



The Invitation Letter of the Annual General Meeting of Shareholders 2023

EMC Public Co., Ltd.

April 27, 2023, 2.00 pm. – 5.00 pm.

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

Ref. AGM/001/2023

April 5, 2023

Subject : Notice of the Annual General Meeting of Shareholders 2023

To : Shareholders of EMC Public Company Limited

- Enclosure :
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
 2. Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) with financial statements for the year ending December 31, 2022 in QR Code format.
 3. Preliminary information of the person who will assume the position of director in place of the director whose term expires
 4. Information of independent directors proposed by the company as proxy of shareholders
 5. Capital Increase Report Form (53-4)
 6. Proxy Forms A, B and C as required by the Department of Business Development The Ministry of Commerce (Recommended to use type B)
 7. Articles of Association relating to the shareholders' meeting
 8. Using QR Code for downloading the 2022 Annual Report
 9. Quidlab E-Meeting & Voting System User's Manual Conferencing Option
 10. Guidelines for attending The Extraordinary General Meeting of Shareholders No.1/ by Electronic Method (E-AGM)
 11. Rules for Attending Shareholders Meeting via Electronic Media (E-AGM) and Proxy
 12. Registration form for the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM)
 13. Advance question form according to the agenda of the 2023 Annual General Meeting of Shareholders

Notice is hereby given that the Board of Directors of EMC Public Company Limited (the "Company") has resolved to convene the Annual General Meeting of Shareholders 2023 on April 27, 2023, from 2.00 pm. to 5.00 pm.. It is an electronic conferencing format (E-AGM) in accordance with the rules stipulated in the law relating to electronic conferencing. The following agendas shall be considered at the meeting.

Agenda No.1 : To consider certifying the Minutes of the Annual General Meeting of Shareholders 2022

Facts and Reasons : The Annual General Meeting of Shareholders 2022 was held on April 28, 2022, and the minutes of the said meeting was duly recorded and submitted to the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Department of Business Development, Ministry of Commerce within 14 days as specified by laws. (Details of which are provided in Enclosure No.1.)

Board's Opinion : The Board had the opinion that the minutes of the Annual General Meeting of Shareholders 2022 should be proposed to the AGM for endorsement.

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

Agenda No.2 : To acknowledge the Company's results of operations for the year 2022

Facts and Reasons : The Company has summarized the Company's results of operations for the year ended December 31, 2022 as a part of the Annual Report 2022 dispatched to all shareholders together with the notice of this meeting. (Details of which are provided in Enclosure No.2.)

Board's Opinion : The Board is of the opinion that the Company's results of operations for the year ended December 31, 2022 should be proposed to the Annual General Meeting of Shareholders for acknowledgment.

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

Agenda No.3 : To consider approving the financial statements for the fiscal year ended December 31, 2022

Facts and Reasons : The Company's financial statements for the fiscal period ended December 31, 2022 were audited and endorsed by the Company's auditor, and the Audit Committee approved that the data therein were duly recorded. (Details of which are provided in Enclosure No.2.)

Summary of Financial Information

	Consolidated financial statements					
	2022		2021		2020	
	Million baht	%	Million baht	%	Million baht	%
Total assets	2,760.54	4.22	2,648.82	(8.54)	2,896.03	(6.90)
Total liabilities	1,246.54	56.59	796.07	(16.71)	955.83	(22.35)
Shareholders' equity	1,514.00	(18.28)	1,852.75	(4.51)	1,940.20	3.22
Operating income	672.34	(38.94)	1,101.12	(24.76)	1,463.45	12.44
Gross profit	(195.61)	(2,154.73)	9.52	(94.53)	174.19	53.16
Net profit (loss)	(340.14)	(263.28)	(93.63)	(254.66)	60.54	2,543.67

Board's Opinion : The Board is of the opinion that the said financial statements for the fiscal period ended December 31, 2022 should be proposed to the Annual General Meeting of Shareholders for approval.

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

Agenda No.4 : Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2022

Facts and Reasons : Since the year 2022, the company has accumulated losses of 2,859.21 million baht. Therefore the company is unable to set aside legal reserve and can not pay dividend for the year 2022.

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

Year	Profit/(Loss)	Legal Reserve	Dividend
2020	Loss 27.41 MB	-	Omitted
2021	Loss 123.25 MB	-	Omitted
2022	Loss 338.69 MB	-	Omitted

Board's Opinion : For the reasons mentioned above,Therefore the Board of Directors for acknowledgment.

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

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

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

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

1. Mr.Ratchai Pichayapoom Vice Chairman of the Board of Directors No. 2
2. Dr.Yaowarin Srichainan Independent Director/Audit Committee
3. Miss. Thaweesri Wikayathipat Independent Director/Audit Committee

Board of Directors which does not include the directors who have interests in this agenda have considered the list of persons processed Carefully scrutinized and considered appropriate. The Annual General Meeting of Shareholders to consider appointing the directors who retire by rotation for the year 2023 to be re-elected for another term

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

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

Agenda No.6 : To consider approving the Director's remunerations for the year 2023

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

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

Board's Opinion : The Nomination and Remuneration Committee have considered the directors' remuneration by making a comparison with other companies within the same industry at similar size. In addition the Company paid for the meeting allowance by the number of director attending the meeting which total payment in previous year was still under budget approved by AGM, and there was no other remuneration to be paid. Thus the Nomination and Remuneration Committee has proposed to remain the remuneration for 2023 same as the last 3 years, namely within Baht 4,000,000.

Meeting allowance

- Chairman of the Board of Directors, Chairman of the Nomination and Remuneration Committee, and Chairman of the Audit Committee shall individually receive the meeting allowance at 30,000 Baht per meeting.
- Director, Nomination and Remuneration Director, and Audit Director shall individually receive the meeting allowance at 20,000 Baht per meeting.

Other remunerations

- Other remunerations shall not exceed 1% of net profit.
- The director unable to complete one year term shall receive the remuneration in the proportion of time being in the position.

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

Agenda No.7 : To consider approving the appointment of auditor and the fixing of auditor's remuneration for 2023

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

Year	Auditor	Remuneration
2020	DIA International Co., Ltd	4,945 MB (for the Company 2.64 MB and Subsidiaries 2.305 MB)
2021	DIA International Co., Ltd	4,815 MB (for the Company 2.64 MB and Subsidiaries 2.175 MB)
2022	DIA International Co., Ltd	4,815 MB (for the Company 2.64 MB and Subsidiaries 2.175 MB)

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

The Audit Committee has considered and recommended to the Board of Directors to propose the Annual General Meeting of Shareholders 2023 to consider approving the appointment of the auditors from DIA International Co., Ltd. (the Office) for the Company and its subsidiaries, namely

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

One of these auditors whoever shall be empowered to audit and express opinion on the Financial Statements of the Company. In the event that the said auditors are unable to perform their duties, the Office is allowed to supply alternate certified public accountant to act instead. For the determination of audit fees for the year 2023 offer and fix audit fee is proposed at the amount not exceeding 4,815,000 Baht comprised of 2,640,000 Baht for the Company and 2,175,000 Baht for subsidiaries.

Board's Opinion : The Board of Directors is of the opinion that the Annual General Meeting of Shareholders should approve the appointment of the auditors from DIA International Co., Ltd. (the Office) for the Company and its subsidiaries, namely Mrs. Suvimol Chrityakierne (CPA No.2982) and/or Miss Somjintana Pholhirunrat (CPA No.5599) and/or Mr. Joompoth Priratanakorn (CPA No.7645) and/or Mr. Viroj Sajjathamnukul (CPA No.5158) to audit and review the Financial Statements for the fiscal year ended December 31, 2023, including the fixing of audit fee at the amount not exceeding 4,815,000 Baht. In the event that the said auditors are unable to perform their duties, the Office is allowed to supply alternate certified public accountant to act instead.

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

Agenda No.8 : To consider and approve the amendment of the Company's regulations

Facts and Reasons: The Company considers that for transparency and accuracy, it has requested to amend Article 22 of the Company's Articles of Association to be up-to-date. and corresponds to the present tense By requiring

public limited companies Able to use electronic means in meetings of directors and the shareholders' meeting delivery of books or documents as well as granting proxies in shareholders' meetings which will reduce the burden and facilitate of public limited companies and the public and Article 37 for consistency and compliance According to the announcement of the Department of Business Development announced on October 7, 2022, therefore, the Company would like to change Article 22 and Article 37 of the Company's Articles of Association as follows:

Clause 22.

Old

In convening a meeting of the Board of Directors. The chairman of the board or a person assigned by him shall send the meeting notice to the directors at least 7days prior to the meeting except in case of urgent necessity to maintain the right or for the benefit of the Company, The meeting may be notified by other means and the date of the meeting may be set earlier.

New

In convening a meeting of the Board of Directors.The chairman of the board or a person assigned by him shall send the meeting notice to the directors at least 3 days prior to the meeting except in case of urgent necessity to maintain the right or for the benefit of the Company, The meeting may be notified by electronic means or by any other means and the date of the meeting may be set earlier.

Clause 37.

Old

Dividends shall not be paid from other types of money other than profits. In the event that the company still has accumulated losses Dividends are not allowed to be paid according to the number of shares. Equal shares.

The Board of Directors may from time to time pay interim dividends to shareholders when it was deemed that the company was profitable enough to do so and report to the shareholders' meeting at the next meeting.

Dividend payment this must be done within one month from the date of the resolution of the shareholders' meeting or of the Board of Directors, as the case may be. This must be notified in writing to the shareholders and to advertise the notice of the dividend payment in a Thai newspaper for three consecutive days.

New

Dividends shall not be paid from other types of money other than profits. In the event that the company still has accumulated losses Dividends are not allowed to be paid according to the number of shares. Equal shares.

The Board of Directors may from time to time pay interim dividends to shareholders when the company is profitable enough to do so And report to the shareholders' meeting at the next meeting.

Dividend payment this must be done within one month from the date of the resolution of the shareholders' meeting or of the Board of Directors, as the case may be. This must be notified in writing to the shareholders. If the shareholder's consent is obtained, the company shall send documents by electronic means in accordance with the rules prescribed by the registrar. And also advertise the notice of dividend payment in a Thai newspaper for 3 consecutive days, or may use electronic means instead according to the rules prescribed by the registrar.

Board's Opinion : It was deemed appropriate to propose that the shareholders' meeting consider and approve the amendment of Article 22 of the Company's Articles of Association to be up-to-date. and corresponds to the present tense By requiring public limited companies Able to use electronic means in meetings of directors and the shareholders' meeting delivery of books or documents as well as granting proxies in shareholders' meetings which will reduce the burden and facilitate of public limited companies and the public and Article 37 for consistency and compliance According to the announcement of the Department of Business Development announced on October 7, 2022

Required Vote for Approval : A vote of not less than three-fourths (3/4) of the total votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda item

Agenda No.9 : To consider and approve the increase of registered capital from Baht 12,650,632,144 to Baht 15,680,632,144 and To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital

Facts and Reasons : To propose to the shareholders' meeting to approve the increase of the Company's registered capital from 8,433,779,763 baht to 15,680,632,144 baht by issuing 3,030,000,000 new ordinary shares at the par value of 1.00 baht per share, as detailed in the capital increase report form. (F53-4) Enclosure No. 5

Board's Opinion : It was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders Consider approving the increase of registered capital from the original amount of 8,433,779,763 baht to 15,180,632,144 baht by issuing new ordinary shares in the amount of 3,030,000,000 shares at a par value of 1.00 baht per share and deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration. and approve the amendment to Clause 4. of the Company's Memorandum of Association regarding registered capital to be in line with the increase of the company's registered capital to support the allocation of shares as follows:

- (1) To support the capital increase under the general mandate of 2,530,000,000 shares (General Mandate).
- (2) To accommodate the EMC-W6 right adjustment in the amount of 500,000,000 shares.

and amended Clause 4 . of the Memorandum of Association on registered capital to be in line with the increase of the Company's registered capital by canceling the old message and using the new message as follows

"Clause 4. Registered Capital	15,680,632,144	Baht	(Fifteen thousand six hundred eighty million and six hundred thirty-two thousand and one hundred forty-four Baht)
Divided into	15,680,632,144	shares	(Fifteen thousand six hundred eighty million and six hundred thirty-two thousand and one hundred forty-four Shares)
Par value per share	1.00	Baht	(One Baht)

Categorized as follows;

Ordinary shares	15,680,632,144	Shares (Fifteen thousand six hundred eighty million and six hundred thirty-two thousand and one hundred forty- four shares)
Preference shares	-	Share (-share)"

In this regard, the authorized director and/or a person who is assigned by such authorized director shall have authority to register for the change in Memorandum of Association with Department of Business Development as well as to amend and insert any statement or proceed complying with the registrar's order.

Required Vote for Approval : A vote of not less than three-fourths (3/4) of the total votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda item

Agenda No.10 : To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 3,030,000,000 shares

Facts and Reasons : Approve to propose the Shareholders meeting the allocation of 3,030,000,000 newly issued ordinary shares at a par value of Baht 1.00 per share, detailed as follows

10.1 Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital General mandate form, not more than 2,530,000,000 shares with a par value of 1.00 Baht per share, with details of the allocation as follows:

(1) Allotment of newly issued ordinary shares in an amount not exceeding 1,686,700,000 shares with a par value of 1.00 Baht per share, equivalent not more than 20 percent of the paid-up capital for sale to the existing shareholders of the company according to shareholding proportion (Right Offering) at the selling price of not less than 0.10 Baht or

(2) Allotment new ordinary shares for an amount not exceeding 843,300,000 shares with a par value of 1.00 Baht per share, equivalent to 10 percent of paid-up capital for sale to a specific person (Private Placement) with the selling price not lower than 0.10 Baht.

Therefore, the Company would like to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other persons appointed by the Board of Directors. Has the power to determine and change the details. Related to the allocation of newly issued ordinary shares under a general mandate as follows:

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

- (2) To negotiate, make an agreement and sign various documents and contracts related including any other actions that necessary and related to the allocation of the newly issued ordinary shares.
- (3) Signing any documents or request for permission and evidence necessary and relevant to the allocation of ordinary shares such capital increase This includes contacting and applying for permission. such documents and evidence to the agency related supervision and the listing of such newly-issued ordinary shares on the Market for Alternative Investment (MAI), including having the power to take any other necessary actions in relation to the allocation of such newly-issued ordinary shares.

