



## **CPL Group Public Company Limited**

### **Invitation to 2021 Annual General Meeting of Shareholders**

**(E-AGM Only)**

**April 28, 2021 at 14.00 hrs.**

**The registration will begin at 12.00 hrs.**

**at Meeting Room, 3 Floor, CPL Group Public Company Limited**

**No. 700 Moo.6 Sukhumvit Road, Bangpoo-Mai,**

**Muang, Samutprakarn 10280**

March 31, 2021

Subject: Invitation to the Annual General Meeting of Shareholders 2021 by Teleconference  
using Electronic Device (E-AGM).

To: All Shareholders.

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholder held on April 24, 2020 (Documents accompanying Agenda Item 1)
2. The One Report 2020, together with the Financial Statement of the company for the financial year ended December 31, 2020 (Documents accompanying Agenda Item 2 – 3) via QR Code
3. Profiles of candidates nominated for election as directors of the Company (Documents accompanying Agenda Item 5)
4. Profiles of the proposed Auditors for the year 2021. (Documents accompanying Agenda Item 7)

Documents accompanying the Meeting

5. Notification of Meeting (Please see the separate document)
6. Registration documents, registration and meeting processes and voting procedures and vote counting.
7. Proxy Form A. B. and C.
8. Profiles of independent directors to serve as proxy of the shareholder and qualification of Independent Directors.
9. Articles of Association of the Company concerning shareholder's meeting.

The Board of Director of CPL Group Public Company Limited has resolved that the Annual General shareholders' Meeting for the year 2021 will be held on April 28, 2021, 14.00 hrs. through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, live from at CPL Group Public Company Limited Meeting Room 3<sup>rd</sup>Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Mueang, Samutprakarn 10280, Thailand. Please find the agenda as follows:

**Agenda 1 : To consider and adopt the Minute of the General Meeting of Shareholders 2020.**

**Facts and Rationale:**

The company had prepared Minutes of the Annual General Meeting of shareholders 2020 held on April 24, 2020. The meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders as enclosed. (In Enclosure 1)

**Opinion of the Board:**

After due consideration, the Board of Directors was of the view that the Minutes were accurately and completely recorded and deemed it appropriate to propose that the shareholders meeting endorse Minutes of the Annual General Meeting of Shareholders 2020 which was convened on April 24, 2020 as proposed, in all respects.

**Voting Rule:**

The resolution for this agenda requires by the majority of votes of shareholders attending the meeting and authorized for voting.

**Agenda 2 : To acknowledge the Company's Business Performance of 2020.**

**Facts and Rationale:**

The Operation results of the company for the year 2020 as reported in the annual report shall be distributed as attachment.

### Opinion of the Board:

To acknowledge the operation results for the previous year.

### Voting Rule:

This agenda requires no vote of shareholders.

### **Agenda 3 : To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2020.**

#### **Facts and Rationale:**

According to the Public Limited Companies Act 1992 (including amendments), Section 112 and Article 29 of the Company's Articles of Association, the company is required to prepare a company performance report and prepare a balance sheet and profit and loss from the previous year to propose to the shareholders' meeting for consideration and approval.

#### **Opinion of the Board:**

It is deemed appropriate to propose to the Annual General Meeting of Shareholders approved the statement of financial position and income statement as at 31 December 2020, which the Company's certified public accountant has audited and certified and has been reviewed by the Audit Committee as detailed in Enclosure 2.

The summary of the consolidated financial statements compared with the previous year.

Description	Baht	
	2020	2019
Total assets	2,132,410,521.54	2,231,110,697.50
Total liability	1,196,582,810.01	1,316,371,020.70
Shareholder equity	935,827,705.53	914,739,676.80
Total revenue	1,593,545,715.90	2,430,098,909.62
Net profit (Loss)	18,869,622.12	(163,886,756.28)
Earnings (Loss) per shares	0.04	(0.37)

### Voting Rule:

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

### **Agenda 4 : To consider and approve the allocation or annual profit year 2020 and dividend payment.**

#### **Facts and Rationale:**

In accordance with Section 116 of the Public Limited Companies Act 1992 (as well as amended) and according to Article 36 of the Company's Articles of Association, the Company must allocate a portion of the annual net profit as a reserve. not less than 5% of the annual net profit deducted by the accumulated loss brought forward (if any) until this reserve is not less than 10% of the registered capital. The company has a policy to pay dividends from its annual performance at the rate of 60% of the annual net profit after tax and after deducting all kinds of reserves as required by law and as required by regulations. The Board of Directors will consider the dividend payment to the shareholders and the payment of dividends. It must not significantly affect the normal operation however the company may pay less dividends than the policy stipulated above. This depends on the financial status, liquidity and need for working capital or expansion future business according to the Board of Directors, shareholders deems appropriate to propose a dividend payment at the annual general meeting next year from the operation year.

Description / Year Paid	2018	2019	2020
1. Amount of Shares (Million share)	439.84	439.84	439.84
2. Net Profit (Loss) (Million baht )	11.98	(163.89)	18.87
3 Profit (Loss) per shares	0.03	(0.37)	0.04
4. Total Dividend Payment per shares	0.02	-	0.02

### Opinion of the Board:

From the company's performance for the year 2020, the company has a net profit of 18.87 million baht, the Board considered and agreed to propose to the 2020 Annual General Meeting of Shareholders to approve the dividend payment for the year 2020 at the rate of 0.02 per share. Baht (before income tax), totaling 8,796,885.68 baht or 46.62%

In this regard, a dividend of 0.02 baht per share will pay the net profit of the business subject to corporate income tax at a rate of 20%. Individual shareholders can apply for tax credit from annual dividend payments at the rate of 20/80 of the dividends received. The Board of Directors set the record date for the shareholders' names to receive dividends on March 10, 2021 and the annual dividend payment is scheduled on May 10, 2021. However, the right to pay the annual dividend. Uncertainty remains until shareholder approval is obtained at the 2021 Annual General Meeting of Shareholders.

### Voting Rule:

The resolution for this agenda requires by a majority vote of the shareholders attending the meeting and authorized for voting.

### Agenda 5 : To consider and approve the appointment of the directors to replace those who will retire by rotation in 2021.

### Facts and Rationale:

The Public Limited Company Regulations 2535 and Article 13 requires that in every Annual General Meeting. In one third of the directors shall retire from office if the number of directors to be divided into three parts, not exactly. Then the number nearest to one third of the Directors must retire in the first year and second year after company registration. Directors who retire by rotation may be re-elected to a new position.

At present the company has 9 directors. Therefore, 3 directors have to retire by rotation this year with the names as follow:

Name	Position
1.Mr. Suwatchai Wongcharoensin	Director, Chair of the Board
2.Mr. Puvasith Wongcharoensin	Director, Executive Director, Chief Executive Officer
3.Dr. Mongkol Laowarapong	Audit Committee Member, Independent Director Chair of Nomination and Remuneration committee

The company announced the news on the website of The Stock Exchange of Thailand and the company invites shareholders to nominate individuals that have qualified from November 16, 2020 until January 15, 2021 to be elected as directors. However, there was no shareholder nominating any person to be elected as directors of the Company. The Nomination and Remuneration Committee considered the suitability of the person who deserves to be appointed as the Company's director considering important criteria such as the absence of prohibited qualifications in the position of director of the Company according to the Public Company Limited Act, 1992, morality, knowledge, competence, expertise, experience and suitability in diversity of qualifications of company directors as a whole the Nomination and Remuneration Committee there was an opinion suggesting to reappoint the directors who retired by rotation to serve as directors of the Company for another term.

### **Opinion of the Board:**

Board of Directors (The directors with interests did not participate in the consideration) considered the opinion of the Board Nomination and remuneration for the suitability and maximum benefit of the company. There was of the opinion that the directors who retired by rotation have all the qualifications and do not have any prohibited characteristics as prescribed by the law. And is a qualified person with knowledge, ability and experience in various businesses including the affairs of the Company whereby persons nominated for appointment as independent directors are able to express their opinions independently. In accordance with the relevant guidelines Moreover, the persons nominated for this time have gone through a scrutiny process or careful consideration of the Board of Directors, and therefore recommends that the shareholders approve the appointment of the directors who retire by rotation upon return serving as a director of the company for another term.

