



CPL Group Public Company Limited

Invitation to 2022 Annual General Meeting of Shareholders

April 28, 2022 at 14.00 hrs.

(E-AGM Only)

The registration will begin at 12.00 hrs.

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March 31, 2022

Subject: Invitation to the Annual General Meeting of Shareholders 2022 by Teleconference using Electronic Device (E-AGM).

To: All Shareholders.

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholder held on April 28, 2021 (Documents accompanying Agenda Item 1)
2. From 56-1 One Report, together with the Financial Statement of the company for the financial year ended December 31, 2021 (Documents accompanying Agenda Item 2 – 3)
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 2022. (Documents accompanying Agenda Item 7)
5. Amend the objectives of the company and amending the memorandum of Association Clause 3 (Documents accompanying Agenda Item 8)

Documents accompanying the Meeting

6. Notification of Meeting (Please see the separate document)
7. Registration documents, registration and meeting processes and voting procedures and vote counting.
8. Proxy Form A. B. and C.
9. Profiles of independent directors to serve as proxy of the shareholder and qualification of Independent directors.
10. 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 2022 will be held on April 28, 2022 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 3rd Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280, Thailand. Please find the agenda as follows:

Agenda 1 : To consider and adopt the Minute of the General Meeting of Shareholders 2021.

Facts and Rationale:

The company had prepared Minutes of the Annual General Meeting of shareholders 2021 held on April 28, 2021. The meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders as enclosed. (Documents accompanying Agenda Item 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 2021 which was convened on April 28, 2021 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 2021.

Facts and Rationale:

The Operation results of the company for the year 2021 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, 2021.

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 2021, which the Company's certified public accountant has audited and certified and has been reviewed by the Audit Committee as detailed in Documents accompanying Agenda Item 2 - 3

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

Financial Statements	2021	2020
Total assets (million baht)	2,439.14	2,132.41
Total liability (million baht)	1,443.04	1,196.58
Shareholder equity (million baht)	996.10	935.83
Total revenue (million baht)	1,877.65	1,593.55
Net profit (Loss) (million baht)	69.05	18.87
Earnings (Loss) per shares (bath)	0.16	0.04

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 2021 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 percent 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	2021	2020	2019
1. Amount of Shares (Million share)	439.84	439.84	439.84
2. Net Profit (Loss) (Million baht)	69.06	18.87	(163.89)
3 Profit (Loss) per shares	0.16	0.04	(0.37)
4. Total Dividend Payment per shares	0.05	0.02	-

Opinion of the Board:

From the operating results of the Company for the year 2021, the Company has a net profit of 69.06 million baht. The Board of Directors has considered it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to approve the dividend payment for the year 2021 at the rate of per share. 0.05 baht (before tax deduction), totaling 21,992,217 baht, or 31.85 percent. The record date for the list of shareholders to receive dividends (Record Date) is on March 10, 2022 and the company determines the payment of annual dividends on that date on May 20, 2022. However, the right to pay dividends for the year there is still uncertainty until approval from shareholders at the 2022 Annual General Meeting of Shareholders.

In this regard, a dividend of 0.05 baht per share is paid from the net profit that has been deducted from the net loss brought forward for no more than 5 years before the current accounting period. Shareholders who are natural persons are subject to withholding tax of 10 percent, but cannot receive dividend tax credit must be in accordance with Section 47 of the Revenue Code.

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 2022.

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

- | | |
|--------------------------------|---|
| 1. Mr. Kuo Shih Lun | Director/ Executive Director |
| 2. Mr. Kitichai Wongcharoensin | Director/ Executive Director/ Investment Advisory Committee |
| 3. Mr. Supapat Ongsangkung | Independent Director/ Chairman of Audit Committee/
Chairman of Advisory Investment Board |

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 15, 2021 until January 15, 2022 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 (Which directors with conflict of interest did not participate in the consideration) considered the opinion of the Nomination and Remuneration Committee on the appropriateness and maximum benefit of the Company. and saw that the directors who retired by rotation have full qualifications and do not have any prohibited characteristics as stipulated by law and is a qualified person with knowledge, ability and experience in various businesses including the Company's business According to the documents supporting the consideration of Agenda 5, the persons nominated to be appointed as independent directors will be able to express their opinions independently. And in accordance with the relevant rules In addition, the persons nominated this time have undergone a scrutiny process or careful consideration of the Board of Directors, and therefore recommend that the shareholders approve the appointment of the directors who retire by rotation upon returning. Hold a position as a director of the Company for another term.

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 2022.**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:

	Year 2022 (Proposed year)	Year 2021	Year 2020
Directors' remuneration (MB/Year)	not exceed 8 MB	not exceed 6 MB	not exceed 6 MB
Number of Directors (person)	9	9	9

Details of remuneration for each committee are as follows:

Position	Year 2022 (Proposed to the meeting for approval)		Year 2021	
	Monthly remuneration (Baht/person/month)	Meeting Attendance	Monthly remuneration (Baht/person/month)	Meeting Attendance
1. Board of Director				
Chairman	30,000.00	20,000.00	20,000.00	15,000.00
Member	20,000.00	15,000.00	20,000.00	10,000.00
2. Audit Committee				
Chairman	10,000.00	15,000.00	-	15,000.00
Member	10,000.00	10,000.00	-	10,000.00
3. Sub Committee				
(Nomination and Remuneration Committee, Risk Management Committee and Investment Advisory Committee)				
Chairman	-	15,000.00	-	15,000.00
Member	-	10,000.00	-	10,000.00

Opinion of the Board:

Agreed to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the directors' remuneration for the year 2022 as meeting fees and directors' bonus with a total amount not exceeding 8 million baht, which is an increase from 2021 in amount of 2 million baht. 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 2022.

Facts and Rationale:

In compliance with Section 120 of the Public Company Act B.E. 2535 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. The announcement of the Capital Market Supervisory Board No. TorJor. 75/2 2018 Re: Rules, Conditions and Methods for Reporting Disclosures of Financial Position and the performance of the company issuing securities, effective since January 1, 2019, requires the company to arrange the rotation of auditors in the event that any auditor has performed the review, audit, or has completed 7 cycles accounts whether they are connected 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

Approved the proposal of the Audit Committee that selected CWWP Co., Ltd. as the Company's auditing office. knowledgeable and experience in auditing which has served in accordance with the scope of powers and duties has always given good advice and suggestions to the Company including satisfactory performance Qualifications are not inconsistent with rules, announcements and related regulations. by a company that is an audit firm and the auditor has no conflict of interest relationship with the company, management, major shareholders or those related to such persons Therefore, it was resolved to propose to the general meeting of shareholders. To consider and approve the appointment of auditors and approve the audit fees as follows: which appeared information of all 4 auditors in the supporting documents for agenda 7

1. Appoint an auditor from CWWP Company Limited to be the Company's auditor in the year 2022 with the list of auditors as follows:

Name	Certified Public Accountant	Number of years of auditing for the Company
1. Ms. Chonthicha Lertwilai	12258	1 (2021)
2. Ms. Waraporn Intaraprasit	7881	-
3. Ms. Waraporn Panpakdeenupong	12261	-
4. Ms. Wanraya Puttasatien	4387	1 (2020)

2. Approve Auditor fee for year 2022 amount of 1,730,000 baht. Audit Fee for year 2021 as detail below

Description	2022	2021	2020
Auditor Fee	950,000	920,000	950,000
Review quarter statement	660,000	600,000	720,000
Review cash flows statement	60,000	60,000	60,000
English Statement	60,000	60,000	60,000
	1,730,000	1,640,000	1,790,000

Voting Rule:

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

Agenda 8 : to amend the objectives of the company and amending the memorandum of Association Clause 3

Facts and Rationale:

According to the Public Company Act B.E. 2535, Section 31 states that an application for registration of amendments to the Memorandum of Association or the Articles of Association of the Company The applicant for registration must attach a reserve of the minutes of the shareholders' meeting which resolves to amend the Memorandum of Association or the articles of association of the company along with the registration application.