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

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

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

10.2 The amount of not exceeding 500,000,000 shares shall be reserved for rights adjustment of the Warrants to purchase ordinary shares of the Company No.5 ("Warrants No.5" or "EMC-W6"). In case of capital increase offering price lower than 90% of market price and the new exercise price must not be lower than 0.10 baht.

In order to enable flexibility for the allocation and offer of the newly issued ordinary shares under clause 1-2 above, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the delegation of powers to the Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or Managing Director and/or person(s) entrusted by the Board of Directors

and/or the Executive Committee and/or Executive Director and/or Managing Director as the authorized person(s) for any necessary and appropriate execution relevant to the offering of such newly issued ordinary shares, namely to set the Record Date by closing the Register Book, to set the date for collecting name list of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 by closing of the Register Book for suspension of share transfer, to determine the offering price of newly issued ordinary shares including exercise period, payment method, etc.. Likewise the authorities include the modification of exercise period, subscription and payment period, the determination of terms & conditions and other details, the amendment of wordings or clauses in the shareholders' minutes of meeting, the Memorandum of Association and/or any requisition, as well as any other execution necessary for the offering of newly issued ordinary shares, as deemed appropriate. The authorities also cover any execution to comply with the registrar's order for the capital increase registration with the Department of Business Development Ministry of Commerce, the submission of an application for listing the newly issued ordinary shares as the listed securities on the SET, and the submission of documents to the Office of Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), the Ministry of Commerce or any other relevant agency.

Facts and Reasons : The Board recommends the shareholders to consider and approve the allocation of 3,030,000,000 new ordinary shares with a par value of 1 baht per share.

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

Agenda No.11 : To consider other business (if any)

Therefore, the company would like to invite shareholders to attend the meeting on the date and time as defined above, whereas shareholders are able to register to attend this meeting via electronic meeting (E-AGM) . From 17 April 2023 to 25 April 2023 time 8:00 a.m. - 5:00 p.m. Enclosure 10 and 11

The Company's Board of Directors gives some opportunities to the shareholders to send some questions on the agendas of the Annual General Meeting of Shareholders to the Company's Board of Directors prior to the Annual General Meeting of Shareholders. Questions, supporting details (if any), and contact information of shareholders (name, surname, telephone number, fax, and email) are able to be sent to the company April 25, 2023, via the following channels:

- Via Email address: matee@emc.co.th or

- Via Registered Mail To:

Company Secretary

EMC Public Company Limited 28th Floor ITF Tower,

No. 140/66-67 Silom Road, Suriyawong, Bangrak,

Bangkok 10500,

To maintain your rights and benefits in the event that you are unable to attend the meeting and you intend to appoint your proxy or give your proxy to the company's independent director as listed and detailed in Enclosure 4 to attend the meeting and vote in lieu of you, and to maintain complete shares to meet a quorum as defined by the Company Rules, please complete details and sign the Proxy as attached herein as Enclosure 6 or download via www.skytower.co.th consisting of 3 forms of Proxy. In the event that you are a foreign investor who appoints a custodian in Thailand to deposit and supervise shares, Form A, Form B, or Form C could be used. For general shareholders, they must use Form A or Form B only.

Therefore, the company would like to invite all shareholders to attend the meeting on the date, time, and venue specified above. Enclosure 6

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Chanachai Leenabanchong', written in a cursive style.

Mr. Chanachai Leenabanchong
Chairman and Chief Executive Officer



Minutes of the 2022 Annual General Meeting of Shareholders
of
EMC Public Company Limited

Time and Place

The meeting was held on April 28, 2022, starting at 2:00 p.m. at the Company Meeting Room, 30th Floor, ITF Tower, No. 140/66-67 Silom Road, Suriyawong Subdistrict, Bangrak District, Bangkok 10500 by organizing the shareholders' meeting via electronic media. (E-AGM)

Directors attending the meeting

- | | | |
|----|------------------------------------|--|
| 1. | Mr. Ratchai Pichayapoom | Vice Chairman No. 1 |
| 2. | Mr. Voravit Leenabanchong | Vice Chairman No. 2 |
| 3. | Mr. Pinit Kantikul | Director |
| 4. | Acting Sub. Lt. Matee Ittirivichai | Director |
| 5. | Miss Praomart Hantra | Independent Director and Chairman of the Audit Committee |
| 6. | Miss Thaweesri Wikayathipat | Independent Director and Audit Committee Member |
| 7. | Dr. Yaowarin Srichainan | Independent Director and Audit Committee Member |

Directors who leave the meeting

- | | | |
|----|-----------------------------|---|
| 1. | Mr. Chanachai Leenabanchong | Chairman of the Board of Directors/ Chairman of Executive Committee |
| 2. | Mr. Vachara Pakdeemonthon | Director |

Meeting Secretary

- | | | |
|----|-----------------------------|-------------------|
| 1. | Miss Jiraporn Kiatbenjapong | Meeting Secretary |
|----|-----------------------------|-------------------|

Auditor attending the meeting

- | | |
|----|---|
| 1. | Mrs. Suvimol Krittayakien, auditor from DIA International Co., Ltd. |
| 2. | Mr. Kittiwat Laophat Kasem |
| 3. | Ms. Paweena Khwanmook Account Manager |
| 4. | Ms. Supaporn Chiensungnern |

Start Meeting

Miss Jiraporn Kiatbenjapong secretary of the meeting welcomed the shareholders to the meeting Annual General Meeting of Shareholders 2022 of EMC Public Company Limited In the form of a meeting via electronic media or E-AGM and announced to the meeting that There were 29 shareholders and proxies attending the meeting, counting the number of shares. 5,008,128,250 shares, equivalent to 59.38 percent of the total number of shares sold. 8,433,779,763 shares (eight thousand four hundred thirty-three million seven hundred seventy-nine thousand seven hundred and sixty-three shares), which constituted a quorum according to the Articles of Association of the Company.

Subsequently, the secretary of the meeting introduced the Board of Directors attending the meeting

- | | |
|---------------------------------------|--|
| 1. Mr. Ratchai Pichayapoom | Vice Chairman No. 1 |
| 2. Mr. Voravit Leenabanchong | Vice Chairman No. 2 |
| 3. Mr. Pinit Kantikul | Director |
| 4. Acting Sub. Lt. Matee Ittirivichai | Director |
| 5. Miss Praomart Hantra | Independent Director and Chairman of the Audit Committee |
| 6. Miss Thaweesri Wikayathipat | Independent Director and Audit Committee Member |
| 7. Dr. Yaowarin Srichainan | Independent Director and Audit Committee Member |

For Mr. Chanachai Leenabanchong, Chairman of the Board of Directors and Chairman of Executive Committee, Mr. Vachara Pakdeemonthon, director, is on important missions. therefore, did not attend the meeting today

In addition, there were auditors who attended the meeting to clarify facts and questions of the Company shareholders consist of

- | | |
|-------------------------------|--|
| 1. Mrs. Suvimol Krittayakien, | Auditor from DIA International Co., Ltd. |
| 2. Mr. Kittiwat Laophatkasem | |
| 3. Ms. Paweena Kwanmuk | Accounting Manager |
| 4. Ms. Supaporn Chiensungnern | |

According to Mr. Chanachai Leenabanchong, Chairman of the Board unable to attend the meeting The secretary of the meeting therefore invited Mr. Ratchai Pichayapoom, the first Vice Chairman of the Board of Directors, to act as the chairman of the meeting and opened the meeting as well as continue the meeting according to the agenda.

Mr. Rattachai Phichayapoom Chairman of the meeting said hello and thanks to shareholders, proxies representative of the Stock Exchange of Thailand Company's auditor has taken the time to attend the 2022 Annual General Meeting of Shareholders of the Company today. Due to the situation of the epidemic of

Covid-19, there is a tendency for the epidemic to continue to increase continuously. In addition, the government has asked for cooperation from the private sector to be careful in organizing activities in the form of gatherings of large numbers of people. to reduce the spread of the Covid-19 disease. The company is aware and concerned about health. Shareholder Safety Therefore, it was resolved to approve the arrangement of the 2022 Annual General Meeting of Shareholders as a meeting via electronic media or E-AGM in which the Company complied with the rules stipulated in the laws relating to meetings via electronic media and the Chairman therefore opened the meeting. Company's shareholders for the year 2022 and assigned the secretary of the meeting to explain the voting process for each agenda today to the shareholders.

The secretary of the meeting informed the meeting of the registered capital and paid-up capital of the company. 12,650,632,144 Baht (twelve thousand six hundred fifty million six hundred thirty-two thousand one hundred forty-four baht)) as a paid-up capital 8,433,754,763 baht (eight thousand four hundred thirty-three million seven hundred seventy-nine thousand seven hundred and sixty-three baht) by the total difference in the amount 4,216,852,381 baht (four thousand two hundred and sixteen million eight hundred and fifty two thousand three hundred and eighty one baht) are ordinary shares reserved for the exercise of warrants. Ordinary shares of the Company No. 6 (EMC-W6) in the amount of 4,216,852,381 shares.

The secretary of the meeting explained to the shareholders about the voting procedures for each agenda as follows:

- Opportunity who are unable to attend the meeting. Can appoint an independent director as a proxy.
- Opportunity for shareholders to submit questions in advance to the company. It turns out that no shareholder sent any questions in advance to the company.
- Voting at the shareholders' meeting. Shareholders are entitled to vote one vote for each share they hold and if any shareholder has a special interest in any matter will not have the right to vote on that matter.
- Voting of this meeting will be voted openly. The shareholders who register to attend the meeting via electronic means E-AGM can vote, i.e. agree, disagree or abstain in each agenda by the method of counting votes. The Company counted the votes of shareholders registered to attend the meeting via electronic means E-AGM by pressing the voting button of all shareholders. By pressing one of the buttons Agree, Disapprove or Abstain in each agenda from the beginning of that agenda Until the secretary of the meeting notified to vote on each agenda. After the secretary of the meeting informed to vote. Shareholders have 30 seconds to vote after the agenda is closed. If shareholders or proxies did not press the voting button The system assumes that the shareholders or proxies agree with the Company's proposal. and cannot change the vote.

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

before the meeting I would like to amend the document on page 68 , Attachment No. 11 , the Registration Form for the Meeting of Shareholders via Media (E-AGM).

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

Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders

The Chairman proposed the meeting to consider certifying the minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021, which had been submitted to the Stock Exchange of Thailand. Securities and Exchange Commission and the Department of Business Development Ministry of Commerce according to the period specified by law The details appeared in the copy of the minutes of the meeting which had already been sent to the shareholders for consideration together with the meeting invitation letter.

The Chairman asked the meeting if any shareholders had questions or had any amendments regarding the minutes of the meeting or not. If yes, please tell me your name. last name to know.

As No one raised any questions; the chairman asked the meeting to vote.

The meeting secretary informed the meeting that The Minutes of the 2021 Annual General Meeting of Shareholders must be certified by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution of the Meeting the meeting considered has resolved to certify the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021 as correct by a majority vote of the shareholders and proxies attending the meeting and having the right to vote as follows:

Certified	5,008,128,250	votes	equivalent to	100%
Not certified	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-

Agenda 2 Acknowledgment of the Company's operating results for the accounting period ending December 31, 2021

The Chairman reported a summary of the Company's operating results that The Company's operating results for the accounting period ending December 31, 2021 are included in the 2021 annual report which has been sent to shareholders together with the meeting invitation letter. There are important things that can be summarized as follows:

Group's performance

Description	Consolidate Financial Statements					
	2564		2563		2562	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenue from construction	948.88	86.17	1,345.74	91.96	940.45	72.25
Revenue from sales of real estate	107.34	9.75	50.68	3.46	236.53	18.17
Rental income and fee leasehold	8.44	0.77	13.24	0.90	18.39	1.41
Other income						
Revenue from project consultant	0.83	0.08	1.03	0.07	2.23	0.17
Other income	35.63	3.24	52.76	3.61	103.99	7.99
Total revenues	1,101.12	100.00	1,463.45	100.00	1,301.59	100.00
The rate of increase (decrease)		- 24.76		12.44		- 46.16

The performance of the group of companies in 2021, the company had a total income of 1,101.12 million baht, divided into revenue from construction contracts of 948.88 million baht, representing 86.17%. 9.75 percent, it can be seen that the main income of the company Still mostly from construction work.

In addition to the company's operating results for the year 2021 that have been reported and clarified to the shareholders. Shareholders can consider additional details from the annual report.

The Chairman asked the meeting if any shareholders had any questions or had any corrections regarding the minutes of the meeting. If so, please provide your name. last name.

As there was no further question, the Chairman then summarized the results of consideration in Agenda 2 as follows:

Resolution of the meeting the meeting acknowledged the Company's operating results. For the accounting period ending on December 31, 2021

Agenda 3 To consider and approve the statement of financial position and income statement For the accounting period ending on December 31, 2021

The Chairman reported the financial statements for the year 2021, which the financial statements were reviewed and approved by the Audit Committee and certified by the Company's auditor already. The summary of the consolidated financial statements as of December 31, 2021 is as follows:

As of December 31, 2021, the Company had total assets of 2,648.78 million baht, total liabilities of 790.40 million baht, shareholders' equity of 1,858.38 million baht, operating income of 1,101.12 million baht, gross profit of 16.55 million baht and a net loss of 86.61 million baht.

In addition to the company's operating results for the year 2021 that have been reported and clarified to the shareholders. Shareholders can consider additional details from the Company's financial statements, which has already been sent to the shareholders.

	Consolidated Financial Statement					
	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Total Assets	2,648.78	(8.54)	2,896.03	(6.90)	3,110.55	(13.06)
Total Liabilities	790.40	(17.31)	955.83	(22.35)	1,230.89	(27.89)
Shareholders' Equity	1,858.38	(4.22)	1,940.20	3.22	1,879.66	0.46
Total Revenue	1,101.12	(24.76)	1,463.45	12.44	1,301.59	(46.25)
Gross Profit	16.55	(90.50)	174.19	53.16	113.73	(81.41)
Net Profit (Loss)	(86.61)	(234.06)	60.54	2,543.67	2.29	(99.38)

The Chairman asked the meeting if any shareholders had questions and expressed their opinions. If so, please provide your name. When there was no further question, the Chairman then asked the meeting to pass a resolution.

