begin at 10:00 a.m.
- 1.5 For casting the vote during the e-meeting, you may cast your vote in each agenda item by selecting "approve", "disapprove", or "abstain from voting". If you do not cast your vote in any agenda item, the system will automatically count your vote as "approve".
- 1.6 If you encounter any technical problems in using the e-meeting system before or during the meeting, please contact Quidlab Company Limited, the service provider of the Company's e-meeting system. The Company will provide contact information of Quidlab Company Limited in the email that the Company sends username and password to you.

## 2. For shareholders who want to attend the e-meeting by proxy

Shareholders who cannot attend the e-meeting by themselves may consider authorizing another person, or the following independent director of the Company, as their proxy, to attend and vote on their behalf.

- **Mr. Kriengchai Tanwanon**, Independent Director  
Srisawad Capital 1969 Public Company Limited  
6th Floor, Srisawad Building 99/392 Soi Chaeng Watthana 10 Yaek 3  
Chaeng Wattana Road, Thungsonghong, Laksi, Bangkok 10210

This independent director has no special interest in any agenda item proposed for Annual General Meeting of Shareholders No.59. Please complete and sign the proxy. You may use Proxy Form B (Enclosure No. 7). If you would prefer Proxy Form A or Proxy Form C, please download it from the Company's website, [www.srisawadcapital.co.th](http://www.srisawadcapital.co.th), and send the proxy and supporting documents to the Company by 25 April 2024 (by post) and 26 April 2024 (by email) to the following addresses:

- by email to: [Arthit.N@srisawadcapital.co.th](mailto:Arthit.N@srisawadcapital.co.th) **or**
- by post to: Company Secretary  
Srisawad Capital 1969 Public Company Limited  
6th Floor, Srisawad Building, 99/392 Soi Chaeng Watthana 10 Yaek 3  
Chaeng Wattana Road, Thungsonghong, Laksi, Bangkok 10210

### Supporting documents for proxy

- For individual shareholders
  - 1) Either Proxy Form A or Proxy Form B, duly completed and signed by the proxy grantor and the proxy;
  - 2) Certified copy of the shareholder's identification document issued by a competent authority; **and**
  - 3) Certified copy of the proxy's identification document issued by a competent authority.
- For juristic person shareholders
  - 1) Either Proxy Form A or Proxy Form B duly completed and signed by the representative (director) of the juristic person, as the proxy grantor and the proxy;
  - 2) Copy of the juristic person's registration certificate certified by the representative (director) of the juristic person, and the certificate must contain a statement indicating that the representative signing the proxy is authorized to act on behalf of the juristic person, which is a shareholder;
  - 3) Certified copy of the identification document of the representative (director) of the juristic person, who is the proxy grantor, that is issued by a competent authority; **and**
  - 4) Certified copy of the proxy's identification document issued by a competent authority.
- For a foreign investor as a shareholder, and a custodian in Thailand is appointed as a depositary
  - 1) Either Proxy Form A, Proxy Form B, or Proxy Form C duly completed and signed by the proxy grantor and the proxy;
  - 2) Copies of the same set of supporting documents as those to be prepared by a juristic person shareholder, and the following additional documents:
    - 2.1) The power of attorney from the shareholder authorizing the custodian to sign the proxy on his or her behalf;
    - 2.2) Certificate certifying that the person signing the proxy is licensed to engage in the custodian business; **and**



3) Certified copy of the proxy's identification document as issued by a competent authority.

**3. Shareholders who have questions regarding the agenda items to be considered at the e-meeting may send them via the following methods.**

3.1 During the e-meeting, shareholders present may submit their questions or comments through the e-meeting system.

3.2 Shareholders may submit their questions in advance to the Company before the e-meeting date to the following addresses.

by email to: [Arthit.N@srisawadcapital.co.th](mailto:Arthit.N@srisawadcapital.co.th) **or**

by post to: Company Secretary

Srisawad Capital 1969 Public Company Limited

6th Floor, Srisawad Building, 99/392 Soi Chaeng Watthana 10 Yaek 3

Chaeng Wattana Road, Thungsoyong, Laksi, Bangkok 10210

แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting)

Registration Form for Attending the Annual General Meeting of Shareholders No. 59 via Electronic Means (E-meeting)

วันที่ .....เดือน.....พ.ศ. ....

Date Month Year

ข้าพเจ้า..... สัญชาติ.....

I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Address Road Tambon/Khweng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphoe/Khet Province Post code

อีเมล..... โทรศัพท์.....

E-mail Tel.