For Dr. Mongkol Laoworaphong having served as an independent director of the Company for more than 9 years, the Board of Directors has considered the suitability, qualifications and experience of him. He has suitable qualifications and has sufficient experience in performing duties as an independent director. The profiles of persons nominated for appointment as directors of the Company as shown in the documents for consideration of Agenda 5 and the qualifications of the Company's independent directors which are higher than the minimum requirements of the Board of the Securities and Exchange Commission and the Stock Exchange of Thailand as shown in Enclosure 8.

### **Voting Rule:**

The resolution for this agenda requires by the majority of votes of the shareholders attend the meeting and authorized for voting.

### **Agenda 6 : To consider and approve the remuneration of the Company Board of director's for the year 2021.**

#### **Facts and Rationale:**

According to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as The shareholders' meeting will consider which may be defined as a certain amount or placed as a basis and will be scheduled from time to time or will be effective forever until there is a change, and in addition, allowances and benefits according to the company regulations

Nomination and Remuneration Committee has considered and proposed the criteria for determining the remuneration of directors from the operating results performance and responsibility of directors by comparing with reference to businesses in the same category as the company or similar. Which the company has paid

remuneration to the directors in the form of compensation, meeting allowance and director bonus with the following payment policies:

Data for Consider	2020	2021
1. Board of Director / Sub Committee		
1.1 Monthly	20,000.- THB	20,000.- THB
1.2 Meeting Attendance		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
2. Total Remuneration	Not exceed 6 MB	Not exceed 6 MB
3. Actual Paid	4.88 MB	-

### Opinion of the Board:

Agreed to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the directors' remuneration for the year 2021 as meeting fees and directors' bonus with a total amount not exceeding 6 million baht, which is the same rate from the previous year. If any director who are the Company's employee will receive monthly remuneration excluded the remuneration as an employee of the company.

### Voting Rule:

The resolution for this agenda requires two – third of votes of the shareholders attending the meeting and authorized for voting.

### Agenda 7: To consider the appointment of the auditor and the audit fee for year 2021.

**Facts and Rationale:** In compliance with Section 120 of the Public Company Act B.E. 1992 which specify that the Shareholder's Meeting shall appoint the auditor and fix the auditor's remuneration annually and the same auditor of the past years could be appointed again. In this regard, the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2 2018 Re: Rules, Conditions and Procedures for Disclosure of Financial Position Information And the performance of the company issuing securities, effective from January 1, 2019, requires the company to arrange the rotation of auditors in case any auditor has performed the duty of reviewing, auditing or demonstrating until 7 periods have been completed. Accounts, whether they are contagious or not The company may appoint that auditor to be the Company's auditor after at least 5 consecutive fiscal years.

### Opinion of the Board:

Agreed on the proposal of the Audit Committee to select CWWP Company Limited as the Company's auditing firm. Knowledgeable and experience in performing audit work by performing duties within the scope of authority The Auditor has always given good advice and suggestions to the company including having a good performance which is satisfactory qualifications not contrary to the relevant rules, announcements and regulations by a company that is an audit firm and the auditor

1. Appoint an auditor from CWWP Company Limited to be the Company's auditor in the year 2021 with the list of auditors as follows:

Name	Certified Public Accountant	Number of Year audit for the company
1. Ms. Wanraya Puttasatien	4387	1 (2020)
2. Ms. Waraporn Intaraprasit	7881	-
3. Ms. Chonthicha Lertwilai	12258	-



2. Approve Auditor fee for year 2021 amount of 1,640,000 baht.

Audit Fee for year 2021 as detail below

Description	2019	2020	2021
Auditor Fee	950,000	950,000	920,000
Review quarter statement	660,000	720,000	600,000
Review cash flows statement	60,000	60,000	60,000
English Statement	60,000	60,000	60,000
	1,730,000	1,790,000	1,640,000

**Voting Rule:**

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

**Agenda 8 : Any other business (if any).**

**Shareholders Information**

1. The company has set the names of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) on March 10, 2021 in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535.

2. The Company has invited shareholders who wish to propose matters for the Board of Directors to consider including the agenda of the 2021 Annual General Meeting of Shareholders or to propose qualified persons to be considered as the Company's directors. Shareholders can send such wishes to the company at least 3 months prior to the general meeting of shareholders in accordance with the good corporate governance principles of the Stock Exchange of Thailand, i.e. from 15 November 2020 to 15 January 2021 by: Offers must comply with the Company's regulations, which are posted on the company website. www.cpl.co.th In addition, the company has notified such solicitation through electronic channels of the Stock Exchange of Thailand. There were no shareholders proposing meeting agendas or nominating persons to be elected as directors according to the Company's regulations.

To the company in any way

3. Shareholders have the right to vote in Agenda 1-7, Voting Agenda 1-7 except Agenda 6, which must be approved by not less than two-thirds of the total number of votes of the shareholders. Shares attending the meeting must receive a majority vote of the shareholders who attend the meeting and have the right to vote.

4. At the 2021 Annual General Meeting of Shareholders, the Company will use the electronic voting registration and counting system. In this regard, the Company will invite representatives from the law firms to audit the vote and supervise the meeting to be in accordance with the rules and regulations. Transparent and lawful And the Company's Articles of Association, as well as good corporate governance principles in order to comply with the rules of the shareholders' meeting of the Office of the Securities and Exchange Commission.

We would like to invite all shareholders to attend the meeting in the E-AGM system according to the time measurement and system mentioned. The Company assign Inventech Systems (Thailand) Co., Ltd. to organize electronic meetings. The system of Inventech Systems (Thailand) Co., Ltd. has passed the verification on the security standards of electronic conferencing from the digital economy and society. The company will open for registration into the E-AGM system to attend the general meeting of shareholders from 12.00

The company asks for the cooperation of shareholders and proxies, please study the conditions and methods of registration and prepare documents for identity verification before the meeting date. To obtain a username and password as well as study voting methods and the procedures for attending the meeting, as detailed in Enclosure 5, in order to protect the rights and interests of the holders. share In the event that

shareholders cannot attend the meeting by themselves and intends to appoint an independent director to attend the meeting and vote on behalf of the shareholders. Proxy can be given to 3 independent directors of the company. Details are shown in Enclosure 8 with the signature of the proxy with 20 baht stamp duty and send Proxy Form A, Form B or Form C (custodian) according to Enclosure 7 with relevant documents.

1. By mail: "Company Secretary Office, 700 Moo 6, Sukhumvit Road, Bangpumai Sub-district, Mueang District, Samut Prakan 10280

2.Email: secretary@cpl.co.th, ir@cpl.co.th.

For the convenience of document reviewing Therefore, shareholders and / or proxies are requested to send documents to the company by April 26, 2021 and to ensure the efficiency of the 2021 Annual General Meeting of Shareholders. The company would like to invite shareholders to submit questions regarding the agenda in advance. In this regard, shareholders are requested to send questions including their name/shareholder registration number/telephone number that can be contacted via E-mail "Investor Relations" at ir@cpl.co.th via registered mail to "Company Secretary Office" as above address and because the company will use the username to register and count the votes according to the proportion of the meeting attendees in the meeting as Shareholders or proxies. Please verify your identity with other relevant supporting documents as detailed in Enclosure 5 and 6.

Your sincerely,



(Mr. Suwatchai Wongcharoensin)  
Chairman

Company Secretary Office 02 709 – 5633 – 8 Ext 8110 - 8112



## **Report of The Annual General Shareholder's Meeting for 2020**

### **Date, Time & Venue:**

The Meeting was held on Friday 24, April 2020 at 14.00 hrs. at CPL Group Public Company Limited, Head Office No. 700 Moo 6 ,Sukhumvit Road, Bangpoomai, Muang, Samutprakarn 10280.