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

Resolution of the meeting the meeting considered Has resolved to approve the balance sheet and profit and loss account for the accounting period ending December 31, 2020 according to the details proposed by the Board. With unanimous votes of shareholders and proxies who attended the meeting and were entitled to vote as follows:

Certified	5,008,128,250	votes	equivalent to	100%
Not certified	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-

Agenda 4 Acknowledgment of the refusal of legal reserve funds and no dividend payment for the year 2021

The Chairman explained to the meeting that the company has operating loss according to the separate financial statements for the accounting period ending December 31, 2021 amounting to 123.25 million baht and accumulated loss of 2,524.55 million baht. Therefore, the company cannot set aside legal reserve and pay dividends for the year 2021 according to the laws and regulations of the company If the company still has accumulated losses The company will not be able to pay dividends to shareholders. The Board of Directors therefore deems it appropriate to propose to the meeting to acknowledge the allocation of legal reserve funds and refrain from paying dividends for the year 2021.

Year	Business Operation	Amount of Legal Reserve	Dividend Payment
2019	Profit of 58.81 Million Baht	-	Omitted
2020	Loss of 27.41 Million Baht	-	Omitted
2021	Loss of 123.25 Million Baht	-	Omitted

The Chairman asked the meeting if any shareholders had questions and expressed their opinions. If so, please provide your name. last name

As there was no further question, the Chairman then summarized the results of consideration in Agenda 4 as follows:

Resolution of the meeting the meeting acknowledged the refusal of the legal reserve fund and the dividend payment for the year 2021.

Agenda 5 To consider appointing a director who retires by rotation to be a director for another term

The Chairman assigned Ms. Jiraporn Kiatbenjapong to secretary of the meeting was the person who explained the details to the meeting for consideration.

Meeting secretary clarified to the meeting that Pursuant to Section 7 1 of the Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association, at every annual general meeting If the number of directors cannot be divided into three parts, then retire. By the number nearest to the 1 in 3 directors who must retire from office in the first and second years after the registration of the company. Let the committee consider and agree among themselves. If they cannot agree, draw lots to see who will leave. As for the following years, the director who has been in the position for the longest time Retired from the position of director who retired by rotation. May be re-elected. Therefore, there are 3 directors who are in the position to retire by rotation this time as follows:

- | | |
|-----------------------------------|--------------------------------------|
| 1. Mr. Voravit Leenabanchong | Vice Chairman No. 2 |
| 2. Mr. Punnatee Sriwongthai | Independent Director/Audit Committee |
| 3. Acting Lt. Methee Ithiriwichai | Director of the Company |

The Board of Directors which does not include directors who have interests in this agenda. has considered a list of persons which has undergone careful and careful screening process, therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider re-appointing the 2 directors who are due to retire by rotation for the year 2022 as follows:

- | | |
|-----------------------------------|-------------------------|
| 1. Mr. Voravit Leenabanchong | Vice Chairman No. 2 |
| 2. Acting Lt. Methee Ithiriwichai | Director of the Company |

As for Mr. Pannathee Sriwongthai, who has held the position of independent director for more than 9 years, the Board of Directors have an opinion In order to comply with good corporate governance principles And consistent with the policy and corporate governance principles of the Company. The Board of Directors therefore resolved not to propose such agenda.

The Company sent details of the profiles of the three directors proposed to the meeting to consider re-electing them to be the Company's directors for another term to the shareholders together with the notice of the meeting. Brief biographies of each director are as follows:

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

Name – Surname : Mr. Voravit Leenabanchong
Age : 54 years
Proposed Position : Director
Possession of the Company's shares : 7.847
Family Relationship among Executives : Brother of Mr.Chanachai Leenabanchong
Highest Education : Bachelor of Business Administration, Bangkok University



Working Experiences over the last 5 years

Type of Business

2016 – Present	: Director, Executive Director, Authorized director	
	EMC Public Company Limited	Real Estate and Construction
2016 – Present	: Director	
	Sajja Bangsaen Condominium Co., Ltd.	Real Estate
2016 – Present	: Director	
	Richman Property Company Limited	Real Estate
2016 – Present	: Director	
	North Property Co., Ltd.	Real Estate
2016 – Present	: Director	
	Siam Bangkok Development Co., Ltd.	Real Estate
2016 – Present	: Director	
	Sanken-EMC Co., Ltd.	Construction engineering services System work

Completed programs by Thai Institute of Directors (IOD) : DAP 226/2016

Directors (IOD)

Other experience/ training : None
Illegal record during the past 10 years : None
Position in other organization that might cause any conflict of interest with the Company : None
Being a stakeholder in other organizations that might cause any conflict of interests : None

Meeting attendance In 2021

- Annual General Meeting of shareholder	1/1
- Board of Director Meeting	6/6

Type of director to be appointed - company director which has been scrutinized by the Nomination and Remuneration Committee and the Board of Directors.

Forbidden Qualification - Has no criminal record in property-related offenses committed in corruption

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

Name – Surname : Mr. Punntatee Sriwongthai

Age : 59 years

Proposed Position : Director

Possession of the Company's shares : None

Family Relationship among Executives : None

Highest Education : Faculty of Law Ramkhamhaeng university

Other experience/ training : None

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

2012 – Present	: Audit Committee, Independent Director	
	EMC Public Company Limited	Real Estate and Construction
2014 – 2021	: Independent Director/ Audit Committee	
	PAE (Thailand) Public Company Limited	Real Estate and Construction
Present	: Director	
	Woradit Palace Museum Foundation	
Present	: Legal counsel and lawyer	
	Three Six Five Public Company Limited	Produces and produces advertising media
	M Vision Public Company Limited	Events, Producing print mobile media
	Plan B Media Public Company Limited	Produces and produces advertising media
	Thai Film Industries Public Company Limited	Produce and distribute film, Plastic
	Foundation Prince Phoon Phisamai Dissakun	Foundation
	Kimberly-Clark Thailand Company Limited	Produces and sells paper
	Pao Jin Chong Company Limited and its affiliates	Create a drama movie
	Chok Peerawat Company Limited,	owner of Amari Vogue Hotel
	Resort and Spa Vogue Krabi and affiliated companies	Department store
	Many other companies	
1987- Present	Office owner	
	Siwongthai Lawyer Office	Lawyer

Completed programs by Thai Institute of Directors (IOD) : DAP 72/2008, ACCP 19/2015

Experience / Other training	: None
Illegal record during the past 10 years	: None
Position in other organization that might cause any conflict of interest with the Company	: None
Being a stakeholder in other organizations that might cause any conflict of interests	: None

Meeting attendance in 2021

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

Type of director to be appointed - company director which has been scrutinized by the Nomination and Remuneration Committee and the Board of Directors.

Forbidden Qualification - Has no criminal record in property-related offenses committed in corruption

Mr. Punntee Sriwongthai who held an independent director position for more than 9 years and in accordance with the policies and principles of governance company's business Therefore, the board of directors resolved not to propose such agenda.

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

Name – Surname : Mr. Matee Ittiriwichai
 Age : 44 years
 Proposed Position : Director
 Possession of the Company's shares : 0.0001
 Family Relationship among Executives : None
 Highest Education : Bachelor of Business Administration Program in General Management, Bansomdejchaopraya Rajabhat University.



Working Experiences over the last 5 years		<u>Type of Business</u>
2007 – Present	: Director / Secretary EMC Public Company Limited	Real Estate and Construction
2020 – Present	: Director Asian Corrosion Control Technology Company Limited	Selling products and color related products Sales and service of corrosion protection work
2020 – Present	: Director Richman Property Company Limited	Buy, sell, rent condominiums, condominiums, mansions, apartments and all kinds of real estate
2020 – Present	: Director Sajja Bangsaen Condominium Company Limited	Buying, selling, renting, condominium and real estate transactions
2020 – Present	: Director North Property Company Limited	Buy, sell, rent condominiums, condominiums, mansions, apartments and all kinds of real estate.
2020 – Present	: Director Imperial Land Company Limited	real estate development for sale or for rent
2020 – 2021	: Director / Secretary Dimet (Siam) Public Company Limited	Manufacture and sale of paints

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

Experience / Other training : None

Illegal record during the past 10 years : None

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

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

Meeting attendance in 2021

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 6/6
- Nomination Committee Meeting 1/1

Type of director to be appointed - company director which has been scrutinized by the Nomination and Remuneration Committee and the Board of Directors.

Forbidden Qualification - Has no criminal record in property-related offenses committed in corruption

However, before the election of directors, the Chairman invited Mr. Worawit Leenabanchong, Mr. Pannathee Sriwongthai and Acting Lt. Methee Ithirivichai, the directors who retired by rotation. Temporarily leave the meeting room so that the shareholders' meeting can independently consider and vote.

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

The Chairman asked the meeting if any shareholders had questions and expressed their opinions. If so, please provide your name. last name

As no one asked further questions, the Chairman then asked the meeting to pass a resolution.

The meeting considered It has been confirmed that the Board of Directors of the Company consists of 9 directors according to names and positions. Details are as follows:

- | | |
|---------------------------------------|--|
| 1. Mr.Chanachai Leenabanchong | Chairman |
| 2. Mr. Ratchai Pichayapoom | Vice Chairman No. 1 |
| 3. Mr. Voravit Leenabanchong | Vice Chairman No. 2 |
| 4. Mr. Pinit Kantikul | Director |
| 5. Mr. Wachara Phakdeemonthon | Director |
| 6. Acting Sub. Lt. Matee Ittirivichai | Director |
| 7. Miss Praomart Hantra | Independent Director and Chairman of the Audit Committee |
| 8. Miss Thaweesri Wikayathipat | Independent Director and Audit Committee Member |
| 9. Dr. Yaowarin Srichainan | Independent Director and Audit Committee Member |

Resolution of the Meeting The meeting considered Has resolved to re-appoint 2 directors who retired by rotation to serve as directors for another term according to the details proposed by the Board of Directors. with the majority votes of the shareholders and proxies who attend the meeting and have the right to vote as follows

1. Mr.Voravit Leenabanchong

Certified	5,008,128,250	votes	equivalent to	100%
Not Certified	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-

2. Acting Sub.Lt.Matee Ittilivichai

Certified	5,008,128,250	votes	equivalent to	100%
Not Certified	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-

and the meeting considered Has resolved not to re-appoint 1 director who retired by rotation to be a director for another term as detailed by the Board of Directors. with the majority votes of the shareholders and proxies who attend the meeting and have the right to vote as follows:

1. Mr. Pannatee Sriwongthai

Certified	5,008,118,750	votes	equivalent to	99.99%
Not Certified	9,500	votes	equivalent to	0.01 %
Abstained	-	votes	equivalent to	-

The Chairman invited the Company's directors who retired by rotation returned to the meeting room

Agenda 6 To consider and approve the directors' remuneration for the year 2022

The Chairman explained to the meeting that In this agenda, it will be considered in accordance with the law stipulating that the payment of remuneration to the Board of Directors. Must be approved by the shareholders' meeting. The remuneration for directors in the past 3 years is as follows:

Year	Amount of Directors	AGM Resolution	Meeting Allowance	Other Allowance
2019	9 persons	Not more than 4 million baht	2.37 million baht	None
2020	9 persons	Not more than 4 million baht	2.09 million baht	None
2021	10 persons	Not more than 4 million baht	2.32 million baht	None

As for the remuneration of the Company's directors for the year 2022, the Board of Directors has considered it through screening from the Nomination and Remuneration Committee. which still adheres to the old practice, which is to consider the remuneration based on the size of the business and the responsibilities of the directors by comparing with other listed companies in the Stock Exchange of Thailand same industry group Therefore, it is appropriate to propose to the meeting to determine the annual remuneration of the Board of Directors. The same as last year is Within the limit of not more than 4 million baht, details are as follows:

1. Meeting allowance

- For the chairman of the company Chairman of the Nomination and Remuneration Committee Chairman of the Audit Committee will receive a meeting allowance of 30,000 baht per person.
- Company Director Nomination and Remuneration Committee Audit Committee will receive a meeting allowance of 20,000 baht per person.

2. Other remuneration of the Board of Directors

- Not more than 1% of net profit.
- For directors whose term is less than a year to be paid according to the length of office in that year.

Director's Remuneration for the Year 2022

Board	Meeting Allowance (Baht/Person/Time)	Other Remuneration
Chairman Chairman of Audit Committee Chairman of Nomination and Remuneration Committee	30,000	≤ 1% Of Net Profit
Director Audit Committee Nomination and Remuneration Committee	20,000	

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

As No one raised any questions; the chairman asked the meeting to vote.

The meeting secretary informed the meeting that Annual Directors' Remuneration Approval 2022 must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote.

Resolution of the meeting the meeting considered Has resolved to approve the director's remuneration for the year 2021 within the limit of not more than 4 million baht, according to the proposed details. with a vote of not less than two-thirds of the total votes of the shareholders who attended the meeting and had the right to vote as follows:

Certified	5,008,128,250	votes equivalent to	100 %
Not certified	-	votes equivalent to	-
Abstained	-	votes equivalent to	-

Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2022

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

Year	Auditor Company	Audit Fee
2562	D I A International Company Limited	4.91 Million Baht (For Company 2.40 Million Baht Subsidiaries 2.51 Million Baht)
2563	D I A International Company Limited	4.945 Million Baht (For Company 2.64 Million Baht Subsidiaries 2.305 Million Baht)
2564	D I A International Company Limited	4.795 Million Baht (For Company 2.64 Million Baht Subsidiaries 2.155 Million Baht)

The Board of Directors has considered Opinions as proposed by the Audit Committee It is deemed appropriate to propose to the meeting to consider appointing an auditor from DIA International Company Limited as the Company's auditor for the year 2022 as follows:

1. Mrs. Suwimon Krittayakiat Certified Public Accountant No. 2982 and/or
2. Ms. Somjintana Polhirunrat Certified Public Accountant No. 5599 and/or
3. Mr. Jumpot Prairattanakorn Certified Public Accountant No. 7645

The Board of Directors is of the opinion that Such auditors have qualifications as specified by the SEC and the Stock Exchange of Thailand. be independent There is no conflict of interest with the company. and has expertise in auditing as well as having auditing standards that are accepted by companies listed on the Stock Exchange. by having one of the auditors Have the authority to audit and express opinions on the Company's financial statements if the certified auditor is unable to perform the work for the audit firm to procure an auditor other permission can be obtained instead.

