

March 27, 2023

Subject: Invitation to the Annual General Meeting of Shareholders 2023 by Teleconference using Electronic Device (E-AGM).

To: All Shareholders.

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholder held on April 28, 2022 (Attachment 1)
2. From 56-1 One Report, together with the Financial Statement of the company for the financial year ended December 31, 2022 (Attachment 2)
3. Profiles of candidates nominated for election as directors of the Company (Attachment 3)
4. Profiles of the proposed Auditors for the year 2023 (Attachment 4)
5. Amend the objectives of the company and amending the memorandum of Association Clause 3 (Attachment 5)

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.
11. Personal Data Protection Notice (PDPA)

The Board of Director of CPL Group Public Company Limited has resolved that the Annual General shareholders' Meeting for the year 2023 will be held on April 25, 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 2022.

Objective and Reason:

The company had prepared Minutes of the Annual General Meeting of shareholders 2022 held on April 28, 2022. The meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders as enclosed. (Attachment 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 2022 which was convened on April 28, 2022 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 2022

Objective and Reason:

The Operation results of the company for the year 2022 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 Statement of Finance Position and Statement of Comprehensive Income for the year ended December 31, 2022

Objective and Reason:

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 2022, which the Company's certified public accountant has audited and certified and has been reviewed by the Audit Committee as detailed in Attachment 2

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

Financial Statements	2022	2021
Total assets (million baht)	2,483.17	2,439.14
Total liability (million baht)	1,489.69	1,443.04
Shareholder equity (million baht)	993.50	996.10
Total revenue (million baht)	2,375.51	1,877.65
Net profit (Loss) (million baht)	19.43	69.05
Earnings (Loss) per shares (bath)	0.04	0.16

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 Omission of Dividend Payment for the Company's performance of the year 2022

Objective and Reason:

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	2022	2021	2020
1. Amount of Shares (Million share)	439.84	439.84	439.84
2. Net Profit (Loss) (Million baht)	19.43	69.06	18.87
3 Profit (Loss) per shares	0.04	0.16	0.04
4. Total Dividend Payment per shares	-	0.05	0.02

Opinion of the Board:

According to the company's performance for the year 2022, the company has a net profit of 19.43 million baht. The Board of Directors considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to approve the omission of dividend payment. And refrain from allocating profits and legal reserves for the year 2022 because the company needs to reserve money for working capital in business operations and investments.

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 2023

Objective and Reason:

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. Ms. Chen Yun Wen | Director / Member of Risk Management |
| 2. Mr. Natthakit Wongcharoensin | Director / Member of Nomination and Remuneration Committee |
| 3. Pol. Lt. Gen Chayoot Thanataweeruch | Independent director/Member of the Audit Committee/
Member of Risk Management |

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, 2022 until January 15, 2023 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 2023

Objective and Reason:

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 2023 (Proposed year)	Year 2022	Year 2021
Directors' remuneration (MB/Year)	not exceed 8 MB	not exceed 8 MB	not exceed 6 MB
Number of Directors (person)	9	9	9

Details of remuneration for each committee are as follows:

Positon	Year 2023 proposed to the meeting for approval		Year 2022	
	Monthly (Baht/per month)	Meeting Attendance	Monthly (Baht/per month)	Meeting Attendance
1. Board of Director				
Chairman	30,000.00	20,000.00	30,000.00	20,000.00
Member	20,000.00	15,000.00	20,000.00	15,000.00
2. Audit Committee				
Chairman	10,000.00	15,000.00	10,000.00	15,000.00
Member	10,000.00	10,000.00	10,000.00	10,000.00
3. Sub Committee (Nomination and Remuneration Committee, Risk Management Committee, Advisory investment Committee)				
Chairman	-	15,000.00	-	15,000.00
Member	-	10,000.00	-	10,000.00

Objective and Reason:

Agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the directors the Audit Committee for the year 2023 in the form of monthly remuneration, meeting allowance, annual remuneration and other compensation, in which the total amount shall not exceed 8,000,000 Baht which is the same remuneration as 2022.

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 2023

Objective and Reason:

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 2023 with the list of auditors as follows:

Name	Certified Public Accountant	Number of years of auditing for the Company
1. Ms. Waraporn Panpakdeenupong	12261	1 (2022)
2. Ms. Chonthicha Lertwilai	12258	1 (2021)
3. Ms. Wanraya Puttasatien	4387	1 (2020)
4. Ms. Waraporn Intaraprasit	7881	-

2. Approve Auditor fee for year 2023 amount of 1,730,000 baht. Audit Fee for year 2023 as detail below

Description	2023	2022	2021
Auditor Fee	950,000	950,000	920,000
Review quarter statement	660,000	660,000	600,000
Review cash flows statement	60,000	60,000	60,000
English Statement	60,000	60,000	60,000
	1,730,000	1,730,000	1,640,000

Relationship with the Company and related parties:

The nominated auditors above have no relationship with, and/or any conflict of interest in the Company, the Company's subsidiaries, executives, major shareholders or their related person Therefore, CWWP is able to audit and comment on the financial statements of the Company independently.

Services to the Company's subsidiaries and associated companies:

In 2023, CWWP has been nominated as the auditor of 1 subsidiaries and/or associated companies:

CPL Venture Plus Co., Ltd

Voting Rule:

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

Agenda 8 : Consider and Approve the amendment of the Company's Articles of Association

Objective and Reason:

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 the Company's Articles of Association 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 revised 20, 21, 25, 27 and 35 (Attachment 5)

Opinion of the Board:

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of of the Company's Articles of Association 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 2023 Annual General Meeting of Shareholders (Record Date) which is March 17, 2023 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 2023 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, 2023 by The offer must be in accordance with the Company's regulations which are posted on the Company's website.

www.cpl.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. A simple majority vote of the shareholders who are attending the meeting and casting their votes is required to pass a resolution for all agenda items, except for the following items:
 - Agenda 6, regarding the approval of directors' remuneration for the year 2023 requires a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. Shareholders attending the meeting and entitled to vote.
 - Agenda Item 8, regarding the approval of the amendment of the Company's objectives of the Memorandum of Association requires a vote of not less than three fourths (3/4) of the total number of votes of the shareholders attending the meeting and entitled
4. At the 2023 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 Attachment 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 attachment 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 21, 2023 and for the 2023 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 attachment 6 - 7.

Your sincerely,



Mr. Suwatchai Wongcharoensin
Chairman