เป็นผู้ถือหุ้นของ บริษัท ศรีสวัสดิ์ แคปิตอล 1969 จำกัด (มหาชน) ("บริษัท") โดยถือหุ้น

As a shareholder of Srisawad Capital 1969 Public Company Limited (the "Company") holding

จำนวนรวมทั้งสิ้น.....หุ้น

A total of shares

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปีครั้งที่ 59 ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. กรุณาส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ชื่อผู้ใช้ (Username) และรหัสของผู้ใช้ (Password) มายังอีเมล (e-mail) ของข้าพเจ้าดังที่ระบุข้างต้น

I hereby confirm to attend the meeting and cast the votes at Annual General Meeting of Shareholders No. 59 via electronic means (E-Meeting) on Monday, April 29, 2024 at 10:00 a.m. Please send a weblink for attending the E-meeting, Username and Password to my email as specified above.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

หมายเหตุ: โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ที่กรอกเรียบร้อยแล้วพร้อมแนบเอกสารยืนยันตัวตนเพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุมให้แก่บริษัท ภายในวันที่ 25 เมษายน 2567 (กรณีส่งเอกสารทางไปรษณีย์) และภายในวันที่ 26 เมษายน 2567 (กรณีส่งเอกสารทางอีเมล (e-mail)) ผ่านช่องทางดังต่อไปนี้

- ช่องทางอีเมล (e-mail): [Arthit.N@srisawadcapital.co.th](mailto:Arthit.N@srisawadcapital.co.th) หรือ

- ช่องทางไปรษณีย์ ที่

เลขานุการบริษัท บริษัท ศรีสวัสดิ์ แคปิตอล 1969 จำกัด (มหาชน)

ชั้น 6 อาคารศรีสวัสดิ์ เลขที่ 99/392 ซอยแจ้งวัฒนะ 10 แยก 3 ถนนแจ้งวัฒนะ

แขวงทุ่งสองห้อง เขตหลักสี่ กทม. 10210

Remarks: Kindly send completely filled registration form for attending the Annual General Meeting of Shareholders via electronic means (E-Meeting) and attach identification documents for inspection to the Company within April 25, 2024 (by post) or within April 26, 2024 (by email) via following channels:

- Email : [Arthit.N@srisawadcapital.co.th](mailto:Arthit.N@srisawadcapital.co.th) or
- Post: Company Secretary, Srisawad Capital 1969 Public Company Limited

6<sup>th</sup> floor, Srisawad Building, 99/392 Chaengwattana Road,

Thungsonghong, Laksi, Bangkok 10210

Company's Articles of Association relating to  
the Meeting of Shareholders

Chapter 4  
Shareholders Meeting

Article 31. The General Meeting of Shareholders shall be held at the local place in which the head office of the Company is situated or any province nearby or other places to be fixed by the Board of Directors.

Article 32. The Board of Directors shall hold a General Meeting of Shareholders at least once a year within four (4) months from the end of the fiscal year of the Company. Such Meeting is called an Annual General Meeting. All other Meeting of Shareholders apart from the above mentioned shall be called an Extraordinary General Meetings.

The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever it thinks fit or whenever the Shareholders holding altogether not less than one-fifth of all issued shares or not less than twenty five (25) shareholders holding altogether not less than one-tenth of all issued shares make a requisition in writing to the Board of Directors to summon an Extraordinary General Meeting by clearly specifying therein a reason of such requisition. The Board of Directors shall summon a Shareholders' Meeting within one (1) month from the date of the Shareholders' request is received.

Article 33. 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 well as the Board of Directors' opinions on such matters and send to the Shareholders and the Registrar not less than seven (7) days prior to the date of the Meeting.

The notice calling for the meeting shall be published in a newspaper for three (3) consecutive days not less than three (3) days prior to the date of Meeting.

The board of directors may determine to hold the shareholders' meeting via electronic means and it shall have the same effect as the meeting being held pursuant to a legally provided that such meeting shall be held in accordance with the rules, regulations, procedures and conditions as stipulated by the laws.

Article 34. At the Shareholders' Meeting, there shall be not less than twenty-five(25) Shareholders and/or the Shareholders' Proxies (if any) or not less than half of the total number of Shareholders in either case holding altogether not less than one-third (1/3) of the total issued shares attending 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, the number of Shareholders attending the Meeting does not constitute the quorum, 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 and a notice summoning the meeting shall be sent to the Shareholders not less than seven (7) days before the Meeting and at such subsequent Meeting, no quorum shall be necessary.

Article 35. At the Shareholders' Meeting, any Shareholders may vote by Proxy.

The power given to such Proxy shall be in writing signed by the Shareholders according to the Form specified by the Public Limited Company's Registrar and shall contain the following particulars:

- (a) The number of shares held by the Shareholders.
- (b) The name of Proxy.
- (c) The Meeting or Meeting for which the Proxy is appointed to attend the Meeting and vote.

The instrument appointing a Proxy must be submitted to the Chairman of the Board of Directors or the person who is assigned by the Chairman before attending the Meeting.

Article 36. The Chairman of the Board of Directors shall be the Chairman of Shareholders' Meeting. If the Chairman of the Board of Directors is not present at a Meeting or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the Meeting. If there is no Vice-Chairman or there is a Vice-Chairman but he cannot perform his duty, the Shareholders present at the Meeting shall elect one Shareholder to be the Chairman of the Meeting.

Article 37. At every General Meeting of Shareholders, each Shareholders shall have a number of votes equal to one vote per one share.

A Shareholder who has an interest in any matter shall not be entitled to vote on such matter except to vote for the appointment of the Directors.

The resolution of the Shareholders' Meeting shall be adopted by a majority of the votes of the Shareholders who are present and casting their vote except resolutions on the following matters which shall be adopted by the votes of not less than three-fourth (3/4) of the total votes of Shareholders who are present and are entitled to 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 transfer of business of another Public Company or Private Company to the 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 business with other persons for the purpose of sharing profit and loss.