



CAZ (Thailand) Public Co., Ltd.

# Invitation to the

# 2024

# Annual General Meeting of Shareholders

## CAZ (Thailand) Public Company Limited

Monday, 22 April 2024 at 1.30 p.m.

Open for registration at 12.30 p.m.

At Meeting Room A in the Engineering Building

239 Huaypong-Nongbon Road, Huaypong Sub- district,

Muang Rayong District, Rayong 21150

***For convenience during registration of shareholders or proxies attending the meeting, please bring along the meeting invitation displaying barcode or proxy form and national identification card or identification document issued by government agencies as proof of identification***

*(No complimentary gifts will be given out In order to comply with the policy on transparency*

*and the guideline for good corporate governance campaigned by the supervising authorities*

*in relation to the decrease or cancellation of token giving at the annual general meeting of shareholders*

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No. CAZ 004-2024

20 March 2024

Subject: The Annual General Meeting of Shareholder for the year 2024

Attention: The Shareholders of CAZ (Thailand) Public Company Limited

The Board of Directors of CAZ (Thailand) Public Company Limited (the “Company”) deemed it appropriate to convene the 2024 Annual General Meeting of Shareholders on Friday, 22 April 2024 at 1.30 pm. at Meeting Room A located in the Engineering Building, located on 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 to consider the following meeting agendas;

**Agenda 1 To acknowledge the report on the Company’s operating results for the year 2023**

**Facts and Rationale:** Article 35 (1) of the Company’s Articles of Association states that the Annual General Meeting of shareholders shall “consider the Board of Directors’ report with regards to the Company’s operations for the past year”. The Board of Directors summarized the Company’s operating results for the year 2023 (according to the QR code on the meeting invitation form).

The Company operates its business on the basis of transparency, ethics, adherence to good corporate governance principles, and compliance with laws relating to anti-corruption measures and bribery given to officers of the state or the private sector. The Company’s organization structure was designed such that responsibilities are clearly defined by operating process and chain of command so as to achieve appropriate balance of power and checks and balance. Thus, the Company specified anti-corruption measures to serve as a guideline for directors, executives, and personnel of the Company and its subsidiaries.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the acknowledgement of the Company’s operating results for the year 2023, as disclosed in the 2023 Annual Report.

**Voting Requirement:** This agenda is for acknowledgement and voting is not required.



**Agenda 2     To consider and approve the financial statements for the year ended 31 December 2023**

**Facts and Rationale:** Section 112 of the Public Limited Companies Act B.E. 2535 states that “The Board of Directors shall prepare the statement of financial position and income statement as at the last day of the Company’s accounting period to be proposed to the Annual General Meeting of shareholders for consideration and approval.” and Article 36 (2) of the Company’s Articles of Association states that the Annual General Meeting of shareholders shall “consider and approve the statement of financial position and statement of comprehensive income”. Details on the Company’s operating results appear in the 2023 Annual Report in QR Code format accompanying this meeting invitation form.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the consideration and approval of consolidated financial statements of the Company and its subsidiary and separate financial statements of the Company comprising of the consolidated and separate statements of financial position as at 31 December 2023, consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity, and consolidated and separate cash flow statements for the accounting period ended 31 December 2023, which have been audited and signed by the Company’s external auditor, KPMG Phoomchai Audit Limited, reviewed by the Audit Committee, and approved by the Board of Directors. Key information on the Company’s financial position and operating results for the year 2023 can be summarized as follows.

**Summary of the Company’s Financial Statements**

Unit: Baht

<b>Statement of Financial Position</b>	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
Total assets	2,306,644,220	2,268,433,844
Total liabilities	1,325,206,388	1,334,223,770
Authorised share capital	147,000,000	147,000,000
Paid-up capital	146,999,876	146,999,876
Total equity attributable to owners of the parent	966,026,696	934,210,074



<b>Statement of Comprehensive Income</b>	<b>Consolidated Financial Statements</b>	<b>Separate Financial statements</b>
Total revenues	3,166,685,236	3,168,169,554
Net profit attributable to owners of the parent	214,568,435	202,474,652
Earnings per share (Baht per share)	0.73	0.69

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 3      To consider and approve the appropriation of the Company's net profit for the year 2023 and for dividend payment**