Board of Directors' meeting it was resolved to propose to the shareholders' meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association (Objective) to be in line with the law and in accordance with government regulations and covers the business that the Company will operate in the future. Therefore, the Company will have a total of 59 new objectives from 47 items, with details of the amended objectives as in the supporting documents for agenda 8

Opinion of the Board:

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of Clause 3 (Objectives) of the Company's Memorandum of Association with all the details proposed. And proposed to the shareholders' meeting to consider and approve the authorization of the Board of Directors and or the person authorized by the Board of Directors is authorized to register the amendment of the Memorandum of Association at the Department of Business Development.

Voting Rule:

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

Agenda 9 : Any other business (if any).

Information for shareholders:

1. The Company has determined the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) which is March 10, 2022 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 as the agenda of the 2022 Annual General Meeting of Shareholders or to propose qualified persons to be considered as directors of the Company. Shareholders can submit such wishes to the Company at least 3 months prior to the date of the Annual General Meeting of Shareholders in accordance with the principles of good corporate governance of the Stock Exchange of Thailand, that is, from November 15, 2022 to January 15, 2022 by The offer must be in accordance with the Company's regulations which are posted on the Company's website. www.cpn.co.th including the company has notified the said invitation via electronic channels of the Stock Exchange of Thailand. There were no shareholders proposing the meeting agenda or nominating a person to be considered for appointment as a director in accordance with the Company's regulations to the Company.
3. Shareholders have the right to vote in agenda 1-8, vote in agenda 1-8, except agenda 6, which requires approval by a vote of not less than two-thirds of the total votes of the shareholders share and with the exception of Agenda 8, which requires approval by a vote of not less than three-fourths of the total number of votes of shareholders. Who attend the meeting must receive a majority vote of the shareholders who attend the meeting and have the right to vote
4. At the 2022 Annual General Meeting of Shareholders, the Company will use electronic registration and vote counting. The company will invite representatives from the legal advisory firm to be the auditor of the vote and oversee the meeting to be transparent and legal and the Company's Articles of Association, as well as the principles of good corporate governance in order to comply with the rules for the shareholders' meeting of the Office of the Securities and Exchange Commission.

Therefore, I would like to invite the shareholders to attend the meeting in the E-AGM system according to the specified measurement, time and system. The company has appoint InventTech Systems (Thailand) Co., Ltd. to organize meetings via electronic media by the company's system.

Invent Tech Systems (Thailand) Co., Ltd. has passed the audit in terms of meeting security standards through Electronic media from the Ministry of Digital Economy and Society The company will open for registration in the E-AGM system to attend the Annual General Meeting of Shareholders from 12.00 hrs.

The company requests cooperation from shareholders and proxies to study the conditions and methods of registration and the preparation of documents to verify their identity before the meeting date. to receive a username

(USERNAME) and password (PASSWORD), as well as to study the voting method and the process of attending the meeting in detail Appears in the documents supporting the meeting 7 in order to protect the rights and benefits of the shareholders. In the event that the shareholders are unable to attend the meeting in person and wishes to assign a proxy to any independent director of the company to attend the meeting and vote on behalf of the shareholders Able to appoint 3 independent directors of the company. as detailed in the supporting documents for attending the meeting 9 together with the proxy's signature and stamp duty 20 and send the proxy form A. Form B. or Form C. (custodian) according to supporting documents for attending the meeting 8 together with relevant documents to

1. By mail : “Company Secretary Office” CPL Group Public Company Limited
No. 700, Moo 6, Sukhumvit Road, Bang Pu Mai Sub-district, Muang District,
Samut Prakan Province 10280
2. Email : secretary@cpl.co.th , ir@cpl.co.th

For the convenience of document verification, we therefore ask for cooperation from shareholders and/or proxies to send documents to the company by April 26, 2022 and for the 2022 Annual General Meeting of Shareholders to be effective. The company invites shareholders to submit questions related to the meeting agenda in advance. By asking shareholders to submit questions with their names/registration numbers Shareholders/phone numbers that can be contacted via E-mail “Investor Relations” at ir@cpl.co.th via registered mail to "Office of the Company Secretary" at the address above and because the Company will use the username (USERNAME) to register and count votes in proportion to the number of attendees in the meeting as follows: Shareholder or proxies Please verify your identity with other relevant supporting documents. The details appear in the supporting documents for attending the meeting 6 - 7.

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 2021

Date, Time & Venue:

The Meeting was held on Wednesday 28, April 2021 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 via electronic meeting |
| 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 |

Other Attendees

Executive Officers Present :

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

Auditor

- | | |
|-------------------------|--|
| 1. Ms. Wanya Putasatien | Partner of CWWP Co., Ltd. vie electronic meeting |
|-------------------------|--|

Legal Advisor

- | | |
|------------------------|-------------------------------------|
| 2. Mr. Wayuburt 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. The Chairman thanked the shareholders for taking the time to attend the Annual General Meeting of Shareholders of CPL Group Public Company Limited this time for the year 2021 due to the current situation of the coronavirus infection epidemic (COVID -19). The new outbreak in Thailand has widened the scope of the epidemic in many areas. The company has a concern about the health and safety of the shareholders. Including those who are incredibly involved in organizing the meeting, Therefore, the Annual General Meeting of Shareholders for the year 2021 is scheduled as an electronic means (E-Meeting), conducted through electronic media following the rules stipulated in the law relating to electronic meetings at the general meeting room, 3rd floor, office no. 700 Moo 6, Sukhumvit Road, Bangpoo- Mai, Mueang, Samut Prakan 10280.

Then The Chairman informed that it was time to start the meeting as stated in the invitation letter for the shareholders' meeting. Therefore, open the Annual General Meeting of Shareholders for the year 2021 through electronic meeting (E-Meeting) and asked Ms. Aomchan Paengthong, the moderator, summarized the number of shareholders attending the meeting. Board introduction Legal advisor and management and explain the method of meeting and voting at this shareholders' meeting.

Ms. Aomchan Paengthong, The meeting moderator informed the meeting important rules for the meeting and voted as follows:

- Before voting on any agenda, the chairman will ask the shareholders to ask details and doubts.
- In voting, One Share One Vote.
- The Chairman informed the meeting that voting for each agenda would be disclosed.
- Shareholders can vote for agree, disagree or abstain in each agenda.
- Announcing the voting results in any agenda will notify the voting results by specifying the number of shares voted for, agree, disagree or abstain.
- The chairman has the power and duty to set regulations to conduct meetings for orderliness and to bring fairness to all shareholders.