### **Director Present :**

- |                                        |                                                          |
|----------------------------------------|----------------------------------------------------------|
| 1. Mr. Suwatchai Wongcharoensin        | Chairman of the Board                                    |
| 2. Mr. Puvasith Wongcharoensin         | Chief Executive Officer                                  |
| 3. Mr. Kuo Shih Lun                    | Director                                                 |
| 4. Mr. Kitichai Wongcharoensin         | Director                                                 |
| 5. Ms. Chen Yun Wen                    | Director                                                 |
| 6. Mr. Nathakitt Wongchaorensin        | Director                                                 |
| 7. Mr. Supapat Ongsangkung             | Chairman of the Audit Committee and Independent Director |
| 8. Pol. Lt. Gen Chayoot Thanataweeruch | Member of the Audit Committee and Independent Director   |
| 9. Dr. Mongkol Laowarapong             | Member of the Audit Committee and Independent Director   |

### **Executive Officers Present :**

- |                                 |                              |
|---------------------------------|------------------------------|
| 1. Mr. Niteepong Teeramontrekul | Deputy Chief Finance Officer |
| 2. Ms. Arjaree Suphasinwongchai | Company Secretary            |

### **Auditor**

1. Ms. Wanraya Putasatien Partner of CWWP Co., Ltd.

### **Legal Advisor**

1. Mr. Payab Kamart Legal Advisor from Payab Law Office

### **Preliminary Proceedings: 14.00 p.m.**

Mr. Suwatchai Wongcharoensin was the Chairman of the meeting (“Chairman”) and Ms. Aomchan Paengthong was the moderator of the meeting. (“moderator”)

The moderator welcomed the shareholders informed of the compliance with the good corporate governance policy regarding fair and equitable treatment of shareholders' rights and announced that the COVID – 19 prevention policy with adhered of Department of Disease Control, Ministry of Public Health as follow:

- All shareholders must pass the initial screening system proceed.
- Provide alcohol hand sanitizer, especially in area that have a lot of shared contract.
- Provide facemasks to participants, and suggest every attendee must wear facemasks at all time during the attendance.
- The complimentary snack boxes will be provided. The Company would also suggest not to eat on the AGM venue.

1. The Company has allowed shareholders to propose matters for inclusion as meeting agendas and / or nominate candidates for election as company directors. The company has informed the shareholders through the channels of the Stock Exchange of Thailand and announced in the website of the company from November 15, 2019 to January 15, 2020, it appears that no shareholder proposed an issue to be included in the meeting agenda and / or nominate a person to be considered as a director.

2. The company allowing shareholders who are unable to attend the meeting by themselves able to appoint independent directors and audit committee to act as proxies on behalf of shareholders which has a brief information as informed in the annual general meeting invitation letter.
3. The company allowing shareholders to submit questions on various issues, related to the meeting agenda in advance by sending questions to the company secretary and investor relations department so that the questions can be answered thoroughly by all shareholders by posting on the company's website [www.cpl.co.th/news](http://www.cpl.co.th/news) and activities.

For the Annual General Meeting of Shareholders for the Year 2020, there are 8 agendas, as detailed in the invitation letter to the shareholders' meeting.

### **Before Voting**

1. Number of shares, 1 share is counted as 1 vote in case of being a proxy holder proxies must vote as the grantor specified in the proxy. Voting in each agenda for quick and convenient the officers will collect the ballot only for the shareholders who disagree or abstain. As for the ballots, all votes will be collected after the meeting ends.

2. When the shareholders have voted on the ballots, in case of disagreed or abstention, please raise your hand. CPL staff will collect your ballot to count points at the point of counting points.

3. In case of shareholders or proxies wishing to leave before the meeting was finished. Please send the ballot to the company's staff before leaving the meeting room for the company will proceed to record the number of shares of the shareholders both by myself and by proxy from the quorum.

4. Voting in the following manner. The votes were considered invalid.

1. ballots cards marked with more than one box
2. ballots cards with voting in contradictory intent
3. ballots cards crossed out and without signature
4. ballots cards with votes that exceed the available votes

5. The company uses a barcode system to count votes. By counting the votes in each agenda, the company will count the votes of disagreed and abstention. Deducted from the total votes attended and the remaining votes are considered to be the agreeing points of that agenda item. The total number of votes for that agenda will be displayed on the meeting room screen and the summary of the resolution for that agenda will be announced later.

However, if some agenda takes longer to count the votes, the Chairman may ask the meeting to proceed with the consideration of the next agenda. For the meeting to continue and when the officers had finished counting the votes, the Chairman will be informed of the voting results immediately.

### **Questioning**

1. Before voting on each agenda, the Chairman will give the shareholders the opportunity to ask questions related to that agenda as appropriate. Anyone wishing to ask questions at the meeting to raise your hand above the head when the Chairman of the meeting has approved please state yourself as follows.

- Name-Surname
- Status as shareholder / or proxy
- and inquiring about the content according to the agenda

2. In the case that the shareholder has a question other than the agenda being considered or not relevant to the agenda being considered please ask for questions or suggestions on other agendas at the end of the meeting. And kindly ask the shareholders to express opinions or ask in a concise manner, and

refrain from asking questions or expressing duplicate opinions to provide opportunities for other shareholders to exercise their rights to ask information and give suggestions to the company thoroughly.

### **Voting**

1. The shareholders have votes equal to the number of shares held, with 1 vote per 1 share. For shareholders attending the meeting in person and by proxies under Proxy Form A and Form B, voting must be done in any one is agree, disagree or abstain which cannot divide the votes in each agenda. A proxy of foreign investors and appointed a custodian in Thailand to be a custodian of shares which can be used in the Proxy Form C to divide the votes for each agenda.

2. For voting in each agenda except for Agenda 5, to consider and elect the directors in place of those who are retired by rotation. The Chairman of the meeting asked if there were any shareholders "disagree" or "abstain" and asked to mark "disagree" or "abstain" on the voting card and raise your hand so the officer can collect the voting card for counting. By counting votes in these agenda will deduct the votes that "disagree" and "abstain" from the total number of votes and the rest will be considered as approval votes for those who voted in these agenda, please keep the ballot first and return the officer after the meeting.

3. For Agenda 5, which is the agenda to consider the election of directors in place of those who are retired by rotation for the company. The company will collect ballots from shareholders and proxies who hold the ballots, in case of agree, disagree and abstain. The votes for each director are separated individually. Ballots marked with more than 1 mark or crossed out without signature will be considered as invalid card, so if you want to edit the pronouncement please cross out the original and sign.

In addition, in order to ensure transparency in the vote counting, the Company requests volunteers from shareholders or proxies from at least 1 shareholder to witness the vote counting, which is Mr. Chaichet Phongtrakul, a shareholder attending the meeting in person.

The moderator informed the meeting that there were 14 shareholders attending the meeting in person, 58,224,479 shares, 28 proxies, 323,828,799 shares, total 42 shareholders attending the meeting, 382,053,278 shares, representing 86.86 % of the total shares of the company, have all of the company shall constitute a quorum in which the quorum under the Public Limited Companies Act BE 2535 and the Company's Articles of Association stipulates that there must be at least 25 shareholders and proxies and must have at least one-third of the total number shares of the company.

The Chairman welcomed the shareholder to the Annual General Meeting of Shareholders 2020, and the chairman then declared the meeting open and proposed that the meeting considered the following matters according in the agenda.

### **Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2019**

The Chairman assigned the moderator declare to the meeting that the Company held the Annual General Meeting of Shareholders 2019 on April 26, 2019, a copy of the minutes has recorded accurately of the meeting resolution, then has been submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting and the Ministry of Commerce within the period specified by law including publishing on the company website ([www.cpl.co.th](http://www.cpl.co.th)) by attaching a copy of the meeting minutes in the invitation letter to the meeting invitation.

The Board deems it appropriate to propose the minutes of the Annual General Meeting of Shareholders 2019 to the meeting to certify the above mentioned minute.

The moderator asked shareholders to require any questions or concerns or any additional suggestions.

There were no questions or concerns or any additional suggestions. The moderator requested the meeting to consider certifying the minute of the Annual General Meeting of Shareholders 2019. The agenda was adopted with the majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders 2019.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

**Agenda 2: To acknowledge the operating results and annual reports of the Board of Directors.**

The Chairman assigned Mr. Niteepong Techamontrikul, Deputy Chief Finance Officer as reported annual performance report for the year 2019.

Mr. Niteepong Techamontrikul report the operation result of the company for the year 2019 with the following:

1. Statement of financial position. Assets as of December 31, 2019 was 2,231 million baht decrease 591 million baht from Cash and cash equivalents 103 million baht, trade receivables 470 million baht, inventories 9 million baht, and the increase was fixed assets by 9 million baht and deferred tax by 14 million baht. Summary of the change of assets came from the collection of receivables from more debt in the previous year.

Liabilities as of December 31, 2019 was 1,361 million baht decrease 422 million baht due to debt from financial institutions decreased 379 million baht, trade payables decreased 95 million baht, financial lease liabilities 10 million baht. Long-term loans from related persons in the amount of Baht 60 million due to temporary liquidity. Currently, the whole amount has been repaid. Overall for the debt in the past year, the Company is able to pay off debt can change assets from debt repayment from receivables by paying more and faster.