**Facts and Rationale:** The Company's dividend payment policy states that the Company shall pay dividends of no less than 40% of net profit from separate financial statements of the Company after deduction of corporate income tax and statutory reserve and dividend payment shall not pose significant impact on the Company's normal business operations. However, the aforementioned dividend payment may change depending on the business performance and financial status, liquidity, business expansion plan. Necessity and other suitability in the future of the company's operating which be considered by the Board of Directors. And propose to be consider and approve by the Shareholder Meeting after the resolution of dividend payment from the Board of Directors. And as Section 115 of the Public Limited Companies Act B. E. 2535 and Article 44 of the Company's Articles of Association states that "Dividends shall be paid within (1) month from the date of the shareholders' meeting or Board of Directors' Meeting resolution, as may be the case, and written notice shall be sent to shareholders as well as advertised in newspapers regarding such dividend payment for a period of at least (3) consecutive days." Moreover, Section 116 of the Public Limited Companies Act B. E. 2535 and Article 45 of the Company's Articles of Association states that "The Company shall appropriate no less than 5% of its net profit for the year deducted by accumulated losses (if any) as legal reserve until the amount of legal reserve is no less than 10% of registered capital."

**Opinion of the Board:** In 2023, the Company's net profit for separate financial statement of Baht 202.47 Million with no accumulated losses. And also the Company already has 10% legal reserve



of registered capital. The Board's resolution approved for the appropriation of net profit for dividend payment from the operating result of the period 1 January 2023 – 31 December 2023 as dividends to shareholders at the rate of Baht 0.2114 per share, the total of dividend payment value is totaling of Baht 62.17 Million.

The Company will use the record date to determine the name of shareholders who are entitled to receive the dividend is on Wednesday 13 March 2024. The dividend will be paid on Monday 20 May 2024.

**Comparison table of dividend payment rates in the past year**

Description	1 Jan 2023 – 31 Dec 2023	1 Jan 2022 – 31 Dec 2022
Company net profit	202.47 Million Baht	191.51 Million Baht
Number of shares (shares)	293,999,752	293,999,752
Dividend rate per share	0.2114 Baht/Share	0.20 Baht/Share
Total dividend value (before deducting W/T)	62.17 Million Baht	58.80 Million Baht
Proportion of net profit (after tax and reserve)	30.70% of the Separate company's net profit	30.70% of the Separate company's net profit
Note	The proportion of dividend payment to net profit does not in accordance with the dividend payment policy. Due to maintain the Company's working capital.	The proportion of dividend payment to net profit does not in accordance with the dividend payment policy. Due to maintain the Company's working capital.

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 4 To consider and approve the appointment of directors in replacement of those due to retire by rotation**

**Facts and Rationale:** The Public Limited Companies Act B.E. 2535 and Article 15 of the Company's Articles of Association states that "In the Annual General Meeting held each year, one-third (1/3) of directors shall vacate position. If the number of directors is not a multiple of (3), the number of directors closest to one-third shall vacate position. In the first and second year after registration of the Company, directors who will vacate position shall be determined by drawing lots, with directors holding the longest duration in position to vacate position in subsequent years. Directors vacating position



may be reelected for position.” In addition, Article 14 of the Company’s Articles of Association states that the Annual General Meeting of shareholders shall “consider the appointment of directors in replacement of those due to retire by rotation”. In the 2024 Annual General Meeting, 3 directors due to retire are as follows.

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Narongrit Tavorntavitporn | Chairman of the Board of Directors / Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| 2. Mr. Natie Tabmanie            | Chairman of the Audit Committee / Independent Director / Nomination and Remuneration Committee Member                             |
| 3. Mr. Somyos Tiranawatananun    | Director / Executive Committee Member / Chairman of the Nomination and Remuneration Committee                                     |

**Opinion of the Board:** (Exclude the directors who have the conflict of interest in this agenda) The Board of Directors agree with the Nomination and Remuneration Committee’s proposal and deemed it appropriate to propose the consideration and approval of appointment of 3 directors, namely, Mr. Narongrit Tavorntavitporn, Mr. Natie Tabmanie, Mr. Somyos Tiranawatananun to be re-appointed as a director of the Company for another term. The Board of Directors are of the opinion that such individuals are qualified, knowledgeable, capable, and experienced, able to contribute benefits and suitable to the Company’s business operations. In addition, such individuals undertake their duties with responsibility, caution, honesty, and possess complete qualifications in accordance with the Public Limited Companies Act B. E. 2535 and comply with SEC and SET regulations and the Board of Directors has considered of the opinion that the person who will be nominated as an independent director has qualifications in accordance with the laws related to the requirements related to independent directors, with information as shown in **Enclosure 2**.

Moreover, the Company gives shareholders the opportunity to nominate persons who are considered suitable and qualified as a director. According to the criteria disclosed on the Company's website from 30 October 2023 to 30 December 2023, but no one propose nominated for director any names.