For the determination of the audit fee for the year 2022 in the amount of not more than 4,815,000 baht, which is the audit fee for the company only in the amount of 2,640,000 baht and the subsidiary in the amount of 2,175,000 baht.

The Chairman asked the meeting if any shareholders had questions and expressed their opinions. If so, please provide your name. last name

As no one asked further questions, the Chairman then asked the meeting to pass a resolution.

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

Resolution of the meeting the meeting considered It was resolved to approve the appointment of auditors and to determine the audit fee for the year 2021 with the majority votes of the shareholders who attended the meeting and voted as follows:

Certified	5,008,128,250	votes equivalent to	100 %
Not certified	-	votes equivalent to	-
Abstained	-	votes equivalent to	-

Agenda 8 Consider other matters

The Chairman informed the meeting that at present, the various agendas as specified in the invitation letter have been completely considered by the shareholders' meeting. I don't know if any shareholder wishes to ask further questions or not.

The Chairman asked the meeting if any shareholders had questions and expressed their opinions. If so, please provide your name. last name.

When no one asked further questions And when no one proposed any additional matters to the meeting, the Chairman, on behalf of the Board of Directors, thanked the shareholders who attended today's meeting. and has always supported the Company's business well and would like to adjourn the meeting.

The meeting closed at 3:20 p.m.

Signed _____Chairman of the meeting
(Mr. Ratchai Pichayapoom)

Signed _____Director
(Acting Sub. Lt. Matee Ittirivichai)

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

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



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

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

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

Illegal record during the past 10 years : None

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

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

Meeting attendance in 2022

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

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

Name – Surname : Dr. Yaowarin Srichainan

Age : 71 years

Proposed Position : Director

Possession of the Company's shares : None

Family Relationship among Executives : None

Highest Education : - Doctor of Philosophy Program in Cultural Science,
The Research Institute of Northeastern Art and Culture,
Mahasarakham University

- Master of Education, Educational Administration,
Chulalongkorn University

- Bachelor of Business Administration, Finance and Banking, Ramkhamhaeng University

Other experience/ training : None

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



Working Experiences over the last 5 years

Type of Business

2016 – Present : Audit Committee, Independent Director
EMC Public Company Limited

Real estate and construction

2558 – Present : Chairman of Advisory Board,
Private Forest Plantation Cooperative Limited

2558 – Present : Subcommittee of Information and
Communication Technology, Student Loan Fund,

Ministry of Finance

Illegal record during the past 10 years : None

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

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

Meeting attendance in 2022

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

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

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



Working Experiences over the last 5 years

Type of Business

2016 – Present	: Audit Committee, Independent Director EMC Public Company Limited	Real estate and construction
2558 – 2022	: Subcommittee of Information and Communication Technology, Student Loan Fund, Ministry of Finance	

Illegal record during the past 10 years : None
Position in other organization that : None
might cause any conflict of interest
with the Company
Being a stakeholder in other : None
organizations that might cause
any conflict of interests

Meeting attendance in 2022

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

Profile of the Independent Directors

- 
- A woman with dark hair, wearing a black suit and glasses, stands in front of a large, illuminated EMC logo. The logo consists of a stylized 'C' with a green dot inside, followed by the letters 'EMC' in a bold, sans-serif font. The background is a modern interior with wood paneling and recessed lighting.

Meeting attendance in 2022 :

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

- 
- A woman with short dark hair, wearing a grey suit, stands in a modern office lobby. Behind her is a large wall with a wood-grain pattern and a large, illuminated logo that reads "EMG". The logo consists of a stylized "E" in a square frame followed by the letters "EMG". The floor is made of light-colored wood, and the ceiling has recessed circular lights.

Meeting attendance in 2022 :

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

3. Dr. Yaowarin Srichainan Age : 71 years

Independent Director, Nomination & Remuneration Committee, Audit Committee

Address : EMC Public Co., Ltd.
 : 140/66-67 ITF Tower, 28th Floor, Silom Road, Suriyawong,
 Bangrak, Bangkok 10500

No. of share : none

Conflict of interest : Interested person on agenda no. 5, as one of the retiring
 Directors being proposed for reappointment



Meeting attendance in 2022 :

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

(F 53-4)

CAPITAL INCREASE REPORT FORM

EMC PUBLIC COMPANY LIMITED

MARCH 16,2023

EMC Public Company Limited hereby report of the resolution of the Board of Directors' Meeting No. 2/2023, held on March 16, 2023 in respect of capital decrease / increase / share allotment as follows:

1. Capital increasing

Resolution from Board of Directors approved to propose Annual General Meeting of Shareholders 2023 to consider on capital increase as follows:

1.1 Capital increase from Baht 12,650,632,144 to Baht 15,680,632,144 issuing newly ordinary shares as amount of 3,030,000,000 shares (par value of Baht 1.00).

Capital Increased	Type of Share	Amount of Shares	Par Value (Per Share)	TOTAL(Baht)
<input checked="" type="checkbox"/> Specifying the purpose of using the money	Ordinary Shares	500,000,000	1.00	500,000,000
<input checked="" type="checkbox"/> (General Mandate)	Ordinary Shares	2,530,000,000	1.00	2,530,000,000

2. Allotment for Capital Increase

2.1 Specifying the purpose of utilizing the funds

Allotted to	No. of shares	Ratio (Old:New)	Selling Price per share(Baht)	Subscription Date	Remarks
- To support the adjustment of the warrant EMC-W6	500,000,000				New exercise price Not less than Baht 0.10 shares

Note : Allocation of newly issued ordinary shares in the amount of not more than 500,000,000 shares with a par value of 1.00 baht to accommodate the rights adjustment Exercise of the Company's Warrants No. 6 (EMC-W6) as a result of the offering of newly issued ordinary shares in the Rights Offering at a price lower than 90 percent of the market price in accordance with the Terms and Conditions of the Rights and Obligations of the Company. Warrant issuer and holders of warrants to purchase ordinary shares of EMC Public Company Limited No. 6 (EMC-W6) ("EMC-W6 right adjustment") and the new exercise price must not be less than 0.10 baht. per share.

This is in accordance with the terms and conditions of the rights and obligations of the warrant issuer. and holders of warrants to purchase ordinary shares of EMC Public Company Limited (EMC-W6). Calculated from the

weighted average price of the company's shares on the stock market. Not less than 7 consecutive business days but not more than 15 days that have been traded consecutively before the first day that the purchaser of ordinary shares will not be entitled to subscribe for the offering of shares Rights Offering (The first day that the SET announced the symbol "XR") (Not applicable to the issuance of EMC-W6 Warrants since the exercise price is equal to the market price or is a premium from the market price.)

On the date of the Board of Directors' meeting The market price for calculating the EMC-W6 rights adjustment is still uncertain. The company has proposed the allocation of not more than 500,000,000 shares to support the EMC-W6 right adjustment. Calculated from possible situations. proposed to the general meeting of shareholders To allocate for the adjustment of EMC-W6 rights is not enough. The Company will propose to the 2023 Annual General Meeting of Shareholders to approve the capital increase. and allocate additional shares to protect the rights of EMC-W6 warrant holders.

Approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the assignment to the Board of Directors or the executive committee of the company or authorized directors to act on behalf of the Company or a person assigned by the Board of Directors of the Company or from the Executive Committee and/or Chief Executive Officer or from a director authorized to act on behalf of the Company Has the power to determine and change the details related to the allocation of newly issued ordinary shares and the allocation of warrants as follows:

(1) Consider determining, amending or changing the conditions and details of the allocation of newly issued ordinary shares and the allocation of warrants. This includes but is not limited to the date for determining the names of shareholders who are entitled to subscribe for newly issued ordinary shares. Offering period payment of shares and determination of terms, conditions and other details Related to the allocation of such newly issued ordinary shares and date of issuance of warrants and allocation of warrants, etc.

(2) Enter into negotiations, make agreements, and sign documents and contracts. Related Including taking any other actions necessary and related to the allocation of newly issued ordinary shares. and the allocation of such warrants.

(3) Sign documents or request for various permissions. and evidence necessary and related to the allocation of newly issued ordinary shares and the allocation of such warrants This includes contacting and submitting permission applications. Such documents and evidence to the relevant supervisory authority. and the introduction of newly issued ordinary shares and warrants and newly issued ordinary shares arising from the exercise of such warrants are listed on the Stock Exchange of Thailand. Including having the power to take any other actions necessary in connection with the allocation of newly issued ordinary shares. and the allocation of such warrants.

(4) In case there is a fraction of shares from the allocation of newly issued ordinary shares to the existing shareholders proportionate to their shareholding (Right Offering) and/or the allocation of warrants this time, the Company will round off the whole fraction of shares.

2.2 General Mandate

Allotted to	Type of Share	No. of shares	Ratio per Paid-up Shares ^{1/}	Offer Price	Note
Existing shareholder	Ordinary Shares Preferred Shares	1,686,700,000 -	Not more than 20 percent of the paid-up capita	Not less than 0.10	Please see remarks 1-5
Private Placement	Ordinary Shares Preferred Shares	843,300,000 -	Not more than 10 percent of the paid-up capita	Not less than 0.10	Please see remarks 1-5

^{1/}Percent of paid-up capital as of the date the Board of Directors resolved to increase the capital by General Mandate

Remark:

1. Board of Directors Meeting No. 2/2023 dated March 16, 2023, Approved to propose shareholders' meeting for consideration and approval to assign to the Company's Board of Directors or the Executive Committee of the Company or a director who has the power to act on behalf of the company or a person assigned by the board of directors of the company or from the Company's Executive Committee or from a director who has authority to act on behalf of the company has the power to define and change various details Related to the allocation of the newly issued ordinary shares and the allocation of warrants as follows:

(1) Determining, revising or changing conditions and details of the allocation of newly issued ordinary shares and the allocation of warrants. This includes, but is not limited to, the list of shareholders entitled to subscribe for the newly issued ordinary shares. Offer period Payment of shares and setting terms, conditions and other details Related to the allocation of the newly issued ordinary shares And the issuance date of the warrant And the allocation of warrants, etc. 7

(2) Negotiate, make an agreements and sign on the documents and contracts related as well as perform any other necessary actions in connection with the allocation of the newly issued ordinary shares And the allocation of such warrants.

(3) Sign any documents or requests for permission and evidence necessary and relevant to the allocation of the newly issued ordinary shares and the allocation of such warrants, including contacting and submitting an application such documents and evidence to the relevant supervisory authority. The introduction of the newly issued ordinary shares and warrants and the newly issued ordinary shares arising from the exercise of the said warrants are listed on the Stock Exchange of Thailand. It also has the power to take any other action necessary for the allocation of the newly issued ordinary shares and the allocation of such warrants.

2. The offering for sale of newly issued ordinary shares must not be offered to a connected person in accordance with Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Criteria for Connected

Transactions B.E. 2551 (2008) and the Stock Exchange of Thailand Notification; Re: Disclosure of Information and Company Operations Registered as a connected transaction, 2003.

3. The price offered for sale to a specific private placement must not be lower than the price specified in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558; Permission for listed companies to offer new shares to private placement. The offering price of not less than weighted average price of the shares in the Stock Exchange of Thailand for not less than 7 consecutive business days but not more than 15 consecutive business days prior the date of board of director has a resolution to offer new shares. According to Section 52 of the Public Company Act B.E. If it appears that there is a loss, shares may be offered for sale at a price lower than the registered share but must be approved by the shareholders' meeting. In the event that the offering price in any period where the discount is calculated from the market price does not exceed 10 percent of the market price, resulting in the offering price being lower than the par value of the Company's ordinary shares can use the said offering price but not less than 0.06 baht per share.

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

5. In the event that there is a fraction of shares from the allocation of newly issued ordinary shares through a general mandate, this time, the Company will round off the whole fraction of shares.

3. Schedule Extraordinary Meeting of Shareholders for approval of Capital increase/ decrease and allotment 8 Schedule Extraordinary Meeting of Shareholders 2023 dated April 26, 2023 at 2.00 pm by E-Meeting. The list of eligible shareholders to attend the Extraordinary General Meeting of March 30, 2023

4. **Application for permission to reduce capital/increase capital/share allotment to relevant government agencies and conditions.**

Authorization (if any)

4.1 The company will apply for registration of capital reduction and capital increase. Amendment to the Company's Memorandum of Association And register the change of paid-up capital with the Department of Business Development. Ministry of Commerce.

4.2 The Company will apply for permission from the SET to receive newly issued ordinary shares offered to shareholders. original and private placement in proportion to be listed securities and traded on the stock exchange.

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

- (1) To be used as working capital of the business to support the expansion of the construction business and to expand other business opportunities of the Company in the future.

(2) for other purposes According to the Board of Directors or the Executive Committee deems appropriate.

6. Benefits that the Company will receive from the capital increase/share allotment

- (1) So that the company has sufficient funds for its business.
- (2) In order for the company to have liquidity in its operations.
- (3) To reduce financial costs In the event that there are projects that require more investment.

7. Benefits that the shareholders will receive from the capital increase/allotment of newly issued shares

Money received from this capital increase The company uses it to support the expansion of investment in new projects of the company. and used as working capital within the business This will result in the company's profitability. and has a tendency to perform better in the future used as working capital and pay off loan debt. This will enable the company to have the ability to generate more income and profitability. And the shareholders of the company will benefit from the increase in the company's revenue and profit in terms of dividends and share price of the company.

8. Any other details necessary for the shareholders to make a decision to approve the capital increase /

Allocate new shares

- None -

9. Schedule of actions in case the Board of Directors passes a resolution approving the capital increase/share allotment

No.	Action Steps	Date
1	Date of the Board of Directors Meeting No. 2/2023	March 16, 2023
2	Date to determine the names of shareholders who are entitled to attend the Annual General Meeting of Shareholders .	March 30, 2023
3	Annual General Meeting of Shareholders 2023	April 27, 2023
4	Proceed to register the capital reduction and increase capital with the Department of Business Development Ministry of Commerce	Within 14 days from the date of the resolution of the shareholders' meeting

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

Sign..... Authorized Director

(Mr. Mongkol Chanpaisarn) (Mr. Ratchai Phichayapoom)

PROXY FORM A.