2. Income statement in the past year The Company has revenue of 2,430 million baht, down 468 million baht, mainly due to the selling price is lower because of the exchange rate and the income from tanning business. As a result, the gross profit decreased by 168 million baht. However, considering the accounting recorded in the financial statements which consists of provision for doubtful accounts is 36 million baht, which is overdue more than 1 year. Allowance for inventories is 28 million baht. The increase in employee benefit obligations by 24 million baht when deducted will result in losses from 76 million baht.

3. For the numbers reported in the financial statements which have been audited by a certified public accountant have unqualified opinions, the important matters in the audit are estimation of inventory value is due to the revenue from the sale of the company's products in US dollars which will fluctuate according to the exchange rate.

The moderator asked shareholders to require any questions or concerns or any additional suggestions.

Mr. Nara Sripet, shareholder: From the situation of Covid-19, how will it affect the company and how does the company plan.

Mr. Puvasit Wongcharoensin, Chief Executive Officer: For the Covid-19 situation, which the Company has closely followed the effect and problem now is for the finished leather production line, many shoes brand name customers delay the purchase. At least not less than 2 months. Management team

has planned and organized a production line reduce production capacity. The Company do not predict that when the situation returned to normal will be able to start at full capacity for at least 6 months may be next year. For liquidity and cash flow, The Company plans to negotiate with the bank for a moratorium. Cause the company's revenue decreased significantly and the exact time is still unknown. For tanning business, since major customers had stopped business with us. For this year, there are some slight but not much. Safety product business, at this time it hasn't been affected much. The Company will continue to monitor the situation and what direction the world will change.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions.

**Resolution:** The meeting acknowledged the operation result of the company for the year 2019.

**Agenda 3 To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019.**

The Chairman assigned the moderator declare to the meeting that the relevant law stipulation that a company shall prepare its finance statement at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval. The financial statements for the year December 31, 2019 by the auditor from CWWP Co., Ltd.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions.

There were no questions or concerns or any additional suggestions. The moderator requested the Meeting to approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019. The agenda was adopted with the majority of the total number of votes of the shareholders present at the meeting and eligible vote.

**Resolution:** The meeting resolved to approve the finance statement for the year ended December 31, 2019.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

**Agenda 4 To consider and approve the omission of profits allocation and the legal reserve for the year 2019 and no dividends.**

The Chairman assigned the moderator declare to the meeting that under Section 116 of the Public Limited Companies Act BE 2535 (1992) "the Company must allocate a portion of its annual new profit to a reserve fund or not less than 5% of its annual net profit, less accumulated losses brought forward (if any) until the reserve reaches 10% of the registered capital. Unless the company has a statute or other law requires more reserves.

The Board will propose to the Annual General Meeting of Shareholders 2020 approve the omission of profit allocation and the legal reserve for the year 2019 and no dividends cause from the company operation result had net loss 163.89 million baht.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions.

There were no questions or concerns or any additional suggestions. The moderator requested the meeting to approve the omission of profits allocation and the legal reserve for the year 2019 and no dividends. The agenda was adopted with the majority of the total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The meeting resolved to approve the approved the omission of profits allocation and the legal reserve for the year 2019 and no dividend.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

**Agenda 5 To consider the appointment of directors in place of those retiring by rotation.**

The Chairman assigned the moderator declared to the meeting that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association No. 13 stipulate that at every annual general meeting If the number of directors cannot be divided into three parts, then the number nearest to 1 in 3 must resign in the first and second year after the registration of the company. To draw lots, whoever will leave, for the following years, the longest - serving directors may be re-elected. Those who have completed their terms may be re-elected. Therefore, in 2020 there are 3 directors who must retire by rotation, consisting of

1. Ms. Chen Yun Wen Director
2. Mr. Nathakit Wongcharoensin Director
3. Pol. Lt. Gen Chayoot Thanataweeruch Audit Committee, Independent Director

As already informed that the company announced on the company website and announced on the website of the Stock Exchange of Thailand invitation to shareholders to nominate persons qualified person Public Act 1992, nominated persons to be elected as company directors between November 15, 2019 and January 15, 2020 it appears that no shareholder nominated any person to the company.

For this agenda to comply with the principles of good corporate governance. Before voting on this agenda appoint Invitation to 3 retiring directors to leave the meeting room temporarily for the shareholders to freely consider and express their opinions until a resolution is made on this agenda. According to the opinion of the Board of Directors through the approval of the Nomination and Remuneration Committee agreed to propose to the shareholders to vote for all 3 retiring directors to return to their previous positions for another and asked the meeting to elect each director individually.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions.

There were no questions or concerns or any additional suggestions. The moderator requested the Meeting to approve the reelection of Director to replace those retirements by rotation by the majority of the total number of votes of the shareholders present at the meeting and eligible to vote, by individually.

**Resolution:** The meeting appointment of directors to replace those retiring by rotation, 3 persons as follows:

5.1 Ms. Chen Yun Wen was elected to return to be a director with the follow votes.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

5.2 Mr. Nathakit Wongcharoensin was elected to be return to be a director with the follow votes.

Agree	372,651,914	votes	100.00%
Disagree	-	votes	-
Abstain	9,401,364	votes	exclude from the calculation
Invalid	-	votes	-



5.3 Pol. Lt. Gen Chayoot Thanataweeruch was elected to be return a director with the follow votes.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

**Agenda 6 To consider and approve the directors' remuneration for the year 2020.**

The Chairman assigned the moderator declared to the meeting that according to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as the shareholders' meeting will consider which may be defined as a certain amount or placed as a basis and will be scheduled from time to time or will be effective forever until there is a change and in addition to receiving allowances and benefits according to various company regulations by comparing references to listed companies in the stock exchange and considering the performance along with business investment policy to increase the ability of the company to compete more and more and the number of meetings already increased agreed to propose to the shareholders 'meeting to consider and approve the payment of directors' remuneration for the year 2020 as follows:

Description	Board of Director	Sub Committee
Monthly Meeting allowance	THB 20,000.-	
Chairman	THB 15,000.-	THB 15,000.-
Member	THB 10,000.-	THB 10,000.-
Total Remuneration	Not exceed MB 6	

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions.

There were no questions or concerns or any additional suggestions. The moderator requested the meeting to approve the remuneration of the directors for the year 2020 with an affirmative resolution of not less than two-third of total number of votes of the shareholder present at the meeting and eligible to vote.

**Resolution :** The Meeting resolved to approved the remuneration for directors for the year 2020.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

**Agenda 7 To consider the appointment of the auditor and the audit fee for year 2020.**

The Chairman assigned the moderator declared to the meeting that to comply with Section 120 of the Public Limited Companies ACT B.E.2535 prescribed that the auditors and their fee shall be appointed or re-appointed and determined annually by the Annual General Meeting of Shareholders.

The Audit Committee considers the qualification and performance of the auditor by the Audit Committee and including the appropriateness of the audit fee in 2020. The Audit Committee agreed that the auditors expertise and experience as well as working standards are beneficial to the company. The Audit Committee found it appropriate to propose auditors. The nominated auditors from CWWP Co., Ltd.

has no relationship with , or any interest in the company, the executive, major shareholders or any related persons, therefore, they are able to audit and comment on the financial statement of the Company independently.

The Board agree with the Audit Committee and recommends the Annual General Meeting of Shareholder 2020 approve the appointment of the auditor and audit fees as follows: Ms. Wanraya Puttasatien Certified Public Accountant No. 4387 and/or Ms. Waraporn Intaraprasit Certified Public Accountant No. 7881 and/or Ms. Choticha Lertwilai Certified Public Accountant No.12258. The nominated auditor have not review, audited and expressed opinions on the Company's Financial Statements for seven consecutive or non-consecutive years, and fixing amount of THB 1,790,000.

The moderator asked whether any shareholders had any questions or concerns or any additional suggestions.

There were no questions or concerns or any additional suggestions. The moderator requested the meeting to appoint auditors and fix the auditing fee for the year 2020. The agenda was adopted with the majority of the total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The meeting resolved to appoint auditors and fix the auditing fee for the year 2020.