**Shareholding of Individuals Proposed for Directorship**

<b>Names of Individuals Proposed for Directorship</b>	<b>Number of Shares</b>	<b>Voting Rights</b>
Mr. Narongrit Tavorvisitporn	-	-
Mr. Natie Tabmanie	-	-
Mr. Somyos Tiranawatananun	-	-

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 5 To consider and approve remuneration for the Board of Directors for the year 2024**

**Facts and Rationale:** Section 90 of the Public Limited Companies Act B.E. 2535 states that “the Company shall not pay to directors’ cash or assets except for remuneration in accordance with the Company’s Articles of Association” and Article 16 of the Company’s Articles of Association states that “directors are entitled to remuneration from the Company in the form of gratuity, meeting allowance, pension, or other forms of remuneration”.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the consideration and approval of director remuneration for the year 2024 in the form of monthly compensation, meeting fees, pension amounting not more than Baht 2,575,000 (Two million five hundred seventy five thousand baht only) There are no other benefits, based on consideration of appropriateness to the nature of business and relationship to the Company’s operating results consistent with market and industry norms and roles and responsibilities of the Board of Directors, with the following details.

**Comparison of Director Remuneration in the Previous Year**

<b>Committee</b>	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2023</b>
	<b>(Proposed)</b>	<b>(Proposed)</b>		
	<b>Monthly compensation / Person</b>	<b>Meeting Allowance / Meeting / Person</b>	<b>Monthly compensation / Person</b>	<b>Meeting Allowance / Meeting / Person</b>
Chairman of the Board of Directors	35,000	-None-	35,000	-None-
Chairman of the Audit Committee	30,000	-None-	30,000	-None-





Committee	2024 (Proposed)	2024 (Proposed)	2023	2023
	Monthly compensation / Person	Meeting Allowance / Meeting / Person	Monthly compensation / Person	Meeting Allowance / Meeting / Person
Independent Director	25,000	-None-	25,000	-None-
Chairman of the Nomination and Remuneration Committee	-None-	12,500	-None-	12,500
Director	-None-	12,000	-None-	12,000

In 2023, the Company paid director remuneration in the form of monthly, meeting allowance and pension totaling Baht 2,500,000 with details as follows.

Names	2023	2022
1. Mr. Narongrit Tavornvisitporn	528,220	536,389
2. Mr. Natie Tabmanie	468,220	476,389
3. Mr. Yingyong Techarungnirun	408,220	416,389
4. Mr. Yeong Cheol Choi	204,220	176,389
5. Mr. Chung Sik Hong	204,220	176,388
6. Mr. Somchai Kanbuakeaw	241,720	188,889
7. Ms. Kanchana Rimpanichayakij <sup>1/</sup>	20,245	176,389
8. Mr. Somyos Tiranawatananun <sup>1/</sup>	183,975	-
9. Ms. Nita Treeweeranuwat <sup>2/</sup>	40,491	176,389
10. Mr. Prapas Kong-led <sup>2/</sup>	139,733	-
11. Mr. Prasert Treeveeranuwat <sup>3/</sup>	60,736	176,389
<b>Total</b>	<b>2,500,000</b>	<b>2,500,000</b>

**Note:** <sup>1/</sup> Ms. Kanchana Rimpanichayakij resigned from a director of the Company with effective since 16 January 2023 and the Board of Directors' Meeting No. 1/ 2023 appointed Mr. Somyos Tiranawatananun as a director of the Company instead with effective from 17 January 2023.

<sup>2/</sup> Ms. Nita Treeweeranuwat resigned from a director of the Company with effective since 10 March 2023 and the Board of Directors' Meeting No. 4/2023 appointed <sup>2/</sup>Mr. Prapas Kong-led as a director of the Company instead with effective from 14 March 2023.

<sup>3/</sup> Mr. Prasert Treeveeranuwat resigned from a director of the Company with effective since 30 March 2023



**Voting Requirement:** This agenda requires the approval of the meeting by no less than two-thirds of total votes of shareholders attending the meeting.

**Agenda 6** **To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2024**

**Facts and Rationale:** Section 120 of the Public Limited Companies Act B.E. 2535 states that “the Annual General Meeting held each year shall appoint the Company's auditor and determine audit fees, and the former auditor may be reappointed” and Section 121 of the Public Limited Companies Act B.E. 2535 states that “the auditor shall not be director, personnel, employee, or undertake any position in the Company”. In addition, Article 42 of the Company's Articles of Association specifies that the Annual General Meeting held each year shall appoint the Company's auditor and determine audit fees, and the former auditor may be reappointed. The auditor shall not be director, personnel, employee, or undertake any position in the Company. However, the Company shall arrange for the rotation of auditors in accordance with the Securities and Exchange Law and/or other related laws.