However, during the meeting Attendees can submit questions in advance via Chat Box Q&A, where the Company will answer questions at those agendas and then inform the meeting about voting procedures on each agenda item of the meeting in the E-Meeting system as follows:

1. For self-attending shareholders and proxies in Proxy Form A and Form B, they must vote only one of the following: agree, disagree or abstain, without dividing their votes in each agenda. In voting for each agenda item (except for Agenda No. 5 To consider the appointment of directors in place of those retiring by rotation.), specific shareholders who disagree or abstain Vote through the E-Meeting system continue counting the votes. For shareholders who agree, there is no need to vote through the E-Meeting system.
2. Proxies from foreign investors and appoint a custodian in Thailand to be a share depository and keeper, who use Proxy Form C, can determine the votes for each agenda item. In counting the votes, the Company will deduct the dissenting and abstained votes from the total number of votes of the shareholders who attend the meeting and have the right to vote and the remaining votes will be considered as agreeing votes. For Agenda 5: To consider the appointment of directors in place of those retiring by rotation allowing shareholders to vote through the E-Meeting system whether they agree, disagree or abstain. To count the votes, there will be a separate vote for each director. For shareholders who do not vote in any way through the E-Meeting system, it will be considered that they vote for approval.
3. The resolution of the meeting will be based on the majority vote of the shareholders who attend the meeting and have the right to vote. Unless otherwise stipulated by law, that is, in Agenda 6 To consider and approve the

directors' remuneration, which must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting and have the right to vote. The chairman of the meeting will notify the voting to the meeting after the counting of votes for that agenda is completed.

4. The shareholders must remain on the agenda until the end of the agenda and must vote on each agenda item before the voting is closed on that agenda. The system will open for voting for 1 minute, except for Agenda No. 5. Voting time is 2 minutes. In case of leaving the meeting room (Log Out) before the voting is closed on that agenda Shareholders will not be counted to constitute a quorum for such agenda. However, leaving the meeting room (Log Out) in any agenda does not disqualify the right of shareholders / proxies to return to attend the meeting or vote resolution in the next agenda.
5. For the criteria for asking questions before voting in each agenda The chairman of the meeting will allow the meeting attendees to ask questions and express opinions on issues related to that agenda, as appropriate by asking the meeting attendees to type their first and last names. Status as a shareholder, proxy, followed by questions or comments in the Q&A box and pressing the question can be done in 2 cases: 1. Send questions via text. Able to type the desired text Then press the symbol as shown in the picture to send the question. 2. Send questions by voice can press the button "Record audio" and then press the button. "Stop recording" when the question has been asked. And can press the button "Send question" to send questions by voice.
6. If the shareholders would like to vote (e-Voting), they can press the "Vote" button by selecting agenda as shown in the Dropdown, and the system will show the status. Voting is Shareholders can press the voting button as follows: 1. Agree 2. Disagree 3. Abstain from voting as wishes. If shareholders wish to cancel the latest voting, they can press the button. "Cancel the last voting" (where the shareholders can revise their votes until the agenda is closed)
7. The company staff will answer questions in the meeting room on the agenda related to that question if many questions related to that agenda have been submitted to the system. The Company reserves the right to consider and select questions as appropriate and if any questions cannot be answered during the meeting due to the time limit. The Company will continue to collect, answer and disclose in the meeting minutes or through the Company's website.

If the shareholders have problems attending the meeting and voting systems, Please follow the rules for the meeting following the regulations announced by the company or contact the administrative staff at the telephone number provided in the document is 092-356-2720

In the shareholders' meeting of the listed companies regarding the vote counting in the meeting, it is considered appropriate to arrange for an impartial shareholder meeting to verify the status of the shareholders. The voting was conducted with transparency. We would like to invite Legal Adviser Mr. Wayuburt Kamart to take care

of the vote counting and oversee the meeting. Shareholders following the laws and regulations of the company Ms. Wanya Putasatien, Partner of CWWP Company Limited (via electronic media)

8. Agenda without voting is Agenda 2 To acknowledge the Company's performance for the year 2020.

To treat all shareholders with fairness and equality, the Company provides opportunities for minority shareholders to propose meeting agendas and a chance to nominate persons to be directors in advance By offering through the Company's website Between November 15, 2020, until January 15, 2021. For the Annual General Meeting of Shareholders for the year 2021, the shareholders have been informed through the electronic news system of the Stock Exchange of Thailand on the criteria and methods for proposing the matter. Eligibility of the proponent, including the form and channel, suggested the subject and the nomination of persons to be directors after the expiration of the said period. It turned out that there are no proposals for the agenda and no candidates nominated as directors.

Ms. Aomchan Paengthong Moderator Announcing the opening of the Annual General Meeting of Shareholders for the year 2021, 33 shareholders were attending the meeting in person, two proxies, 35 shareholders totaling 347,291,546 shares, representing 78.9578% of the issued shares. All of the company constituted a quorum. The quorum under the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association stipulates that there must be at least 25 shareholders and proxies and must hold shares amounting to not less than one-third of the total shares sold of the company.

Agenda 1: To certify the Minutes of the 2020 Annual General Meeting of Shareholders

The Chairman assigned the moderator of the meeting. Has started the meeting that The Company held the 2020 Annual General Meeting of Shareholders on April 24, 2020. The company has recorded the minutes of the meeting correctly. According to the resolution of the meeting and completed within 14 days from the date of the 2020 Annual General Meeting of Shareholders by sending to the Stock Exchange of Thailand and the Ministry of Commerce Within the time prescribed by the law And published on the company's website (www.cpl.co.th) by attaching a copy of the minutes of the meeting in the invitation letter that the company has sent.

The Board considered and agreed to propose the minutes of the 2020 Annual General Meeting of Shareholders to the meeting to certify such a report.

The moderator inquired whether any shareholders had any questions or concerns or had additional advice.

There were no questions or concerns or any additional suggestions, the moderator requested the meeting to consider approving the minutes of the 2020 Annual General Meeting of Shareholders.

Resolution: The meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders 2020 follow votes:

Agree	345,628,346	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 asked the Chief Executive Officer to report the business's overview in the past year to the meeting for acknowledgment.

Chief Executive Officer Reported to the meeting that last year due to the outbreak of COVID 19, last year the company has been working to maintain liquidity and try to maintain the company image in all aspects, especially in April - June or the second quarter as usual. It will be the peak time for the company and affect the business of the company from the 2nd - 4th quarter, which will be separated into each business as follows:

Finished leather business declined by 30%, but the company gained 6% of new brand customers, trying to replace a lower percentage while trying to get old customers to have more orders. Last year was the Develop Sample period from new brands, which is expected to receive larger orders later this year. Another problem found is that the exchange rate has a moderate impact on the operations. For this year, the finished leather business There is still a risk, as the company expects that the Japanese Olympics will be the driving force behind the increasing trend of shoe and leather usage. For tanning work, The past year has been the work of the company itself. Customers cannot enter at all. Because it is a job that must come to work closely. It is a pleasure to inform the shareholders that last year the company received the results of the factory inspection at the gold medal level in all three factories, which is an international factory audit standard (Leather Working Group), equivalent to the tanning factory. Lead the world. It is the standard of Green Industry and Sustainability which is an essential requirement of international shoe brands. For the company's long-term development plan from working with international chemical companies, Tanning has begun to develop in the Chrome Free - Wet White system, reducing the use of hazardous chemicals in production, which was in the process of starting from 2 years ago, the sales were still small but had good growth The company aims that in the long run, it will make its products It is different from other companies for 3-5 years, which will increase the production capacity to 1/3 of the production capacity.