Made at

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

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

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

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

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

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

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

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

1.Miss Prowmat huntra.....Age.....70.....years

Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....

Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....

Postcode.....10500.....or

2.Dr. Yaowarin Srichainan.....Age.....71.....years

Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....

Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....

Postcode.....10500.....or

3.Miss Taweesri Wikyathipat.....Age.....71.....years

Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....

Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....

Postcode.....10500.....or

4.Age.....years

Residing at No.....Road.....

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

Postcode.....

Only one person is my representative to attend the meeting and vote on my behalf at the meeting. Annual General Meeting of Shareholders for the year 2023 via electronic media (E-AGM) on Thursday, April 27, 2023 at 2:00 p.m. or to be postponed to other days, times and places as well.

SignedGrantor

(.....)

SignedProxy

(.....)

SignedProxy

(.....)

SignedProxy

(.....)

Note:

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

PROXY FORM B.

Made at

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

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

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

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

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

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

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

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

a.Miss Prowmat huntra.....Age.....70.....years

Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....

Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....

Postcode.....10500.....or

b.Dr. Yaowarin Srichainan.....Age.....71.....years

Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....

Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....

Postcode.....10500.....or

c.Miss Taweesri Wikyathipat.....Age.....71.....years

Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....

Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....

Postcode.....10500.....or

d.Age.....years

Residing at No.....Road.....

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

Postcode.....

Only one person is my representative to attend the meeting and vote on my behalf at the meeting. Annual General Meeting of Shareholders 2023 via electronic media (E-AGM) on Thursday, April 27, 2023 at 2:00 p.m. or to be postponed to other days, times and places as well.

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

Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders 2022

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

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

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 To acknowledge the operating results for the year 2022

This agenda is for acknowledgement only and no voting is required

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2022

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

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

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2022

This agenda is for acknowledgement only and no voting is required

Agenda 5 To consider and approve the appointment of directors in replacement of those who are retired by rotation

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

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

☐ Appointment of the entire Board of Directors

☐ Approve ☐ Disapprove ☐ Abstain

☐ Appointment of any director (s)

The Board of Directors resolved to propose to the agenda.

1. Mr. Ratchai Pichayapoom

☐ Approve ☐ Disapprove ☐ Abstain

2. Dr. Yaowarin Srichainan

☐ Approve ☐ Disapprove ☐ Abstain

3. Miss. Thaweesri Wikayathipat

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the director's remuneration for the year 2023

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

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

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve the appointment of the auditor of the Company and the audit fees for 2023

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

Agenda 8 To consider and approve the amendment of the Company's regulations

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

Agenda 9 To consider and approve the increase of registered capital from Baht 12,650,632,144 to Baht 15,680,632,144 and To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital

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

Agenda 10 To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 3,030,000,000 shares

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

Agenda 11 To consider other business (if any)

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

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

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

SignedGrantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Note:

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

Annex attached to the Proxy Form B.

Appointment as a shareholder of EMC Public Company Limited.

At the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) on Thursday, April 27, 2023 at 2:00 p.m. other times and places as well.

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

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

☐ Approve ☐ Disapprove ☐ Abstain

Agenda_____re_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

Agenda_____re_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

PROXY FORM C.

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

Made at

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

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

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

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

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

(2) Hereby authorize

a.Miss Prowmat huntra.....Age.....70.....years
Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....
Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....
Postcode.....10500.....or

b.Dr. Yaowarin Srichainan.....Age.....71.....years
Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....
Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....
Postcode.....10500.....or

c.Miss Taweesri Wikyathipat.....Age.....71.....years
Residing at No.....140/66-67 ITF Tower, 28th Floor.....Road.....Silom.....
Sub-district.....Suriyawong.....District.....Bangrak.....Province.....Bangrak.....
Postcode.....10500.....or

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

Only one person is my representative to attend the meeting and vote on my behalf in The 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) on Thursday, April 27, 2023 at 2:00 p.m. or at any other date, time, and place.

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

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

☐ Grant partial shares of

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

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

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

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

Agenda 1 To consider and certify the minutes of the Annual General Meeting of shareholders for 2022

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

Agenda 2 To acknowledge the operating results for the year 2022

This agenda is for acknowledgement only and no voting is required.

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2022

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

Agenda 4 Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2022

This Agenda is for acknowledgement only and no voting is required.

Agenda 5 To consider and approve the appointment of directors in replacement of those who are retired by rotation

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

The Board of Directors resolved to propose to the agenda.

1. Mr. Ratchai Pichayapoom

☐ Approve ☐ Disapprove ☐ Abstain

2. Dr. Yaowarin Srichainan

☐ Approve ☐ Disapprove ☐ Abstain

3. Miss. Thaweesri Wikayathipat

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the director's remuneration for the year 2023

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

Agenda 7 To consider and approve the appointment of the auditor of the Company and the audit fees for 2023

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

Agenda 8 To consider and approve the amendment of the Company's regulations

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

Agenda 9 To consider and approve the increase of registered capital from Baht 12,650,632,144 to Baht 15,680,632,144 and To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital

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

Agenda 10 To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 3,030,000,000 shares

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

Agenda 11 To consider other business (if any)

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

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

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

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

SignedGrantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Note:

1. The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
 - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to the Proxy Form C.

Annex attached to the Proxy Form C.

A proxy is granted by a shareholder of EMC Public Co., Ltd. for the Annual General Shareholder Meeting 2023 to be held on April 27, 2023 at 2.00 pm. to 5.00 pm. at Crystal room (2st Floor), he Tawana Bangkok, No.80 Surawongse Road, Bangkok, , or on any date and at any postponement thereof.

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

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

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Rules For shareholder meeting

Articles of Association

CHAPTER IV

BOARD OF DIRECTORS

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

CHAPTER V
SHAREHOLDERS MEETING

- Article 28. The board of directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the company.
- All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it think fit.
- The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued share shall, in any particular time, make a request in writing to the board of director to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The board shall summon a shareholders meeting within one month from the date the shareholders' request is received.
- Article 29. In summoning a shareholders meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters. Such notice shall be sent to the shareholders not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.
- Article 30. At a shareholders meeting, there must be not less than twenty-five shareholders and the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third of the total issued shares attending the meeting the meeting to constitute a quorum.
- In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.
- Article 31. The resolution of the shareholders meeting shall require the following votes :
- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In as of equality of votes, the chairman of the meeting shall have a second or casting vote.

(2) In the following cases, the resolution shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present and entitled to vote, and of which one share will be counted as one vote.

(a) Sale or transfer of the whole or an essential part of the company's business to other person.

(b) Purchase or acceptance of business of any other private company .

(c) Execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the company's business, the assignment to any other person to manage the company's business or the consolidation of the company's business with other persons for the purpose of profit and loss sharing.

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

(1) To consider the report proposed to the meeting by the board of directors on the company's business operation during the past year.

(2) To consider and approve the balance sheet of the company.

(3) To consider appropriation of profit.

(4) Election of directors in place of those retiring by rotation.

(5) Appointment of an auditor.

(6) Other businesses.

QR code Downloading Procedures for the Annual Report 2022

Annual Report 2022 consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31, 2022.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through OR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For IOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.



Quidlab E-Meeting & Voting System User's Manual Conferencing Option

Some options may not be visible

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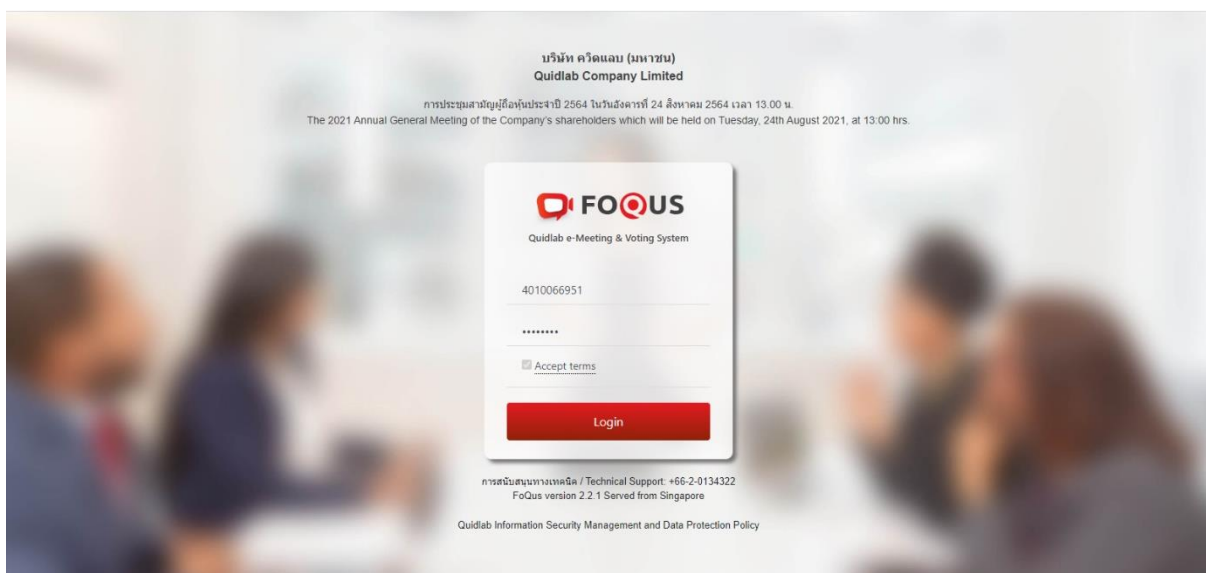
Introduction

Quidlab E-meeting & Voting System does not require any special application to install. It is very easy to use system and does not require any special skills. You can use any latest updated version of browser e.g. Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use computer, laptop, tablet or phone.

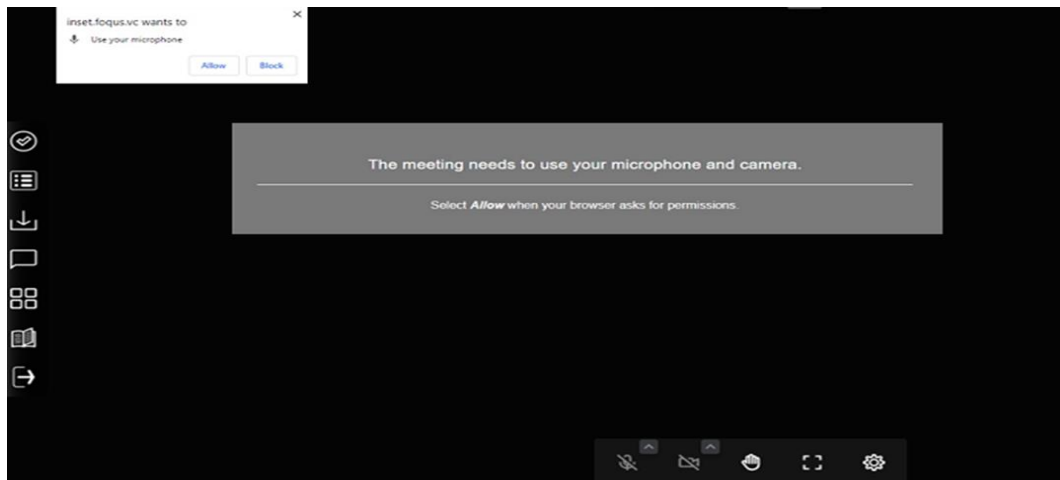
You will receive an email with username and password. This username and password are valid only for E-Meeting or E-Meeting of company stated in the email. Email also contains a link to join the meeting like <https://subdomain.quidlab.com> (Example Only)

How to Login

1. Click on link in email or type URL in browser. After clicking you will be taken to E-Meeting website
2. Enter your username & password
3. Click ☒ Accept Terms, then click Login button to join the meeting



3. If username and password are correct you will be granted access and screen will be presented
4. You may be asked to allow camera and microphone permissions when you join meeting or when you start the camera and microphone (if you do not grant permission, you can still join the meeting however you may not be heard or seen by other people in case you need to ask questions using microphone).

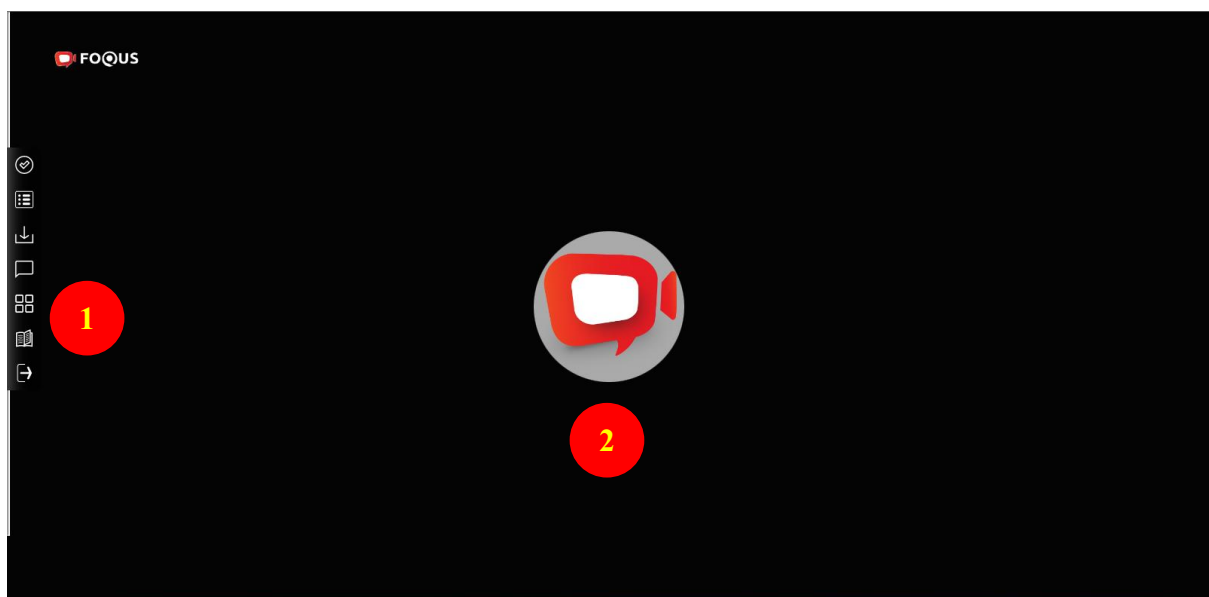


5. Once permission is granted you will be able to see other participants. Depending on meeting requirements you may be able to see all or only some of participants who have their camera on.