Agree	382,053,278	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

#### **Agenda 8 To consider other matters**

This agenda allows the shareholders to propose matters other than those specified in the notice of the meeting by proposing any other matters. Shall be under the rules and procedures prescribed by law In proposing other agendas other than those specified in the meeting invitation letter according to the Public Act 1992 (including additional amendments), section 105, paragraph two, states that when the meeting considers the meeting agenda in the order of the agenda specified in the notice of the meeting Shareholders holding shares totaling not less than 1/3 of the total number of shares will ask the meeting to consider other matters other than those specified in the meeting notice.

In additional, the shareholder acquired the opportunity to express their opinions and to ask other question.

There are neither suggestions nor consideration from shareholder or proxy.

The Chairman then thank to all shareholders for taking the time to attend the meeting and expressing their opinion on various mattes and declared the meeting adjourned. The meeting was adjourned at 14.48 hrs.



-Signed-

Mr.Suwatchai Wongcharoensin  
Chairman

Ms. Arjaree Suphasinwongchai  
Company Secretary

## Form 56-1 One Report and Financial Statements of year 2020 in QR Code format.

Form 56-1 One Report



Financial Statements of year 2020



### **How to scan QR Code**

The Stock Exchange of Thailand by The Thailand Securities Depository Co., Ltd. (TSD), as a securities registrar, has developed a system for sending meeting documents and annual reports in electronic form via QR code instead of a paper document format. To achieve efficiency, convenience and speed for shareholders, shareholders can download QR code for both Android and iOS operating systems as following;

#### **Android and iOS operating systems**

1. Downloading LINE application
2. Connecting to the Internet
3. open the application for scanning
- 3.1 LINE > Home > Search (The My QR Code will appear) > Press the link that appears to browse the document.

### **Request form for 56-1 One Report**

Dear Shareholder

If shareholders wish to receive Form 56-1 One Report of the year 2020 in hard copy (copy format only), which has the same detail as in the QR Code.

Please complete the form and send it back to the Company at the contact as following;

1) Investor Relation

Email: [ir@cpl.co.th](mailto:ir@cpl.co.th) Tel. : 0-2709-5633-8

2) Postal Delivery:

Attention to: Office of the Company Secretary

CPL Group Public Company Limited

Address: No. 700 Moo 6, Sukhumvit Road, Bangpoomai, Muang , Samutprakarn 10280

Name-Surname (shareholder): .....

Shareholder Registration Number: .....


Address to deliver book: .....

Telephone: .....

Email:.....

Remark : Please complete all information.


**Profiles of candidates nominated for election as directors of the Company**

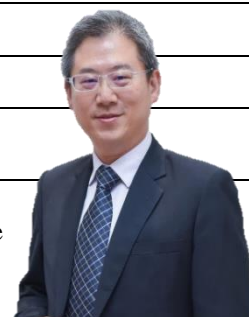
Name	Mr.Suwatchai Wongcharoensin		
Age	48 years old		
Type of director proposed for election	Non-executive director		
Title	Chairman Authorized Director		
Date of being a director	March 3, 2000		
Number of years being the director	21 years		
Number and percentage of shareholding (Including spouses and underage children) As of March 10, 2021	14,702,488 shares, equivalent TO 3.343% of shares with voting rights		
Highest education	Master Degree of Master of Business Administration (Small and Medium-Sized Enterprises) Bachelor Degree of Business Administration, Bangkok University		
Passing the director training course	Director Certification Program – Class 46/2004 Finance for Non – Finance – FN 2003 Successful Formulation & Execution of Strategy 15/2012 Measure the Success of Corporate Strategy (HMS) 2/2013 Role of the Chairman Program (RCP) 43/2018		
Work Experience and the directorship / executive in other company			
Position in the company	2017 – Present 2000 – 2017 1997 – 2000	Chairman, Authorized Director Director Director of Research and Development	
The directorship / executive in other listed company	-None-		
The directorship in other non-listed company	Director, Manwood Intertrade Company Limited Director, Holysun Enterprise Company Limited Director, Thai Technical Nonwoven Company Limited Director, IB Recycle (Thailand) Company Limited Director, Kata Market Garden Company Limited Director, Song Mao Nonwoven Company Limited Director, Sunshine Plastic Products Company Limited Director, CS Polymer Company Limited Director, Dignity International Company Limited Director, Furano Air Company Limited Director, Mitniyom (Manwood) Company Limited Director, Mimi Industrial Company Limited Director, Eagle Chemical Industry Company Limited Director, Eastern Fiber Products Company Limited Director, Charoensin Tanning Industry Company Limited President of the Thai Tanning Industry Association President of the Leather and leather products industry group		



<b>Holding a position in any business that competes or is in connection with the Company's business that may cause a conflict of interest with the Company</b>	- There is no directorship / executive position in the said business.
<b>Meeting attendance in 2020</b>	Board of Directors 6/6 times (Accounted for 100 %) Annual General Meeting of Shareholders 2020 1/1 time (Accounted for 100 %)
<b>Illegal record in the past 10 years</b>	- None-
<b>Relationships with Directors/ Executives</b>	Brother : Mr. Puvasith Wongcharoensin , Mr. Kitichai Wongcharoensin , Mr. Nathakit Wongcharoensin
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years</b>	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee -No-	
2. Being a professional service provider (i.e., auditor, lawyer) -No-	
3. Having the significant business relations that may affect the ability to perform independently -No-	
<b>Expertise</b>	Tanning industry and business management
<b>Criteria for nominating directors</b>	Mr.Suwatchai Wongcharoensin has passed the scrutiny process of the Board of Directors. That there are qualifications suitable for the business operation of the company and has qualifications as a director according to the relevant laws / regulations Therefore deemed appropriate to propose Shareholders consider electing to be the Company's directors.

**Profiles of candidates nominated for election as directors of the Company**


Name	Mr. Puvasith Wongcharoensin		
Age	47 years		
Type of director proposed for election	Executive Director		
Title	Executive Director ,Authorized Director Member of the Nomination and Remuneration Committee Chief Executive Officer Acting Director of Accounting and Finance		
Date of being a director	March 1, 2013		
Number of years being the director	8 years		
Number and percentage of shareholding (Including spouses and underage children) As of March 10, 2020	14,000,341 shares, equivalent to 3.183% of shares with voting rights		
Highest education	Master of Business Administration MBA University of Nevada, Las Vegas Master of Public Administration Ramkhamhaeng University Bachelor Degree of Business Administration Assumption University		
Passing the director training course	Director Certification Program – 88/2007 Audit Committee Program – 18/2007 Fnd 38/2007 Boardroom Success through Financing and Investment (BFI) 5/2018		
Work Experience and the directorship / executive in other company			
Position in the company	2017 – present	Chief Executive Officer, Member of the Nomination and Remuneration Committee	
	2013 – 2017	Director	
The directorship / executive in other listed company	-None-		
The directorship in other non-listed company	Director, U R Family Company Limited Director, Charoensin Holding Company Limited Director, The Lovermarks Company Limited Director, SK Real Estate Company Limited Director, Sangburapha Rubber Company Limited		





<b>The directorship in other non-listed company</b>	<p>Director, Holysun Enterprise Company Limited</p> <p>Director, IB Recycle (Thailand) Company Limited</p> <p>Director, Kata Market Garden Company Limited</p> <p>Director, CS Polymer Company Limited</p> <p>Director, Furano Air Company Limited</p> <p>Director, Miracle jewelry Company Limited</p> <p>Director, U R Services Company Limited</p> <p>Director, Smart Sense Industrial Design Company Limited</p> <p>Director, Integrated Leather Network Company Limited</p> <p>Director, Eagle Chemical Industry Company Limited</p>
<b>Holding a position in any business that competes or is in connection with the Company's business that may cause a conflict of interest with the Company</b>	- There is no directorship / executive position in the said business.
<b>Meeting attendance in 2020</b>	<p>Board of Directors 6/6 times (Accounted for 100 %)</p> <p>Executive Committee 10/10 times (Accounted for 100 %)</p> <p>Nomination and Remuneration Committee 1/1 time (Accounted for 100 %)</p> <p>Annual General Meeting of Shareholders 2020 1/1 time (Accounted for 100 %)</p>
<b>Illegal record in the past 10 years</b>	- None-
<b>Relationships with Directors/ Executives</b>	<p>Brother : Mr.Suwatchai Wongcharoensin</p> <p>Younger brother : Mr. Kitichai Wongcharoensin , Mr. Nathakit Wongcharoensin</p>
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years</b>	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	
-Yes-	
2. Being a professional service provider (i.e., auditor, lawyer)	
-No-	
3. Having the significant business relations that may affect the ability to perform independently	
-No-	
<b>Expertise</b>	Corporate governance, Strategy formulation
<b>Criteria for nominating directors</b>	Mr. Puvasith Wongcharoensin has passed the scrutiny process of the Board of Directors. That there are qualifications suitable for the business operation of the company and has qualifications as a director according to the relevant laws / regulations Therefore deemed appropriate to propose Shareholders consider electing to be the Company's directors.