For safety equipment, sales were down 10 percent, with the safety equipment business based on GDP flows last year, factories cut workers, sloping workdays and shut down. As a result, the demand for safety devices is reduced and trying to find new products by using the existing customer base. In the past 2 years, it has increased 3 times, and has gained a non-industrial customer base from online systems.

For this year's challenges, The important thing is that the COVID-19 situation is still a big problem. Hazardous equipment will have an impact within the country. For finished leather, The world's covid-19 is still a big problem. It is not possible to predict whether it will take 2-3 years or not. However, the company has prepared for various situations that will arise. The important thing for the finished leather business is that raw material prices

have risen by about 50 percent, and the management has been monitoring and planning the procurement of raw materials following the orders that will come this year.

The Chairman assigned Mr. Niteepong Techamontrikul, Deputy Chief Financial Officer, to report the operating results for the year 2020 as follows:

Mr. Niteepong Deputy Chief Financial Officer report for the year 2020 with the following reporting topics: Statement of Financial Position, Statement of Comprehensive Income, and Auditor's Opinion as follows:

1. Statement of Financial Position Assets at the end of the year 2020 amounted to 2,132 million baht, a decrease of 99 million baht from the previous year, a significant reduction in the inventory decreased by 112 million baht. Manage leather material in the warehouse Deferred income tax decreased by 8 million baht, and trade receivable decreased by 6 million baht. Caused by the declining revenue from sales More items are Cash and cash equivalents increased by 27 million baht and the accounting standard No. 16 on lease agreements came into effect last year. Causing the company to categorize assets.

Liabilities at the end of the period 1,197 million baht, a decrease of 119 million baht. The significant reduction in items consisted of loans from financial institutions 138 million baht, loans from related parties 60 million baht, trade payables 47 million baht. The items on the rise are Long-term loans from financial institutions 91 because last year, from the COVID-19 situation, The company has restructured liabilities with financial institutions to maintain liquidity and finance lease liabilities of 33 million baht, in addition to the accounting standard as initially reported.

2. Overall income statement for the year 2020 must accept that it's been a tough year for every business to manage. Due to the world economy, the status of the epidemic at home and abroad, and the exchange rate has strengthened over the past year. However, the company was able to perform satisfactorily compared to the previous year. Namely, the company had revenue last year 1,594 million baht, down 836 million baht or 34% decrease, gross profit increased 104 million baht from 246 million baht to 350 million baht or 12 percent due to the management of production costs and various expenses, compared with the previous year, the loss was 164 million baht.

The primary income in 2020 comes from 3 businesses: 1. Finished leather business 935 million baht, a decrease of 687 million baht 59% due to lower sales volume, but the company can reduce various expenses more than income. The decline is 755 million baht. 2. Tanning services have a residual income of only 45 million baht, down 82 million baht due to the problem of major clients from China suffering from COVID-19. At present, the company has modified the operation method to produce for use in the company and try to find new customers to replace.

3. The safety equipment business earned 681 million baht, a decrease of 68 million baht or 38%, mainly due to lower market demand and cost control of each business. In terms of expenses, there has been a positive change in the direction that the company was able to reduce sales expenses of 47 million baht and administrative costs

decreased by 78 million baht. The company had a net profit of 19 million baht in 2020, an increase from the previous year by 183 million baht from that of 2019, with a loss of 164 million baht.

The figures reported on the financial statements have been audited by a certified public accountant with an unconditional opinion, with the focus being on the following matters:

Inventory Considering the allowance for diminution in inventory value this is because considerable management's judgment is required in determining the appropriate amount of devaluation allowances for obsolete and outstanding inventories.

Income from sales Since revenue from sales is an accounting item that has significant value to the financial statements and is a transaction that directly affects the Company's operating results.

The Company has announced its intention to join Thailand Private Sector Collective Action Against Corruption or CAC, On January 26, 2021, the Company established an anti-corruption policy. So that the directors, executives, and employees of the Company has strictly adhered to The Company has published a policy against corruption and corruption. On the Company's website, under the topic of Investor Relations So that relevant people can access the information.

The Company continuously provides training and anti-corruption practices to directors, executives, and employees, with high-level executives as observers and advising on questions regarding the matter. Of anti-corruption and corruption, which has 18 months to operate, The Company will try to accomplish the tasks in a specified period.

In 2020, the Company received a 4-star or "Very Good" rating for corporate governance from the Thai Institute Of Directors or IOD.

The moderator informed that there were two questions sent in advance by email from shareholder Ms. Tuangporn Supavanich.

1. Nowadays, the world is changing rapidly, many different factors are coming into Disrupt. I would like to know how the company has a plan to support this change. This question invites Mr. Puvasith, Chief Executive Officer, to answer.

Chief Executive Officer responded to Disrupt with the company's business is the finished leather business. As stated earlier, the transformation to the Eco - Industry will continue to change, and Chrome Free tanning work will be a new product that is different from others. As well as on Solution Business, the sales team tries to meet more customers as a Machine Safety Smart Factory by offering products that can increase the factory standard from 2.0 to 4.0, which must provide knowledge and understanding of the necessity of Use the company's products because customers are concerned about the expenses they will have to pay. For the new products that were added to be introduced, the leather that the company produced for the shoe factory There were remaining in stock to make the

finished product, Street Sneaker, by a joint venture with two other investors, one of which was Mr. Golf FK Hero, PLY brand, and the production of GALAVELA leather products is still in the market trial period.

Moderator: For question 2, what is the forecast for this year's earnings? Because COVID-19 is still with us. For this question, I would like to invite Mr. Niteepong to answer.

Mr. Niteepong: It may not be able to give a clear answer since it is preparing the first-quarter financial statements. It also has an impact on the operations of the company. Must operate the business with caution. And manage the work for maximum efficiency and control expenses. Try to keep the gross profit margin at a reasonable level last year. The management expects to continue the same procedure as in the past year.

There were no shareholder has any additional questions or concerns, or suggestions, the moderator of the meeting informed the meeting that this agenda does not have a resolution because it is an agenda for acknowledgment.

Resolution: Acknowledged the committee's report for the year 2020 as proposed.

Agenda 3: To consider and approve Annual financial statements for the year ended December 31, 2020.

The Chairman assigned the meeting moderator to declare to the meeting that The Company has prepared the financial statements for the period ended December 31, 2020, which have been audited and certified by The auditors of CWWP Company Limited gave an unqualified opinion. And passed the consideration of the Audit Committee And passed the approval of the Board of Directors already. The summary of the financial statements is as follows: Total assets 2,132.42 million baht, Total liabilities 1,196.58 million baht, Shareholders' equity 956.82 million baht, Revenue from sales and services 1,593.54 million baht, Net profit 18.87 million baht, Net profit per share 0.04 baht. The Board of Directors agreed to propose to the meeting. To approve Annual financial statements for the year ended December 31, 2020, that the auditor has audited.

Moderator of the meeting Inquired whether any shareholders have any questions or concerns or have additional suggestions or not.