How to Navigate

E-Meeting system has following parts which can be navigated by menu located on the left side of the screen **(1)**.

Other users of E-Meeting will be shown in this section **(2)**.

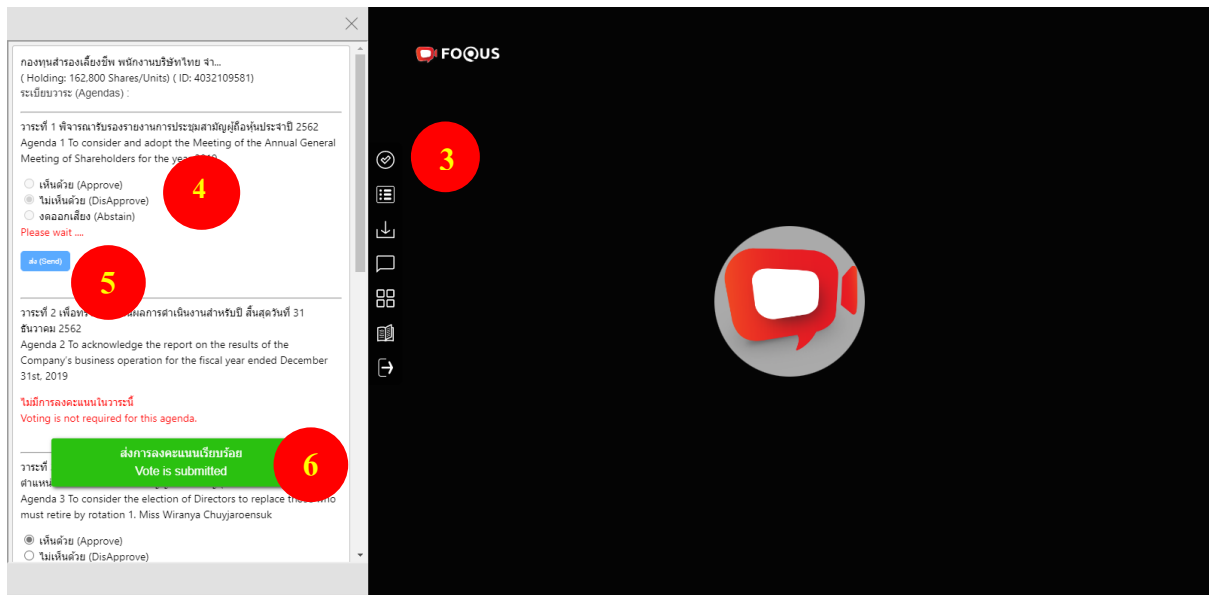


Vote Menu

Once you click on Vote menu **(3)**, you can navigate to Voting section to cast your vote. You can see all agendas listed here and can cast your vote any time till the time if Agenda is not close. Once Agenda has been discussed and closed you cannot change your vote. (This Agenda has been closed cannot vote)

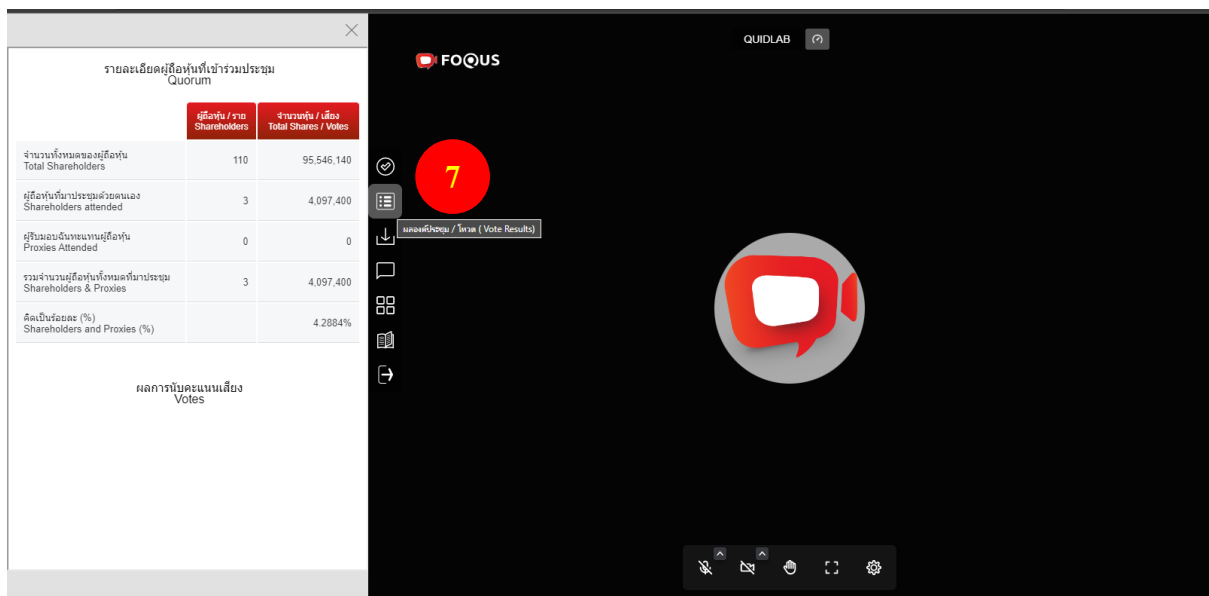
There is a separate Send Button for each agenda. You must click on radio button **(4)** to choose, "Approve", "Disapprove" or "Abstain" and then click Send **(5)**.

Once your vote is submitted you will be notified by a pop-up alert message. Voted is submitted **(6)**.



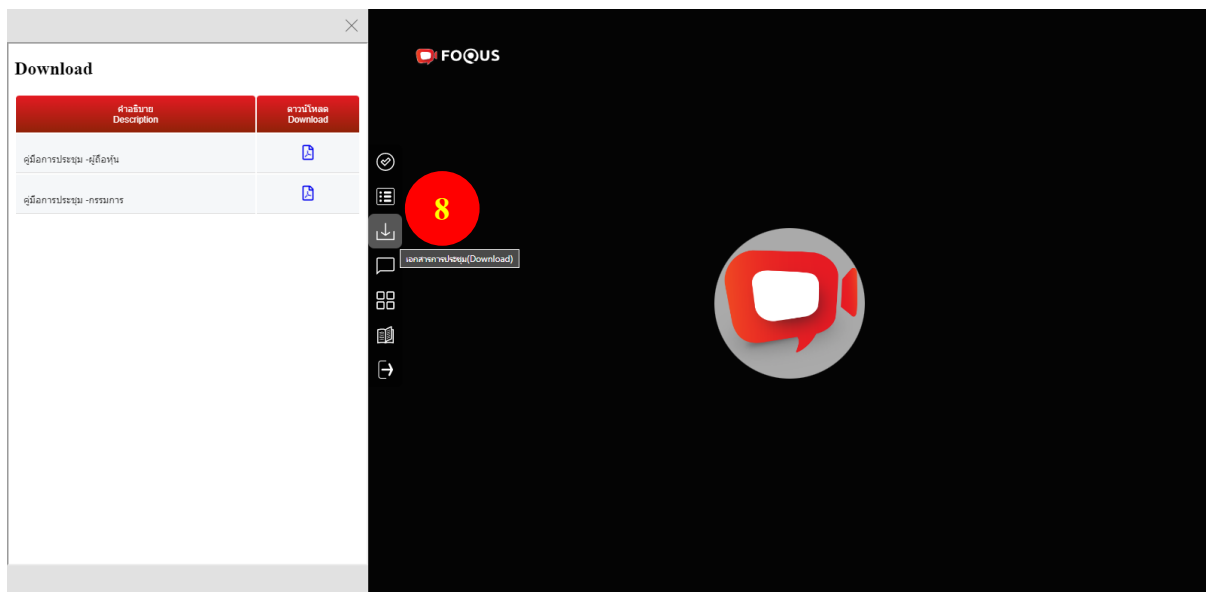
Quorum & Voting Results

You can check quorum and results by clicking on Voting Results Button (7) any time, votes will be displayed only after agenda is closed.



Download Documents

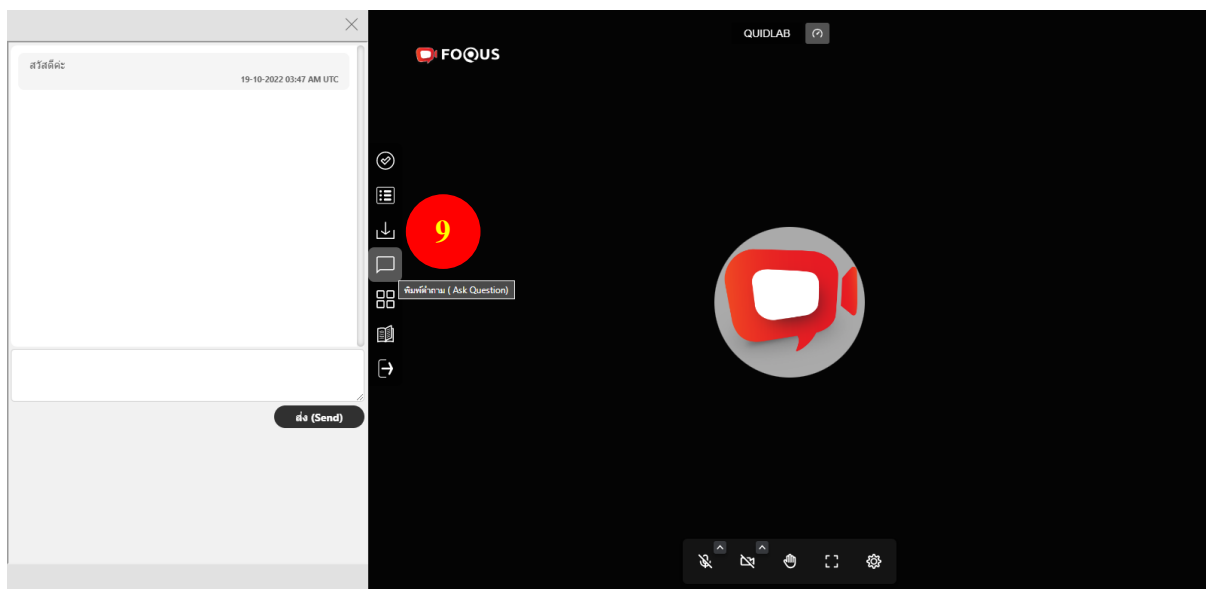
You can download company provided documents, if any e.g., Annual Report, Company presentation etc. by clicking on Download button **(8)**.



Asking Question

Asking Question - by Message

Click on Ask Question button **(9)** to navigate to Ask Question chat screen. You can type your message in the textbox then click send to send question

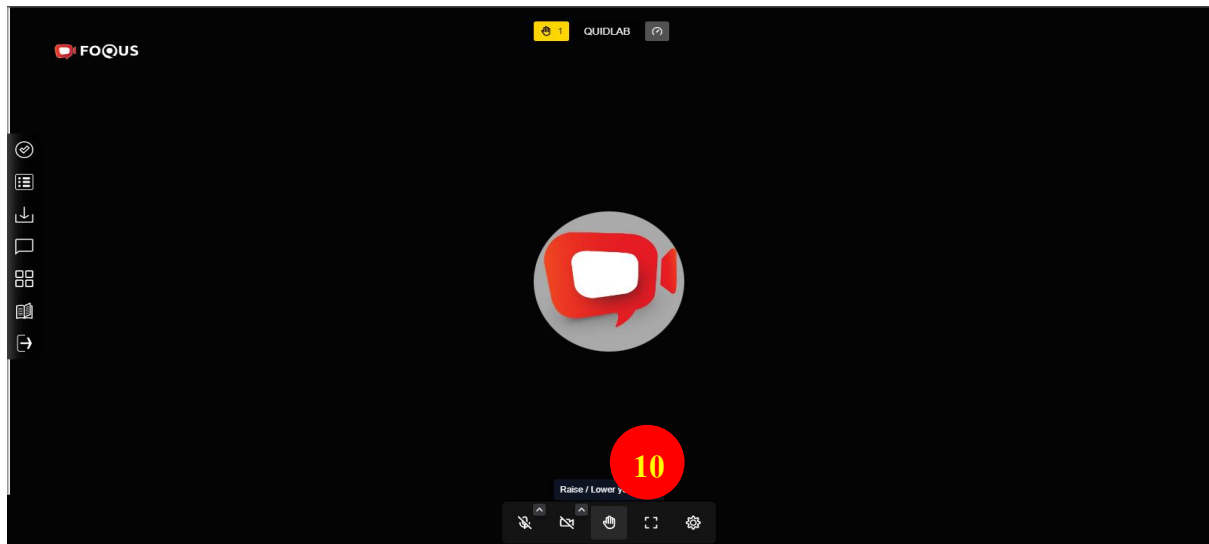


- The question will be sent directly to the company officers, they can see all questions, but you will only see your own question.
- The company cannot reply through chat box to the question. The questions must be answered through the voice only.