**Profiles of candidates nominated for election as directors of the Company**

Name	Dr. Mongkol Laoworapong			
Age	52 years			
Type of director proposed for election	Independent Director			
Title	Executive Director, Independent Director Member of the Nomination and Remuneration Committee			
Date of being a director	January 18, 2011			
Number of years being the director	10 years			
Number and percentage of shareholding	-None-			
Highest education	Doctor of Philosophy Program in Business Administration (Accounting) Thammasat University Master Degree of Accounting Program Thammasat University Bachelor's Degree Program in Accounting Thammasat University			
Passing the director training course	Director Accreditation Program (DAP) BJC/2004 Director Certification Program (DCP) 88/2007 Audit Committee Program (ACP) 18/2007 Monitoring the Internal Audit Function (MIA) 03/2008 Successful Formulation & Execution of Strategy (SFE) 15/2012 How to Measure the Success of Corporate Strategy (HMS) 03/201 Chartered Director Class (CDC) 08/2014 Boardroom Success through financing and Investment (BFI) 5/2018			
Work Experience and the directorship / executive in other company				
Position in the company	2011 – present	Audit Committee / Independent Director		
	2015 – present	Member of the Nomination and Remuneration Committee		
The directorship / executive in other listed company	2015 - present	Audit Committee / Independent Director, Sahakol Equipment Public Company Limited		
	2016- present	Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Member of the Investment Advisory Committee , Applied DB Public Company Limited		
	2018 - 2019	Independent Director, Aeon Thana Sinsap (Thailand) Public Company Limited		
	2019 - present	Independent Director / Audit Committee Aeon Thana Sinsap (Thailand) Public Company Limited		
The directorship in other non-listed company	- None -			
Holding a position in any business that competes or is in connection with the Company's business that may cause a conflict of interest with the Company	- There is no directorship / executive position in the said business.			
Meeting attendance in 2020	Board of Directors	6/6	times (Accounted for 100 %)	
	Audit Committee	3/3	times (Accounted for 100 %)	
	Nomination and Remuneration Committee	1/1	time (Accounted for 100 %)	
	Annual General Meeting of Shareholders 2020	1/1	time (Accounted for 100 %)	

<b>Illegal record in the past 10 years</b> - None-	
<b>Relationships with Directors/ Executives</b>	- None -
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years</b>	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee -Yes-	
2. Being a professional service provider (i.e., auditor, lawyer) -No-	
3. Having the significant business relations that may affect the ability to perform independently -No-	
<b>Expertise</b>	Accounting, Finance and Law
<b>Criteria for nominating directors</b>	Dr. Mongkol Laoworapong has passed the scrutiny process of the Board of Directors. That there are qualifications suitable for the business operation of the company and has qualifications as a director according to the relevant laws / regulations Therefore deemed appropriate to propose Shareholders consider electing to be the Company's directors.


**Profiles of the nominated auditors for the year 2021  
(CWWP COMPANY LIMITED)**

<b>1.1 Ms. Wanraya Puttasatien</b>	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Financial Accounting, Chulalongkorn University</li> <li>- Bachelor of Business Administration Accounting Department - Major of Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus</li> <li>- Certificate in Auditing, Thammasart University</li> </ul>
<b>Qualification / Experience</b>	<ul style="list-style-type: none"> <li>- Certified Public Accountant of Thailand No. 4387</li> <li>- SEC Approved Auditor</li> <li>- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>- Managing Director and Equity Partner of CWWP Company Limited since April 2015 to the present</li> <li>- Managing Director and Partner of S.K. Accountant Services Company Limited since 2009 until March 2015</li> <li>- Senior Audit Manager at AMC Company Limited</li> <li>- Professor of Accounting and Seminar in Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus and KraiKangwon Palace Campus</li> <li>- Ms. Wanraya Puttasatien is a managing director and equity partner, who has been in the audit field for more than 30 years, with expertise and skills in auditing for companies listed on the Stock Exchange of Thailand in a variety of industries. Wanraya is also a professor of accounting and seminar in auditing to several large educational institutions.</li> </ul>

<b>1.2 Ms. Waraporn Intaraprasit</b>	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Accountancy Financial Accounting, Chulalongkorn University</li> <li>- Bachelor of Business Administration Accounting Department - Major of Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus</li> </ul>
<b>Qualification / Experience</b>	<ul style="list-style-type: none"> <li>- Certified Public Accountant of Thailand No.7881</li> <li>- SEC Approved Auditor</li> <li>- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>- Director and Equity Partner of CWWP Company Limited since April 2015 to the present</li> <li>- Manager of S.K. Accountant Services Company Limited since 2008 until March 2015</li> <li>- Ms. Waraporn Intaraprasit is a director and equity partner who has been in the auditing industry for more than 19 years, with expertise and audit skills especially to audit listed companies on the Stock Exchange of Thailand in various industries.</li> </ul>

<b>1.3 Ms. Chonthicha Lertwilai</b>	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Accounting Financial Accounting, Chulalongkorn University</li> <li>- Bachelor of Business Administration Program (Accounting), Burapa University</li> </ul>
<b>Qualification / Experience</b>	<ul style="list-style-type: none"> <li>- Certified Public Accountant of Thailand No.12258</li> <li>- SEC Approved Auditor</li> <li>- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>- Senior Audit Manager of CWWP Company Limited since April 2019 to the present</li> <li>- Audit Manager of CWWP Company Limited since April 2015 until March 2019</li> <li>- Assistant Manager of S.K. Accountant Services Company Limited since 2011 until March 2015</li> <li>- Ms. Chonthicha Lertwilai is an auditor and senior audit manager who has been in the auditing industry for more than 18 years, with expertise and audit skills especially to audit listed companies on the Stock Exchange of Thailand in various industries.</li> </ul>

**Guidelines for attending the Annual General Meeting of Shareholders  
by Electronic Means via Inventech Connect**

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/CPL104657R/> or scan QR Code:-  

2. The Shareholders must prepare the following information to fill-in through the system:
  - Identification Card Number/Passport Number for foreigner
  - Shareholders Registration Number (Appear on a notification of meeting)
  - Name and Surname
  - Amount of shares
  - E-Mail Address
  - Mobile Number
  - Additional Attachments
    - For Shareholders who wish to attend the meeting by Electronic Means themselves, please attach the copy of Identification Card /Passport for foreigner and certified true copy, and a photo is also applicable to upload into the system.
    - For Shareholders who wish to attend the meeting by Electronic Means with proxies, please also attached the proxy forms with required documents.
3. After completely filled-in all required information and attachment, please select “I have read and agreed to comply with meeting attendance requirements, and meeting attendance requirements through Inventech Connect” then click “accept on the term of service”.
4. Then click to “submit the request”.
5. After completing the fourth step: An assigned administration team will proof the document. Once your request is approved, the Shareholders will receive an email to notify on the followings: (1) Link of meeting (2) Username and Password for e-Voting (3) Link for user manual. The Shareholders can access the system to attend the meeting on the date specified in the notice of the shareholders' meeting. In case the request is rejected, shareholders will receive an email to notify them on the details and the reason for rejection, then the shareholders can resubmit through the system.
6. For Shareholders who would like to attend the Meeting through the Electronic Means by proxy, please appoint any person to act as your proxy or authorize one of the Company’s Independent Directors to attend and vote on your behalf.
7. 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 April 19, 2021 and shall be closed on April 27, 2021 at 5.30 p.m.