There were no shareholder has any further questions or concerns, or advice, The moderator of the meeting requested the meeting to consider and approve the financial statements for the year ended December 31, 2020, audited by the auditor.

Resolution: The meeting passed a resolution with a majority vote of the shareholders who attended the meeting and had the right to vote to approve the financial statements for the year ended December 31, 2020, audited by the auditor as proposed with the following votes.

Agree	347,291,546	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 2020.

The Chairman assigned the meeting moderator to report to the meeting that according to Section 116, the Public Limited Act B.E. 2535, stating that “The Company must allocate part of the annual net profit as a reserve fund of not less than five percent of the net profit. It was yearly deducted by the accumulated loss brought forward (if any) until this reserve is not less than ten percent of the registered capital. Except for the company, there will be regulations or other laws requiring more reserves than that. ”In 2020, the company had 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 baht per share (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 are able to apply for a tax credit from the annual dividend payment at the rate of 20/80 of the dividends received, and the record date for determining the list of shareholders for receiving dividends (Record Date) is on March 10, 2021. The company determines the annual dividend payment on May 10, 2021, and allocates part of the net profit as the legal reserve of 943,481.11 baht.

The moderator inquired whether any shareholders had any questions or concerns or had additional advice.

There were no questions or opinions from shareholders, the meeting moderator asked the meeting to approve the dividend payment for the year 2020 at the rate of 0.02 baht per share (before income tax), totaling 8,796,885.68 baht and allocating part of the net profit as the legal reserve of 943,481.11 baht.

Resolution: The meeting passed a resolution with a majority vote of the shareholders who attended the meeting and had the right to vote to approve the dividend payment for the year 2020 at the rate of 0.02 baht per share, totaling 8,796,885.68 baht or 46.62% of net profit and allocate a portion of the net profit as the legal reserve of 943,481.11 baht, the deadline for submitting the list of eligible shareholders to receive dividends on March 10, 2021, and the dividend payment date on May 10, 2021, with the following votes:

Agree	337,890,182	votes	97.2929%
Disagree	-	votes	-
Abstain	9,401,364	votes	2.7071 %
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 2021 there are 3 directors who must retire by rotation, consisting of

List of Directors	Position
1. Mr. Suwatchai Wongcharoensin	Director
2. Mr. Puvasith Wongcharoensin	Director
3. Dr. Mongkol Laowarapong	Member of the 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, 2020 and January 15, 2021 it appears that no shareholder nominated any person to the company. For this agenda, The nominated directors, Mr. Suwatchai Wongcharoensin and Mr. Puvasith Wongcharoensin returned to be the Company's directors, expressed the intention of voting on this agenda item, and requested the meeting to consider the election of individual directors.

The moderator inquired whether any shareholders had any questions or concerns or had additional advice.

There were no questions or opinions from shareholders, the meeting's moderator asked the panel to consider and approve the election of directors in place of the directors who retired by rotation individually. Therefore, all shareholders were requested to vote in case of agreeing, disagreeing, or abstaining votes through the E system. - Meeting, the system will open for voting for 2 minutes.

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

5.1 Mr. Suwatchai Wongcharoensin was elected to return to be a director with unanimous votes.

Agree	334,954,405	votes	97.2929%
Disagree	-	votes	-
Abstain	23,868,852	votes	2.7071%
Invalid	-	votes	-

(Mr. Suwatchai Wongcharoensin not counted as the base for counting votes amount 14,467,488 vote)

5.2 Mr. Puvasith Wongcharoensin was elected to be return to be a director with unanimous votes.

Agree	334,954,405	votes	100.00%
Disagree	-	votes	-
Abstain	12,337,141	votes (not counted as the base for counting votes)	
Invalid	-	votes	-

Mr. Puvasith Wongcharoensin vote not counted as the base for counting votes)

5.3 Dr. Mongkol Laowarapong was elected to be return a director with unanimous votes.

Agree	347,285,391	votes	99.9982%
Disagree	6,155	votes	0.0018%
Abstain	-	votes	-
Invalid	-	votes	-

Agenda 6: To consider and approve the directors' remuneration for the year 2021.

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 2021 as follows:

Description	Board of Director	Sub Committee
Monthly Meeting allowance	THB 20,000.00.-	
Chairman	THB 15,000.00.-	THB 15,000.00.-
Member	THB 10,000.00.-	THB 10,000.00.-
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 2021 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 approve the remuneration for directors for the year 2021.

Agree	347,291,546	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

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

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 2021. 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 agreed with the Audit Committee and recommends the Annual General Meeting of Shareholder 2021 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 1,640,000.

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 2021. 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 2021

.	Agree	347,291,546	votes	100.00%
	Disagree	-	votes	-
	Abstain	-	votes	-
	Invalid	-	votes	-

Agenda 8: To consider other matters.

This agenda is set for the meeting to ask questions or, For the Board of Directors to clarify, ask for permission to read queries and suggestions from shareholders. Therefore, no other matters will be presented to the meeting for approval, and there will be no voting on this agenda.

In addition, the Company provides shareholders with an opportunity to express their opinions and ask questions about the Company. There were no shareholders or proxies to propose other matters for consideration the moderator invited the chairman to close the meeting.

Chairman: On behalf of the Board of Directors and the management, We would like to assure our shareholders in the Company's business, the safety equipment business, and ready-made leather sold in Thailand and abroad. The Company also faced a problem resulting in a decrease in sales in both firms from the past year. Management must manage the work to be efficient and control the cost as much as possible. For this year, the international market has started to have orders back in. For the domestic market has expanded the market into business solutions and finished products business. Leather goods to reassure shareholders, the company will be able to pay dividends to shareholders every year.

The Chairman then thank to all shareholders for taking the time to attend the meeting and expressing their opinion on various matters and declared the meeting adjourned. The meeting was adjourned at 15.14 hrs.

-Signed-

Mr.Suwatchai Wongcharoensin

Chairman

Form 56-1 One Report and Financial Statements of year 2021 in QR Code format.

Form 56-1 One Report (Thai)



Financial Statements of year 2021



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 2021 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 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. Kuo Shih Lun	
Age	67 years old	
Type of director proposed for election	Executive Director	
Title	Director Executive Director	
Date of being a director	December 13, 1994	
Number of years being the director	28 years	
Number and percentage of shareholding (Including spouses and underage children) As of March 10, 2022	5,366,980 shares, equivalent to 1.220% of shares with voting rights	
Highest education	Diploma Shu The Junior College of Technology	
Passing the director training course	Director Accreditation Program – Class 65/2007	
Work Experience and the directorship / executive in other company		
Position in the company	1997 – Present Director 1997 – Present Executive Director	
The directorship / executive in other listed company	-None-	
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 2021	<ul style="list-style-type: none"> ▪ Board of Directors 6/6 times (Accounted for 100 %) ▪ Executive Committee 10/10 times (Accounted for 100 %) ▪ Annual General Meeting of Shareholders 2021 1/1 time (Accounted for 100%)
Illegal record in the past 10 years	-None-
Relationships with Directors/ Executives	-None-
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	
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-
Expertise	Tanning industry, Sales and Marketing
Criteria for nominating directors	Mr. Kuo Shih Lun 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. Kitichai Wongcharoensin	
Age	46 years old	
Type of director proposed for election	Executive Director	
Title	Director Executive Director Investment Advisory Committee	
Date of being a director	April 25, 2005	
Number of years being the director	17 years	
Number and percentage of shareholding (Including spouses and underage children) As of March 10, 2022	5,984,800 shares, equivalent to 1.361% of shares with voting rights	
Highest education	<ul style="list-style-type: none"> - (Studying) Doctor of Philosophy Logistics and Supply Chain Management Suan Sunandha Rajabhat University - Master Degree of Management (Industrial Management) Huachiew Chalermprakiet University - Bachelor Degree of Business Administration Assumption University 	
Passing the director training course	<ul style="list-style-type: none"> - Young F.T.I. Elite - Director Accreditation Program 64/2007 - Director Certification Program – 187/2014 - Advanced Certificate Course in Public Economic Management for Executives - Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives - Political and Electoral Development Institute 	
Work Experience and the directorship / executive in other company		
Position in the company	2021 – Present Investment Advisory Committee 2005 - Present Executive Director 2005 – Present Director	