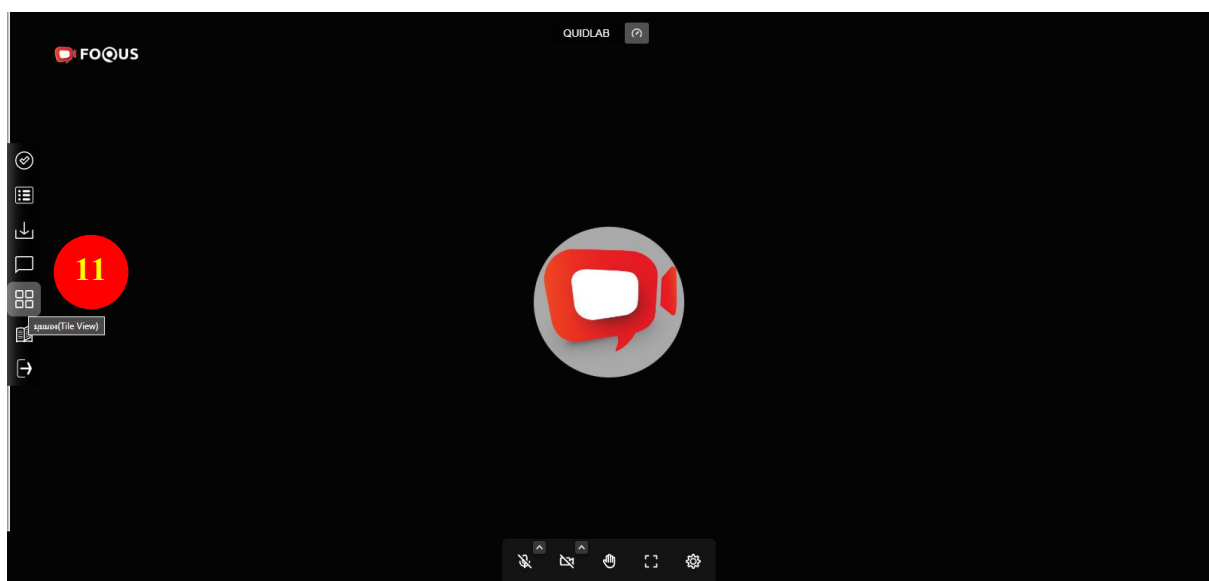
Asking Question - by Voice

Clicking on Hand Button **(10)**, then waiting from the company approved. Once your request will be approved, director or company officer will ask you to unmute your microphone and ask your question. (You may also turn on your camera if required).

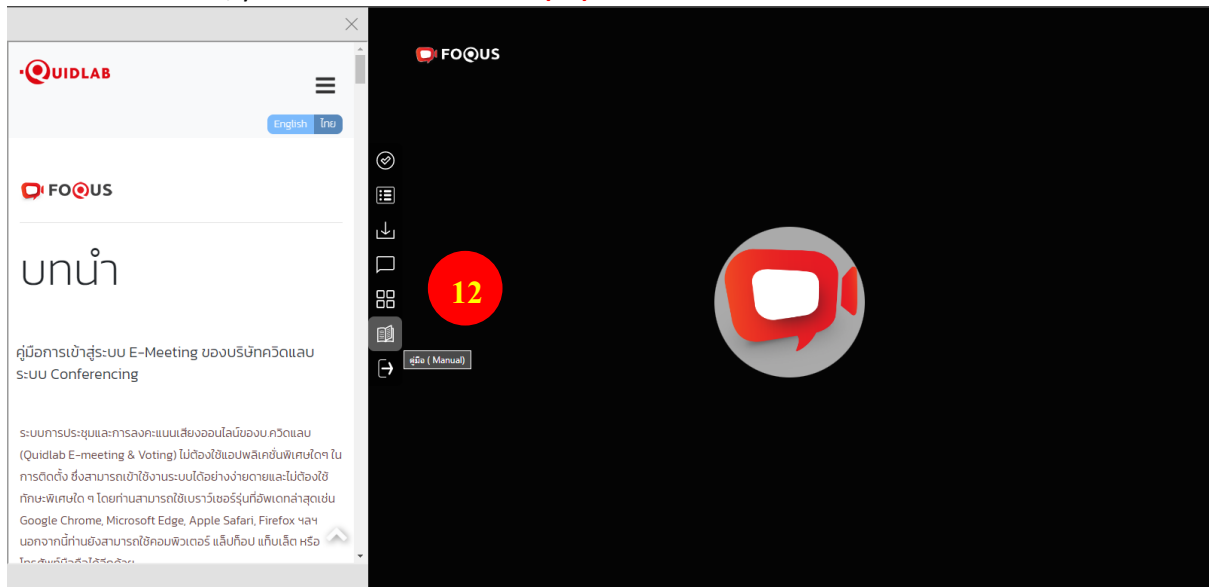
This Option is available only in the meeting where camera and microphone access is allowed for users.



Icon 4 small squares **(11)** You can choose to watch in a single window to see active speaker in full screen. or multiple windows showing thumbnails of all presenters who have their camera on.

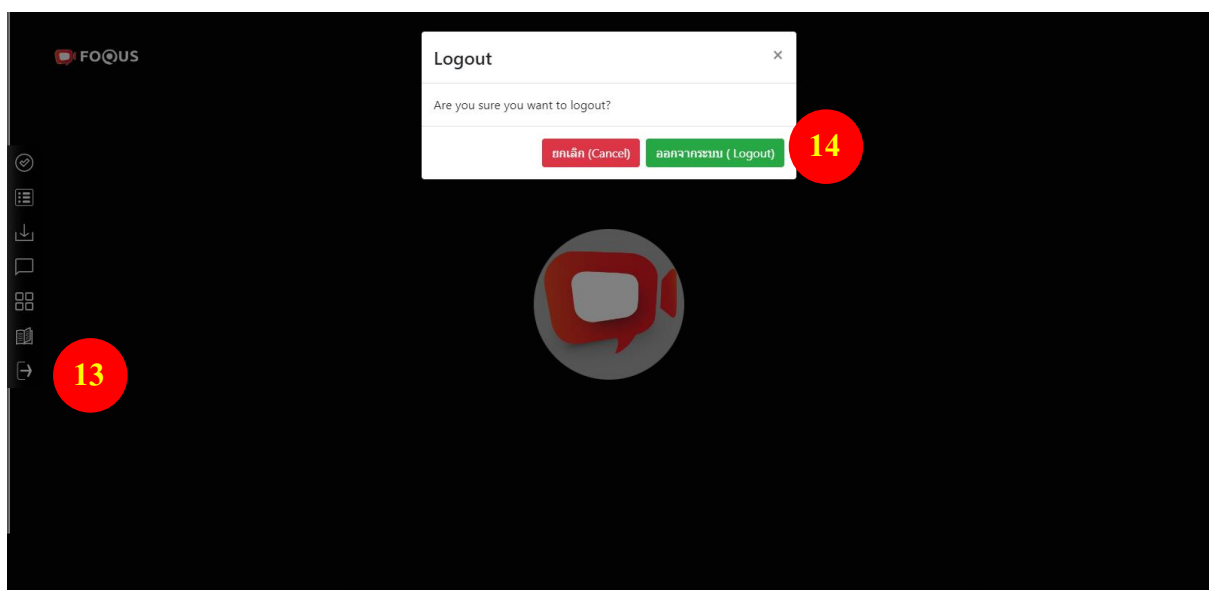


To see the manual, you can click on this icon (12).



Logout

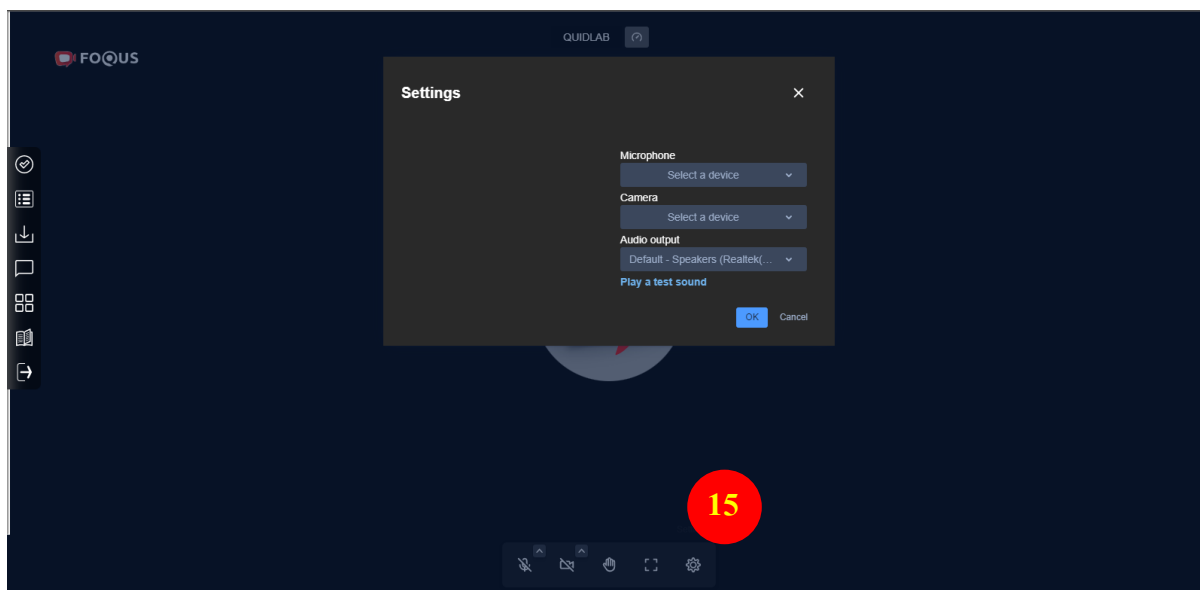
To Logout click on Logout Button (Logout) (13). The system will ask you if you want to log out. To log out, please click Logout. (14)



Settings

You can change your camera and microphone settings by clicking on Settings button **(15)**.

This option is available only if camera and microphone access is allowed



Technical Support

If you see the problem accessing the E-Meeting system you can contact Quidlab at via telephone on 080-008-7616 or 02-0134322 or email at info@quidlab.com

Before contacting technical support, please read the Frequently Asked Questions (FAQ) below which may solve your issue. We recommend that you use a computer (PC) or notebook (Laptop).

- The internet used must be stable and strong enough because the meeting runs for more than 1 hour.
- We recommend to keep your microphone muted & camera off when not talking so other users are not disturbed during meeting.
- When contacting technical support please provide full details of problem, any error message received, type of device used, browser name and version etc.

Minimum System Requirements

Bandwidth	System uses simulcast hence automatically manages video quality or turns off some of videos if bandwidth is low, however for good conference a 5 Mbps bandwidth is recommended.
Video quality	720p
CPU	Video conferencing requires high CPU power, Intel Core i3 or equivalent
Memory	at least 4 GB
Ports	Following ports must be opened for outbound traffic if blocked at firewall
TCP	80 & 443, 5349
UDP	10000

Frequently Asked Questions (FAQ)

Question : Why can't I click a link in my email?

Answer: Some email software may show links as text only. You can copy URL then open in browser Chrome / Safari

Question: I cannot login?

Answer: check the correct username & password provided. Please check if you are copying and pasting username & password correctly. In the most frequent cases, the trailing space for the username and password is copied.

Question : I'm out of the system very often?

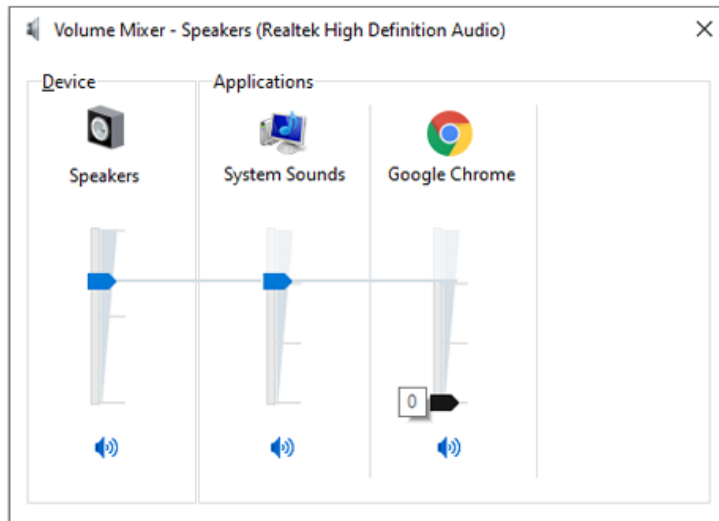
Answer: The internet used must be stable and strong enough because the meeting runs for more than 1 hour / weather conditions may affect the network signal you are using. If you are using WiFi there can be packet drops.

Question: I can't hear voice

Answer:

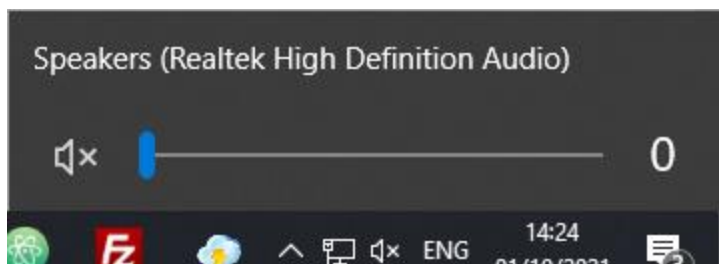
1. Check Volume Levels and Muting

- Right-click the speaker icon in the taskbar and select Open Volume Mixer.
 - You can set audio level for each application's from here.
- (e.g, If you join meeting by Google Chrome ensure audio level is setup corectly for that browser)



2. Make sure your computer is using the right speakers or headphones

- Select the Correct Audio Output Device on Windows
1. Left-click the speaker icon.
 2. Select your preferred playback device.
 3. Make sure your correct playback device is selected.