8. For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by April 26, 2021 at 5.00 p.m.

CPL Group Public Company Limited  
Company Secretary  
700 Moo 6 Sukhumvit Rd. Bangpoo - Mai, Muang, Samutprakarn, 10280 Thailand

### **Manual to attend the Meeting by Electronic Means and login for Inventech Connect (Live Streaming)**

1. Meeting and Inventech Connect (Live Streaming) systems support Web Browser procedure and operation manual as below:


#### **1.1 Using Inventech Connect (Live Streaming)**

Manual Inventech Connect (Live Streaming) <https://qr.go.page.link/obr8g>




QR Code

##### **1.1.1 Steps for using Inventech Connect (Live Streaming):**

1. Shareholders click the link to enter the Meeting Room in the approval notification Email for Inventech Connect.
2. Then the system will display information for e-Register. Fill-in the Username and Password that received by email, then click "sign-in" button.
3. The system will display the Shareholders' registration information. (\*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares of the Shareholder to be counted as a quorum.)
4. After step 3, The Shareholders will be able to watch the live broadcast and can vote as follows:
  - 4.1 Press on the menu (Top left corner) or symbol as in the picture. 
  - 4.2 Go to the menu "รับชมถ่ายทอดสด / Live"
  - 4.3 The system will display the menu to access all 4 parts.
    1. การถ่ายทอดสด / Live
    2. การลงคะแนน / Vote
    3. การส่งคำถาม / Question

4. เอกสารการประชุม / File

5. If shareholders want to watch live streaming (Live Streaming), Can press the button "Broadcasting / Live"
6. When Shareholders want to vote, choose the agenda to vote. Then the system will show all 4 voting buttons i.e. 1. Agree (green colour), 2. Disagree (red colour), 3. Abstain (orange colour), and 4. Do not submit vote (blue colour). **If selecting "Do not submit vote" or "Abstain", the Company will put your votes into the scores determined by the meeting, and voting may be changed until the agenda ends voting results submission.**
7. If shareholders want to send question, Shareholders can 2 options 1. Message shareholders can do this by typing the letters  and sending. 2. Voice message shareholders can do press to "บันทึกเสียง" than finish shareholders press to "หยุดบันทึกเสียง" and sending
8. Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.
9. If shareholders want to download file shareholders can do press to "เอกสารการประชุม / File"
10. In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.
11. Shareholders may leave the meeting by selecting the "User Icon" and click "Leave Meeting" button. \*At this step, if the Shareholder leave the meeting during the meeting, the system will remove the right to vote of the Shareholders from the meeting on the agenda that has not yet been processed.
12. The electronic conference system will be available on April 28, 2021 at 12.00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.
13. The functionality of the electronic conferencing system (Cisco Webex Meeting) and Inventech Connect is dependent on the internet system supported by shareholders or proxies. Including equipment and/ or program of the device. Please use the device and/or the following programs to operate the system.
  - Recommended internet speed should be at least 4 Mbps
  - Internet Browser: Firefox or Chrome (recommended) or Safari.

Remark:

1. The Shareholders must fill-in the Username and Password that received via email for register and join the meeting, at this procedure, it will be considered that the Shareholders has already

registered to attend the meeting, (if Shareholders do not register to attend the meeting, your shares will not be counted as a quorum, and you cannot vote or watch the live meeting). Also, if the Shareholders leave the meeting during the meeting by pressing the “leave the meeting” button, the system will remove the votes of the Shareholders from the quorum of the meeting.

2. The Shareholders must prepare the Email Address for e-Request to obtain 1. Link for the meeting, and 2. Username and Password for attending the meeting.
3. The required information must be aligned with the information as of the record date that provided by Thailand Securities Depository Co., Ltd (TSD).

For a troubleshooting related to the system, please contact: 092-356-2720 (1 lines), the service will be available from 19-27 April 2021 from 8.30 a.m. to 5.30 p.m.

**PROXY FORM A**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

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

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2). being (a) shareholder of **CPL Group Public Company Limited**

holding total of \_\_\_\_\_ shares and have a rights to \_\_\_\_\_ Votes

(3) Hereby appoint

PLEASE SELECT ONLY ONE PROXY

☐ 1. Name \_\_\_\_\_ Age \_\_\_\_\_ years

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

☐ 2. Name Mr. Supapat Ongsangkoon Independent Director Age 60 years

Address 89/1 Soi Wat-Ampawan Road Rama 5 Tambal/Sub-District Thannon Nakhon Chai Si

District Dusit Province Bangkok Postcode 11130

☐ 3. Name Pol. Lt. Gen. Chayoot Thannataweeruch Independent Director Age 65 years

Address 300 Soi Sirindhorm 7 yaek 6-1 Road Sirindhorm Tambal/Sub-District Bang Bamru

District Bang Phlat Province Bangkok Postcode 10700

☐ 4. Name Dr. Mongkon Laoworapong Independent Director Age 52 years

Address 128/9 Soi Sathupradit 6 Road Sathupradit Tambal/Sub-District Tungwatdon,

District Sathorn Province Bangkok Postcode 10120

Only one of them as my/our proxy to be my representative to join and vote in the 2021 Annual General Meeting of Shareholders (E-AGM) on Wednesdays, April 28, 2021 at 2.00 P.M. CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

Signature \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks

Shareholders appointing a proxy may appoint only one person to attend and vote at the meeting, and may not divide shares amongst more than one proxy in order to split votes. Votes may be cast in favor of the appointment of all proposed directors or of certain proposed director(s) only.

**Proxy From B**  
(Specific Details Form)

Duty Stamp 20 ฿

Shareholders' Registration No. \_\_\_\_\_

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_

Address \_\_\_\_\_ Nationality \_\_\_\_\_

(2) Being a Shareholder of **CPL GROUP PUBLIC COMPANY LIMITED**

Holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

☐ Ordinary share \_\_\_\_\_ shares have the rights to vote equal to \_\_\_\_\_ votes

☐ Preferred share \_\_\_\_\_ shares have the rights to vote equal to \_\_\_\_\_ votes

(3) Hereby appoint

☐ 1. Mr./Mrs./Ms. \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

☐ 2. Mr. Supapat Ongsangkoon Independent Director Age 60 years, residing at 89/1 Soi Wat-Ampawan

Road Rama 5 Sub-District Thanon Nakhon Chai Si District Dusit

Province Bangkok Postal Code 10300 or

☐ 3. Pol.Lt.Gen. Chayoot Thanataweeruch Independent Director Age 65 years, residing at 300 Soi Sirindhorn 7 yaek 6-1.

Road Sirindhorn Sub-District Bang Bamru District Bang Phlat

Province Bangkok Postal Code 10700 or

☐ 4. Dr. Mongkon Laoworapong Independent Director Age 52 years, residing at 128/9 Soi Sathupradit 6

Road Sathupradit Sub-District Tungwatdon District Sathorn

Province Bangkok Postal Code 10120

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2019 Annual General Meeting of Shareholders of C.P.L GROUP PUBLIC COMPANY LIMITED on Wednesdays April 28<sup>th</sup>, 2021 at 2.00 p.m. CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or such other date, time and place as the meeting may be adjourned

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**Agenda Item 1 To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 2 To acknowledge the Company's operating results of year 2020 and annual report for the year 2020**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 3 To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2020.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 4 To consider and approve the allocation or annual profit year 2020 an dividend payment.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.



- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda Item 5 To consider and approve the appointment of the directors to replace those who will retire by rotation in 2021.**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ **Vote for all nominated candidates**

- ☐ Approve      ☐ Disapprove      ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate      1. Mr. Suwatchai Wongcharoensin

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of the nominated candidate      2. Mr. Puvasith Wongcharoensin

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of the nominated candidate      3. Dr. Mongkol Laowarapong

- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda Item 6 To consider and approve the remuneration of the Company Board of director's for the year 2021**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:

- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda Item 7 To consider and approve the appointment of the auditor and the audit fee for the year 2021**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:

- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda Item 8 Any other business (if any)**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:

- ☐ Approve      ☐ Disapprove      ☐ Abstain

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

(6) 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 any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Grantor

( )

Signed \_\_\_\_\_ Proxy

( )

**Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007**

- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.

2. Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors
3. In case there are additional agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item(s).

\*\*\*\*\*

**Supplemental Proxy Form B**

(Specific Details Form)

The proxy as a shareholder of CPL GROUP PUBLIC COMPANY LIMITED

At the meeting of the 2021 Annual General Meeting of Shareholders of CPL GROUP PUBLIC COMPANY LIMITED on 28<sup>th</sup> April, 2021 at 2.00 p.m. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or such other date, time and place as the meeting may be adjourned.