The directorship / executive in other listed company	-None-
The directorship in other non-listed company	<ul style="list-style-type: none"> - Director, Sangburapha Rubber Company Limited - Director, Charoensin Holding Company Limited - Director, CS Rubber Industry Company Limited - Director, CS Unitel Technology Company Limited - Director, CSJ Rubber Sheet Company Limited - Director, CPL Venture plus Company Limited - Director, Elephant Cann Company Limited - Director, CPL Group Company Limited - Director, Now End Of Waste Company Limited - Director, Integrated Leather Network Company Limited
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 2021	<ul style="list-style-type: none"> ■ Board of Directors 6/6 times (Accounted for 100 %) ■ Executive Committee 10/10 times (Accounted for 100 %) ■ Investment Advisory Committee 1/1 times (Accounted for 100 %) ■ Annual General Meeting of Shareholders 2021 1/1 time (Accounted for 100 %)
Illegal record in the past 10 years	- None-
Relationships with Directors/ Executives	<p>Brother : Mr.Suwatchai Wongcharoensin , Mr. Puvasith Wongcharoensin</p> <p>Younger brother: Mr. Nathakit Wongcharoensin</p>
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	
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-

Expertise	Corporate governance, Strategy formulation, Tanning & finished Leather
Criteria for nominating directors	Mr. Kitichai 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. Supapat Ongsangkung	
Age	61 years old	
Type of director proposed for election	Independent Director	
Title	Independent Director Audit Committee member Investment Advisory Committee	
Date of being a director	October 12, 2016	
Number of years being the director	6 years	
Number and percentage of shareholding	- None-	
Highest education	- Bachelor of Science (Business Administration) Pepperdine University U.S.A - Master of Business Administration (Finance) Westcoast University U.S.A.	
Passing the director training course	- Financial Statements for Directors (FSD) 39/2019 - Director Certification Program – 234/2017 - National Defence College 2012	
Work Experience and the directorship / executive in other company		
Position in the company	2020 – Investment Advisory Committee 2016 – Present Audit Committee member 2016 – Present Independent Director	
The directorship / executive in other listed company	- None -	
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 2021	<ul style="list-style-type: none"> ■ Board of Directors 6/6 times (Accounted for 100 %) ■ Audit Committee 3/3 times (Accounted for 100 %) ■ Investment Advisory Committee 1/1 times (Accounted for 100 %) ■ Annual General Meeting of Shareholders 2021 1/1 times (Accounted for 100 %)
Illegal record in the past 10 years	- None -
Relationships with Directors/ Executives	-None -
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	
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-
Expertise	Law, Trade, International Trade
Criteria for nominating directors	Mr. Supapat Ongsangkung 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 2022

(CWWP COMPANY LIMITED)

1.1 Ms. Chonthicha Lertwilai	
Education	<ul style="list-style-type: none"> - Master of Accounting Financial Accounting, Chulalongkorn University - Bachelor of Business Administration Program (Accounting), Burapa University
Qualification / Experience	<ul style="list-style-type: none"> - Certified Public Accountant of Thailand No.12258 - SEC Approved Auditor - Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King - Senior Audit Manager of CWWP Company Limited since April 2019 to the present - Audit Manager of CWWP Company Limited since April 2015 until March 2019 - Assistant Manager of S.K. Accountant Services Company Limited since 2011 until March 2015 - 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.
1.2 Ms. Waraporn Intaraprasit	
Education	<ul style="list-style-type: none"> - Master of Accountancy Financial Accounting, Chulalongkorn University - Bachelor of Business Administration Accounting Department Major of Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus
Qualification / Experience	<ul style="list-style-type: none"> - Certified Public Accountant of Thailand No.7881 - SEC Approved Auditor - Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King - Director and Equity Partner of CWWP Company Limited since April 2015 to the present - Manager of S.K. Accountant Services Company Limited since 2008 until March 2015

	<ul style="list-style-type: none"> - 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. <input type="checkbox"/>
1.3 Ms. Waraporn Panpakdeenupong	
Education	<ul style="list-style-type: none"> - Master of Accountancy Financial Accounting, Chulalongkorn University - Bachelor of Business Administration (Financial Accounting) Ramkhamhaeng University
Qualification / Experience	<ul style="list-style-type: none"> - Certified Public Accountant of Thailand No.12261 - SEC Approved Auditor - Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King - Audit Manager of CWWP Company Limited since March 2020 until Present - Assistant Manager of CWWP Company Limited since January 2016 until February 2020 - Head of Audit of CWWP Company Limited since April 2015 until December 2015 - Head of Audit of S.K. Accountant Services Company Limited since 2010 until March 2015 - Ms. Waraporn panpakdeenupong is a director and equity partner who has been in the auditing industry for more than 13 years, with expertise and audit skills especially to audit listed companies on the Stock Exchange of Thailand in various industries. <input type="checkbox"/>
1.4 Ms. Wanraya Puttasatian	
Education	<ul style="list-style-type: none"> - Master of Financial Accounting, Chulalongkorn University - Bachelor of Business Administration Accounting Department Major of Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus - Certificate in Auditing, Thammasart University
Qualification / Experience	<ul style="list-style-type: none"> - Certified Public Accountant of Thailand No. 4387 - SEC Approved Auditor - Member of the Federation of Accounting Professions under the Royal

	<p>Patronage of His Majesty the King</p> <ul style="list-style-type: none">- Managing Director and Equity Partner of CWWP Company Limited since April 2015 to the present- Managing Director and Partner of S.K. Accountant Services Company Limited since 2009 until March 2015- Senior Audit Manager at AMC Company Limited- Professor of Accounting and Seminar in Auditing, Rajamangala Institute of Technology, Bangkok Technical Campus and Krai Kang won Palace Campus- 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.
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To amend the objectives of the Company and amending the Memorandum of Association Clause 3	
(48)	Engages in electronic baking business Micro electronic Design Business Embedded System Design Business
(49)	Operate a business that enables innovation, especially innovation based on knowledge from scientific research and technology to drive Thailand into "Innovative economy" which will lead to research creation into production continuous commercial
(50)	Operate the business of allocation of experts in various fields who are ready to give advice to start in the business of innovation and convenience. to interested persons, both researchers and business people, in conducting business through the company's services in order to make innovation business more efficient It's even easier
(51)	engage in research and development business Information and Communication Technology Internet of Things (Internet of Things) (IOT)
(52)	Business development and installation The device controls the instruction set. electronics Electrical circuits, quality control systems, sensors and other systems related
(53)	To engage in the business of software development and research, design, development, data analysis and consulting services for department stores, companies, agencies and industrial groups, small, medium, large
(54)	Engages in the business of importing and exporting equipment, circuit boards, ICs, and microcomputers. electronic for business use
(55)	Operates a business, installing and renting software services electronic equipment for use in various tasks
(56)	To engage in trading business, paper, stationery, textbooks, printed forms, books, teaching aids, calculators, printers, printing equipment, publications, newspapers, filing cabinets. office supplies communication tools, computers, including equipment and spare parts of such products
(57)	To carry on the business of trading, possessing, using, repairing, making, importing and exporting radio communication equipment, radio communication tool, communication equipment, telecommunication equipment, telecommunication equipment, including all kinds of spare parts