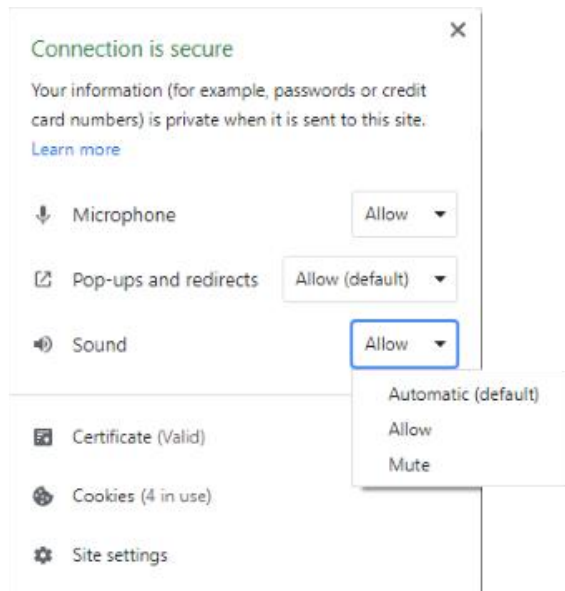


3. View site information on your webste browser.

(this option may change depends on browser you are using).

eg. 1 Google Chrome:

1. Select "padlock" icon next to your browser addres bar.
2. Sound settings should be set as Automatic (Default) or Allow

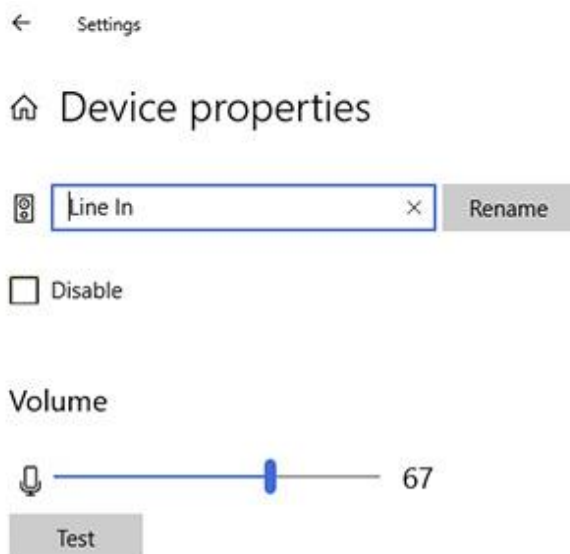


My microphone is not working

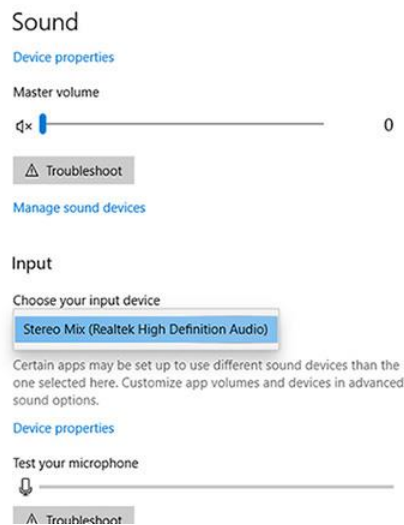
1. Check the Microphone Volume Level on Windows

- Using your right mouse button, Right click on the speaker in your System Tray, and select Open Sound settings.


- Under Input, select Device properties.



- Make sure Disable is not checked, and make sure the volume is at a reasonable volume.



Question: I cannot hear while using headphone? (Both Bluetooth and wired headphones)

Answer: When logging in to the system, check if headphones or headphones are connected to the system or connected to another device. Click setting  Settings → camera / Microphone or Audio outputs → select the name of your headphones or headphone and press OK



Or please check the volume of your device has the sound been muted or not

Other Questions:

Other login issues can be due to network issue, no internet connection or other business rules (company may allow you to login only for example 1 hour before, you are login too late and meeting may have already been finished etc.), which are alerted to user and are self-explanatory.

Question: I can login but getting automatically logged out?

Answer: For security reasons each user can login only on one device and if you try to login on another device or different browser on same computer previous login will get logged out automatically. Do not share your username & password with another person.

Question: My voting options are locked, not present for some or all of agendas.

Answer: There are some business rules which can prevent voting and are clearly marked under each agenda for your reference and are self-explanatory, some common cases are as follows:

- Agenda does not require voting and is for acknowledgement only.
- Agenda is already closed hence it gets locked and you cannot change vote.
- You logged in late and some of agendas were already voted.
- A proxy form B was sent which has already been voted and does not allow you to change vote.

Question: Do I have to wait for agenda to be discussed before I can cast my vote? or Do I have to wait till the end of meeting?

Answer: You can cast your votes any time after login and all votes will be recorded. You can also change your vote till the time agenda is not closed by company officers. Once agenda is closed you cannot change your vote.

Question: : My voting or other windows shows "Connection failed. Please log out and log in again" what should I do?

Answer: If internet connection to voting server is lost you may get this message, you can logout and login again to restore connection.

Question: Will it affect my voting if I logout and login again?

Answer: When you login first time system marks your votes as Approved however you can change your vote any time, even if you logout and login again. Login in and logout several times does not affect your previously casted votes.

Question: I have other technical question?

Answer: Please get in touch with us. 080 -008-7616 or 02-0134322 or via email: info@quidlab.com

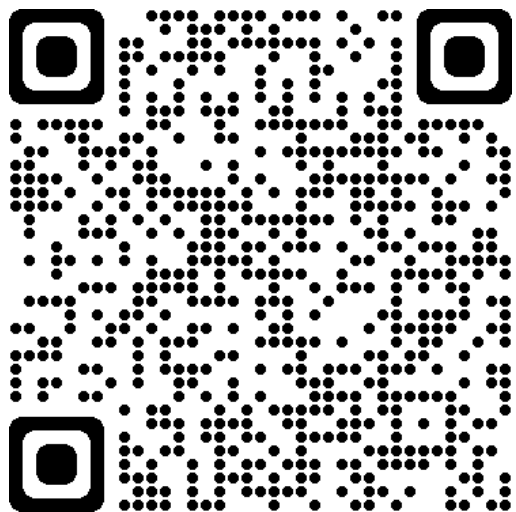
Question: How to report a bug or security vulnerabilities?

Answer: If you encounter problems send us an email to info@quidlab.com with the details of vulnerabilities or bug report.

**Guidelines for attending The Extraordinary General Meeting of Shareholders
No.1/ by Electronic Method (E-AGM)**

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at

<https://quiddlabbb.fokus.vc/registration/> or scan this QR Code.



QR code และ Link

จะสร้างขึ้นใหม่ให้กับทุกๆ บริษัท

** ห้ามใช้ QR cod ตัวนี้เด็ดขาด

The system will be available to access from 17-24 April 2023.

1. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Securities holder registration number
- Identification Card Number/Passport Number/ Registration Number for juristic person
- E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
- Mobile Phone Number
- Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 12. And original documents to send by post.	Details as shown in Enclosure 6 . Proxy A,B and C ,Enclosure 12 And original documents to send by post.

2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and Password
- WebLink for attending E-AGM system
- User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 25 April 2023 at 5 PM, please contact the Company immediately.
4. Please study the manual on how to use the E-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 2 hours before the start of the meeting. However, the live broadcast of the conference will only start at 2:00 PM
5. For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
6. In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

Guidelines for attending the AGM through Electronic Media (E-AGM) and the Appointment of Proxies

1. In case the shareholders attending the E-AGM by themselves

1.1 Please fill the registration form for attending the AGM through Electronic Media (E-AGM) attached I to this guideline. Kindly fill email and your cell phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM as follows:

- In the event that the shareholder is an ordinary person –a valid certified true copy of ID card, passport, or other official documents issued by government authority.
- In the event that the shareholder is a juristic person –an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy” below.

Please submit the registration form for the meeting through electronic media (E-AGM) and such identification document to the Company within Tuesday, 25 April 2023 before 12.00 ONLY via the following channels:

- Via Email address: info@emc.co.th
- Via Registered Mail

To: Mr.Matee Ittirivichai, Company Secretary

Good Corporate Governance Office

EMC Public Company Limited

28-30 Floor, ITF Tower, 140/66-67 Silom Road,

Suriyawong, Bangrak, Bangkok 10500

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send username and password, together with Weblink for attending the E-AGM.

Kindly refrain from giving your username and password provided for the shareholder to another person. In the case that your username and password are lost or you have not received it within Tuesday, 25 April 2023 at 5 PM, please immediately contact the Company.

1.3 The Company will send details such as username and password to you and also send a manual for using the E-AGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will only begin at 14.00 hrs.

1.4 For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

1.5 If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM’s meeting. The Company will specify a contact channel to Quidlab Company Limited in the email sending username and password to you.

2. In case the shareholders appointing proxy to attend the E-AGM

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company’s independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

<u>Name of Directors/Position</u>	<u>Age</u>	<u>Address</u>	<u>Interest in the agenda</u>
1. Miss Promart Hantra, Chairman of the Audit Committee	70	EMC Public Company Limited 28-30 Floor, ITF Tower, 140/66-67 Silom Road, Suriyawong, Bangrak, Bangkok 10500	-

(The above independent directors have no special interests that are different from other directors. in every agenda proposed in the Annual General Meeting of Shareholders 2023)

In this regard, the Company would like to request shareholders to fill statement and sign in the proxy, details of which appear in Attachment 9 of the invitation letter and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company within Tuesday, 25 April 2023 before 12.00 ONLY via the following channels:

- Via Email address : info@emc.co.th
- Via Registered Mail

To: Mr.Matee Ittirivichai, Company Secretary

Good Corporate Governance Office

EMC Public Company Limited

28-30 Floor, ITF Tower, 140/66-67 Silom Road,

Suriyawong, Bangrak, Bangkok 10500

Supporting documents for the appointment of proxy

Shareholder appoints a proxy:

1. Proxy Form A or Proxy Form B, correctly and completely filled in, and signed by the shareholder and the proxy
2. A copy of an identification document of the grantor, certified a true copy by the grantor; and
3. A copy of an identification document of the proxy, certified a true copy by the proxy:

Juristic person:

1. Proxy Form A or Proxy Form B, correctly and completely filled in, and signed by the representative of the juristic person and the proxy:
2. A copy of the affidavit of the juristic person, issued by the Department of Business Development, Ministry of Commerce, which shows that the representative of the juristic person (authorized director) attending the meeting in person, is authorized to act on behalf of the juristic person, which is a shareholder, issued no earlier than six months prior to the meeting, and certified a true copy by the representative of the juristic person (authorized director), with the company seal affixed (if any).
3. A certified true copy of an identification document of the representative of the juristic person (authorized director); and
4. A copy of an identification document of the proxy, certified a true copy by the proxy.

A juristic person registered outside the country:

1. Proxy Form C, correctly and completely filled in, and signed by the representative of the juristic person (authorized director) and the proxy, with the Company seal affixed (if any).
2. Documents from the shareholder
 - A copy of the affidavit of the juristic person which is a shareholder, which is issued by a government agency of such country (which shows that the representative of the juristic person (authorized director), who signs as the grantor, is authorized to act on behalf of the juristic person which is a shareholder), issued no earlier than six months prior to the meeting, and certified a true copy by the representative of the juristic person (authorized director), with the company seal affixed (if any).
 - A certified true copy of an identification document of the representative of the juristic person (authorized director).
 - A copy of the power of attorney from the shareholder, which is a foreign investor, appointing the custodian to attend the meeting and cast a vote, certified a true copy by the representative of the juristic person (authorized director), with the company seal affixed (if any).

3. Documents from the custodian

- A copy of the power of attorney in which the custodian authorizes its director or executive or employee to appoint any other employee or person to attend the meeting on behalf of the shareholder, certified a true copy by the director or the management or the employee of the custodian, who is the grantor.

- A document or a copy of a permit confirming the custodian's authority, certified a true copy by the grantor.

- A certified true copy of an identification document of the grantor.

- A certified true copy of an identification document of the proxy.

4. In the case of appointing multi-level of attorney-in-fact prior to granting proxy to custodian:

- The power of attorney for every level of attorney-in-fact must be complete. The power of attorney must contain the provision that permits the appointment of sub-attorney.

- Copies of identification documents for all levels of attorney-in-fact, certified as true by affixing the signature of the grantor of attorney (in the case of juristic person, please affix the signature of the authorized directors of the grantor of attorney).

In this regard, in the case that the document is produced outside Thailand, such document shall be notarized by a notary public. In the case that the original document is not in English, the English translation shall be required and certified the correct translation by the shareholder or the authorized director.

3. Channel for shareholder to send comment or questions related to business, industry and business operation of the Company or any relevant agenda to be considered in this E-AGM are as follows:

3.1 During the E-AGM meeting, the shareholder attending the meeting can submit comment or questions during E-AGM system.

3.2 The shareholder can submit comments or question in advance to the Company prior to the meeting date via following channels:

- Via Email address : info@emc.co.th
- Via Registered Mail

To: Mr.Matee Ittirivichai, Company Secretary

Good Corporate Governance Office

EMC Public Company Limited

28-30 Floor, ITF Tower, 140/66-67 Silom Road,

Suriyawong, Bangrak, Bangkok 10500

Registration form for attending the 2023 AGM through Electronic Media (E-AGM)

Written at _____

Date _____ Month _____ Year _____

I/We _____ Nationality _____

Address _____ Road _____

Sub-district _____ District _____ Province _____

Postal code _____ Email Address _____ Mobile _____

as a shareholder of The EMC Public Company Limited (the "Company")

holding to total number of shares _____ shares

I hereby confirm to attend the meeting and cast the votes in the 2023 AGM on Thursday, 27 April 2023 at 2 PM through Electronic Media (E-AGM) and would like to request the Company to send a weblink for attending the E-AGM, Username, and Password my/our email as follows.

Email address _____

Sign _____ Shareholder

(.....)

Sign _____ Shareholder

(.....)

Remark: Kindly send this registration form for attending the 2023 AGM through Electronic Media

(E-AGM) which has been completely filled out, and attached identification document for inspection in

relation to attending the E-AGM to the Company within Thursday 27 April 2023 via the following channels:

- Via Email address : info@emc.co.th
- Via Registered Mail

To: Mr.Matee Ittirivichai, Company Secretary
 Good Corporate Governance Office
 EMC Public Company Limited
 28-30 Floor, ITF Tower, 140/66-67 Silom Road,
 Suriyawong, Bangrak, Bangkok 10500

Form for the submission of questions prior to the 2023 Annual General Meeting of Shareholders

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

Tel./mobile _____ E-mail address _____

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

Question No.1

Supporting documents ☐ Yes ☐ No

Question No.2

Supporting documents ☐ Yes ☐ No

Question No.3

Supporting documents ☐ Yes ☐ No

Remark : The Shareholder who is entitles to attend the 2023 AGM, may submit the "Form for the submission of questions prior to the shareholders meeting", with the supporting documents (if any) to the Company Secretary via the following channels:

- Via Email address : info@emc.co.th
- Via Registered Mail

To: Mr.Matee Ittirivichai, Company Secretary

Good Corporate Governance Office

EMC Public Company Limited

28-30 Floor, ITF Tower, 140/66-67 Silom Road,

Suriyawong, Bangrak, Bangkok 10500