Agenda \_\_\_\_\_ Subject : \_\_\_\_\_

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Subject : \_\_\_\_\_

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Subject : \_\_\_\_\_

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Subject **Election of the Directors to replace those who will retire (continued)**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ **Vote for all nominated candidates**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate Mr. Suwatchai Wongcharoensin

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate Mr. Puvasith Wongcharoensin

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate Dr . Mongkol Laowarapong

☐ Approve ☐ Disapprove ☐ Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed \_\_\_\_\_ Grantor

( )

Signed \_\_\_\_\_ Proxy

( )

Signed \_\_\_\_\_ Proxy

( )

**PROXY FORM C**

(For foreign shareholders who have custodian in Thailand only)

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

Custodian \_\_\_\_\_

being (a) shareholder of CPL Group Public Company Limited

holding total of \_\_\_\_\_ shares and have a rights to \_\_\_\_\_ Votes

(2) Hereby appoint

**PLEASE SELECT ONLY ONE PROXY**

☐ 1. Name \_\_\_\_\_ Age \_\_\_\_\_ years  
Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

☐ 2. Name Mr. Supaput Ongsangkoon Independent Director Age 60 years  
Address 89/1 Soi Wat-Ampawan Road Rama 5 Tambal/Sub-District Thanon Nakhon Chai Si  
District Dusit Province Bangkok Postcode 10300

Is not a conflict of interest in this Extraordinary General Meeting Shareholder; or

☐ 3. Name Pol. Lt. Gen. Chayoot Thanataweeruch Independent Director Age 65 years  
Address 300 Soi Sirindhorn 7 yaek 6-1 Road Sirindhorn Tambal/Sub-District Bang Bamru  
District Bang Phlat Province Bangkok Postcode 10700

Is not a conflict of interest in this Extraordinary General Meeting Shareholder; or

☐ 4. Name Dr. Mongkon Laoworapong Independent Director Age 52 years  
Address 128/9 Soi Sathupradit 6 Road Sathupradit Tambal/Sub-District Tungwatdon  
District Sathorn Province Bangkok Postcode 10120

Is not a conflict of interest in this Annual General Meeting Shareholder.

Only one of them as my/our proxy to be my representative to join and vote in the 2021 Annual General Meeting of Shareholders of on Friday, April 28, 2021 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

(3) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

☐ Grant partial the total amount of shares holding and entitled to vote

☐ Grant partial shares of

Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(4) I/WE authorize my/our Proxy to cast the votes according to my/our intention as follows:

Agenda 1: To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 2: To acknowledge the operating results of CPL for the year 2020 and annual report for the year 2020

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 3: To consider and approve the Balance sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2020.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 4: To consider and approve of no allocation of the net profits as the legal reserve the year ended December 31, 2019 and no dividend payment

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 5: To consider and approve the appointment of the directors to replace those who will retire by rotation in 2021

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ **Vote for all nominated candidates**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate 1. Mr. Suwatchai Wongcharoensin

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate 2. Mr. Puvasith Wongcharoensin

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate 3. Dr. Mongkol Laowarapong

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6: To consider and approve the remuneration of the Company Board of director's for the year 2021.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 7: To consider and approve the appointment of the auditor and the audit fee the year 2021.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 8: Other business (If any)

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ 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 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.

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

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks

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 proxy Form have a permit to act as a custodian.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.

## Supplemental PROXY FORM C

The proxy is granted by a shareholder of CPL Group Company Limited.

The 2020 Annual General Meeting of Shareholders on, April 28, 2021 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3rdFloor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date , time and place as the meeting may be adjourned.

Agenda..... :

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

I/ We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signature \_\_\_\_\_ Shareholder  
 ( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
 ( \_\_\_\_\_ )

**Profile of the Independent Director**  
**For shareholder to grant the independent director as proxy**

**1.Mr. Supapat Ongsangkung**



**Age** 60

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoo-mai, Mueang,

Samutprakarn 10280

**Special Equity** -

**2. Pol.Lt. Gen Chayoot Thanataweeruch**



**Age** 65

**Position** Independent Director/ Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoo-mai, Mueang,

Samutprakarn 10280

**Special Equity** -

**3. Dr. Mongkol Laoworapong**



**Age** 52

**Position** Independent Director/ Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, Bangpoo-mai, Mueang,

**Special Equity** Agenda 5

### **Independent Director**

The company determines components for Board of Directors to be consisting of at least 1/3 of independent of total number of the company's directors. Board of Directors determines qualities of independent director as follows;

1. Hold shares no more than 0.05 % of total number of share with voting right of the company, head office, subsidiary, joint company, major shareholder, or person with power to control the company, which shall also include shareholding of related person of that independent director.
2. Not being or never been a director involved in management, employee, consultant who receives regular salary, or person with controlling power of the company, head office, subsidiary, joint company, subsidiary at the same level, major shareholder, or of person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
3. No blood relationship or by registration according to the law in the manner of father, mother, spouse, sibling, and child, including spouse of the child, of executive, major shareholder, person with controlling power, or person to be nominated as executive or person with controlling power of the company or subsidiary.
4. Not having or never have business relationship with the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company in the manner that is preventing one's independent judgment, including not being or never been implied shareholder or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
5. Not being or never been an auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or partner of audit firm that has auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
6. Not being or never been service provider in any profession, including providing service of legal advisor or financial advisor who receive service fee of more than THB 2 million per year from the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or shareholder of service provider in that profession except being freed from such characteristic for at least 2 years before being appoint as independent director.
7. Not being a director that was appointed as director's representative of the company, major shareholder, or shareholder who is related to major shareholder.
8. Not operating a business that has the same condition, and is an implied competition with business of the company or subsidiary, or not being an implied partner in a partnership, or is a director involved in management, employee, consultant who receives regular monthly salary, or hold share more than 0.05% of total shares with voting right of other company, which operate a business that has the same condition, and is an implied competition with business of the company or subsidiary.
9. Not having any other characteristic that cannot provide independent comment regarding the company's operation.



### **Articles of Association concerning shareholders meetings**

#### **Board of Director**

- Articles 11      The company shall be managed by a Board of Directors, consisting of at least five (5) persons, of whom at least half must reside within the Kingdom and must have the Qualifications prescribed by law.
- Articles 12      The election of the board of Directors shall be in accordance with the following rules and procedures:
- (1) Each shareholder has one vote for each share.
  - (2) Each shareholder may exercise all the votes he or she has under (1) to appoint the nominated persons on a person-by-person basis or an en bloc basis. The shareholder cannot split his or her votes between more than one person or in the basis extent.
  - (3) The persons obtaining the most votes in descending order will be elected as directors equal to the number of positions to be filled at the meeting. If two or more persons receive equal votes and the number of candidates exceeds the positions to be filled, the Chairman of the meeting has a casting vote. In the case of a tied vote, the last person shall be decided by the casting vote of the Chairman of the meeting.
- Article 13      At every annual general ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number closest to decided by drawing lots. In subsequent years, the directors who have held office longest shall retire. The director who retire under this Clause are eligible for re-
- Article 14      The remuneration of the directors of the Company shall be fixed at a meeting of Shareholders of the Company.

#### **Shareholders Meeting**

Articles 24      The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the company. Shareholders meeting other than the one referred to in the first paragraph shall be called extra ordinary general meeting. The board of directors may call an extraordinary general meeting of shareholders any time the board considers it expedient to do so. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

Articles 25      In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval of for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in newspaper at least three days prior to the date of the meeting. The place of the meeting referred to in the first paragraph shall be in the province in which the head office of the company is located or in a nearby province, unless otherwise stipulated by the articles of association.

Articles 26      Shareholders are entitled to attend and vote at the shareholder meeting but they may authorize other persons as proxies to attend and vote at nay meeting on their behalf. The instrument

appointing the proxy shall be submitted to the chairman of the board of the person designated by the chairman of the board.

Articles 27 Unless otherwise stipulated by this Act, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less one-third of the total number of shares sold of the company. At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required. The Chairman of the board shall be the chairman of shareholder meeting. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Articles 28 Unless otherwise stipulated by this Act, a resolution of the shareholder meeting shall require in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote. In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote: the sale or transfer of the whole or important parts of the business of the company to other persons; the purchase or acceptance of transfer of the business of other companies or private companies by the company:

The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

Articles 29 Business to be transacted at the annual ordinary meeting of Shareholders is as follows:

- (a) Consideration of report of the Board of Directors on the conduct of the company's business during the past year.
- (b) Adoption of Financial Statements
- (c) Appropriation of profits.
- (d) Election of Directors to replace those retiring by rotation
- (e) Appointment of auditors
- (f) Any other business