(58)	To engage in the business of manufacturing, importing, selling, repairing all kinds of measuring tools and accepting weighing according to the Weights and Measures Act
(59)	To carry on the business of being an inspector and certifying measuring scales according to the Weights and Measures Act (when authorized by the relevant authorities)

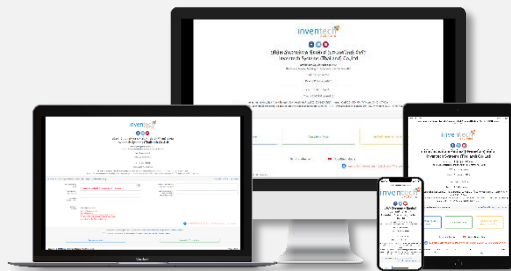
Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://inet.inventech.co.th/CPL160640R> or scan QR and follow the steps as shown in the picture



**** 1 email account per 1 shareholder ID****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

2. 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 21 April 2022 at 8:30 a.m. and shall be closed on 28 April 2022 Until the end of the meeting.

3. The electronic conference system will be available on 28 April 2022 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, 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 2022 at 5.00 p.m.

CPL Group Public Company Limited

Company Secretary Office

No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280

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



02-931-9818



The system available during 21-28 April 2022 at 08.30 a.m. – 05.30 p.m.

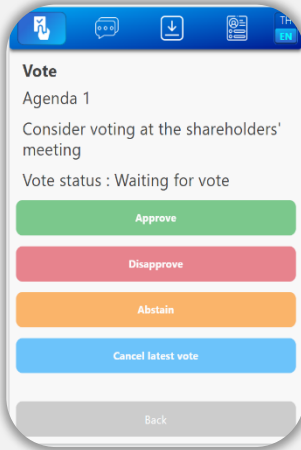
(Specifically excludes holidays and public holidays)


Step for registration for attending the meeting (e-Register)




- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click “Login” button
- 4 Click “REGISTER” button the system has already registered and counted as a quorum.

Step voting process (e-Voting)







- 1 Click on menu “Voting” or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 The system will display status your latest vote.

To cancel the last vote, please press the button  (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- 1 Ask a question via send the question.
 - Click “Ask a question” on menu or symbol 
 - Select which agenda that you want to ask.
 - Type the question then click “Send” 
- 2 Ask a question by recording
 - Select which agenda that you want to ask.
 - Click “Microphone” button or symbol 
 - Then say the question you want to ask.
 - When you want to stop record, press the sound recording symbol.
 - Click “Send” button or symbol 

How to use Inventech Connect



1 User Manual
via e-Request

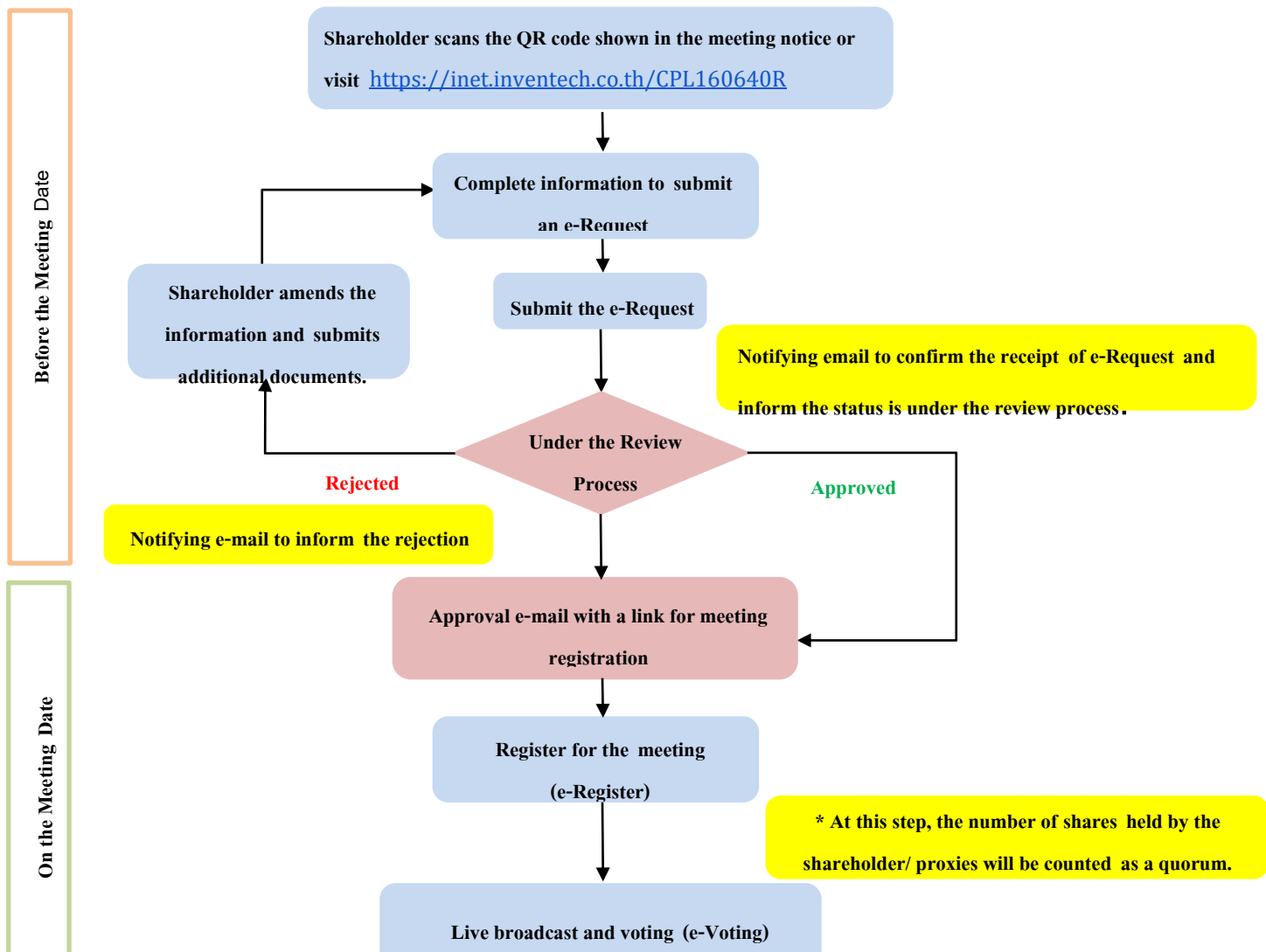


2 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.

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

May grant proxy to the Company's Independents Director of which details as shown in Documents accompanying the meeting no. 9

1. Name _____ Age _____ years

Address _____ Road _____ Tambal/Sub-District _____

District _____ Province _____ Postcode _____

2. Name Mr.Supapat Ongsangkoon Independent Director Age 61 years

Address 700 Moo 6 Road Sukhumvit Tambal/Sub-District Bangpoomai

District Munag Province Samutprakarn Postcode 10280

3. Name Pol.Lt.Gen. Chayoot Thannataweeruch Independent Director Age 66 years

Address 700 Moo 6 Road Sukhumvit Tambal/Sub-District Bangpoomai

District Munag Province Samutprakarn Postcode 10280

4. Name Dr. Mongkon Laoworapong Independent Director Age 53 years

Address 700 Moo 6 Road Sukhumvit Tambal/Sub-District Bangpoomai

District Munag Province Samutprakarn Postcode 10280

Only one of them as my/our proxy to be my representative to join and vote in the 2022 Annual General Meeting of Shareholders (E-AGM) on Thursday, April 28, 2022 at 2.00 P.M. CPL Group Public Company Limited Meeting Room 3rd 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)

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

May grant proxy to the Company's Independents Director of which details as shown in Documents accompanying the meeting no. 9

1. Mr./Mrs./Ms. _____ Age _____ years, residing at _____

Road _____ Sub- District _____ District _____

Province _____ Postal Code _____ or

2. Mr. Supapat Ongsangkoon Independent Director Age 61 years, residing at 700 Moo 6

Road Sukhumvit Sub- District Bangpoo-mai District Munag

Province Samutprakarn Postal Code 10280 or

3. Pol.Lt.Gen. Chayoot Thanataweeruch Independent Director Age 66 years, residing at 700 Moo 6

Road Sukhumvit Sub- District Bangpoo-mai District Munag

Province Samutprakarn Postal Code 10280 or

4. Dr. Mongkon Laoworapong Independent Director Age 53 years, residing at 700 Moo 6

Road Sukhumvit Sub- District Bangpoo-mai District Munag

Province Samutprakarn Postal Code 10280

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2022 Annual General Meeting of Shareholders (E-AGM) of CPL GROUP PUBLIC COMPANY LIMITED on Thursday, April 28th, 2022 at 2.00 p.m. CPL Group Public Company Limited Meeting Room 3rd 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 adopt the minutes of the 2021 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 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 3 To consider and approve the consolidated financial statement for the year ending December 31, 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 4 To consider and approve of dividend payment and allocation of the net profits as the legal reserve.

- (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 approve of the nomination of directors whose tenures are expired by rotation.

- (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.Kuo Shih Lun**
 - Approve Disapprove Abstain
 - Name of the nominated candidate **2. Mr.Kitichai Wongcharoensin**
 - Approve Disapprove Abstain
 - Name of the nominated candidate **3. Mr.Supapat Ongsangkoon**
 - Approve Disapprove Abstain

Agenda Item 6 To approve of the directors' remuneration for the year 2022.

- (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 approve the re-appointment of the Company auditor and fixing the audit fee for the year 2022.

- (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 To amend the objectives of the Company and amending the Memorandum of Association Clause 3

- (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 9 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.

Signature _____ Grantor
 (_____)
 Signature _____ Proxy
 (_____)

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

1. 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 2022 Annual General Meeting of Shareholders (E-AGM) of CPL GROUP PUBLIC COMPANY LIMITED on Thursday, 28th April, 2022 at 2.00 p.m. at the CPL Group Public Company Limited Meeting Room 3rd 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. Kuo Shih Lun
 - Approve Disapprove Abstain

- Name of the nominated candidate Mr. Kitichai Wongcharoensin
- Approve Disapprove Abstain

- Name of the nominated candidate Mr. Supapat Ongsangkoon
- Approve Disapprove Abstain

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

Signature _____ Grantor

(_____)

Signature _____ 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

May grant proxy to the Company's Independents Director of which details as shown in Documents accompanying the meeting no.9

1. Name _____ Age _____ years
 Address _____ Road _____ Tambal/Sub-District _____
 District _____ Province _____ Postcode _____

2. Name Mr.Supaput Ongsangkoon Independent Director Age 61 years
 Address 700 Moo 6 Soi - Road Sukhumvit Tambal/Sub-District Bangpoo-mai
 District Dusit Province Samutprakarn Postcode 10280

Is a conflict of interest in this General Meeting Shareholder; or

3. Name Pol.Lt.Gen. Chayoot Thanataweeruch Independent Director Age 66 years
 Address 700 Moo 6 Soi - Road Sukhumvit Tambal/Sub-District Bangpoo-mai
 District Dusit Province Samutprakarn Postcode 10280

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

4. Name Dr. Mongkon Laoworapong Independent Director Age 53 years
 Address 700 Moo 6 Soi - Road Sukhumvit Tambal/Sub-District Bangpoo-mai
 District Dusit Province Samutprakarn Postcode 10280

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 2022 Annual General Meeting of Shareholders (E-AGM) of on Thursday, April 28, 2022 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3rd 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 2021 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 Company’s operating results 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 3: To consider and approve the consolidated financial statement for the year ending December 31, 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 4: To consider and approve of dividend payment and allocation of the net profits as the legal reserve

- (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 of the nomination of directors whose tenures are expired by rotation.

- (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. Kuo Shih Lun**
 - Approve Disapprove Abstain
 - Name of the nominated candidate **2. Mr. Kitichai Wongcharoensin**
 - Approve Disapprove Abstain
 - Name of the nominated candidate **3. Mr. Supapat Ongsangkoon**
 - Approve Disapprove Abstain

Agenda 6: To consider and approve the directors’ remuneration for the year 2022.

- (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 re-appointment of the Company auditor and fixing the audit fee the year 2022.

- (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: To amend the objectives of the Company and amending the Memorandum of Association Clause3

- (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 9: Other business (If any)

- (c) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (d) 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 2022 Annual General Meeting of Shareholders (E-AGM) on Thursday, April 28, 2022 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 61 years

Position Independent Director/Chairman of Audit Committee/
Chairman of Investment Advisory Committee

Address CPL Group Public Company Limited 700 Moo 6, Sukhumvit road,
Bangpoo-mai, Amphurmunag, Samutprakarn 10280

Special Equity Agenda 5



2. Pol.Lt. Gen Chayoot Thanataweeruch

Age 66 years

Position Independent Director/ Audit Committee Director/
Risk Management Committee

Address CPL Group Public Company Limited 700 Moo 6, Sukhumvit road,
Bangpoo-mai, Amphurmunag, Samutprakarn 10280

Special Equity -



3. Dr. Mongkol Laoworapong

Age 53 years

Position Independent Director/ Audit Committee Director/
Chairman of Risk Management Committee

Address CPL Group Public Company Limited 700 Moo 6, Sukhumvit road,
Bangpoo-mai, Amphurmunag, Samutprakarn 10280

Special Equity -

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 1.0% 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 appointed 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 appointed 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 appointed 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 1.0% 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 decide 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 or 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 any 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