**Opinion of the Audit Committee:** The Audit Committee deemed it appropriate to propose to the Board of Directors for proposal to the Annual General Meeting the consideration and approval of the appointment of Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795, Ms. Nawarat Nitikeatipong, Certified Public Accountant No. 7789, and Ms. Chanarat Chanwa, Certified Public Accountant No. 9052 from KPMG Phoomchai Audit Limited as the Group of Companies' (use the same firm for auditing) external auditor with one of the above-mentioned individuals performing the audit and expression of opinion on the Company's financial statements. In case such individuals are unable to undertake such proceedings, KPMG Phoomchai Audit Limited shall arrange for other auditors from KPMG Phoomchai Audit Limited to undertake such duties in replacement.

In addition, after consideration of the amount of work and audit fees of companies the same level, it is evident that the fees proposed by KPMG Phoomchai Audit Limited are appropriate. One of the above-mentioned individuals or other auditors from KPMG Phoomchai Audit Limited on the list of auditors approved by the Securities and Exchange Commission shall perform the audit and expression of opinion on the Group of Companies' financial report.



Name of Auditor	License No.	Number of Years Serving as the Company's Auditor
Ms. Vipavan Pattavanvivek	4795	4
Ms. Nawarat Nitikeatipong	7789	-
Ms. Chanarat Chanwa	9052	-

#### **Comparison of Audit Fees with the previous year**

Company	Audit Fees	
	2024 (proposed)	2023
CAZ (Thailand) Public Company Limited	2,980,000	2,850,000
A Subsidiary	420,000	420,000
<b>Total</b>	<b>3,400,000</b>	<b>3,270,000</b>

\* Excluding actual miscellaneous expense incurred in the provision of audit service.

KPMG Phoomchai Audit Limited and the above-mentioned 3 auditors have no relationship and/or interest with the Company, executives, major shareholders, or any related persons of such individuals and do not hold shares in the Company, and thus are independent in the audit and expression of opinion on the Company's financial statements. As such, the Audit Committee deemed it appropriate to propose the determination of audit fees for the year 2024 to the Board of Directors. The audit fees are as follows: CAZ (Thailand) Public Company Limited at Baht 2,980,000 and its subsidiary (1 company) at Baht 420,000, totaling Baht 3,400,000 (Three million and four hundred thousand baht only). And on other Fees, excluding actual miscellaneous expense incurred in the provision of audit service.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the consideration and approval of the appointment of Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795, Ms. Nawarat Nitikeatipong, Certified Public Accountant No. 7789, and Ms. Chanarat Chanwa, Certified Public Accountant No. 9052 from KPMG Phoomchai Audit Limited as the Group of Companies' (use the same firm for auditing) external auditor with one of the above-mentioned individuals performing the audit and expression of opinion on the Company's financial statements. In case such individuals are unable to undertake such proceedings, KPMG Phoomchai Audit Limited shall arrange for other auditors from KPMG Phoomchai Audit Limited to undertake such duties in replacement. The audit fees are as follows: CAZ (Thailand) Public Company Limited at Baht 2,980,000 and its subsidiary (1 Company) at Baht 420,000, totaling Baht 3,400,000 (Three



million and four hundred thousand baht only). And on other Fees, excluding actual miscellaneous expense incurred in the provision of audit service.

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 7      Other business (if any)**

**Facts and Rationale:** Section 105 Paragraph 2 of the Public Limited Companies Act B.E. 2535 states that “Shareholders representing at least one-third in aggregate of outstanding shares may request the Meeting to consider other matters than those specified in the invitation to the Meeting.”

**Opinion of the Board:** The Board of Directors deemed it appropriate to include this matter to allow for shareholders to propose matters other than what the Board of Directors has specified in this Meeting.

Shareholders of CAZ (Thailand) Public Company Limited are cordially invited to the Annual General Meeting of Shareholders to be held on Monday, 22 April 2024 at 1.30 p.m. at Meeting Room A in the Engineering Building, located on 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150. For convenience during registration, the Company will arrange for shareholders to be able to register from 12.30 p.m. onwards.

The Company has published this Invitation to the 2024 Annual General Meeting of Shareholders, 2023 Annual Report, enclosures to the meeting invitation, and Proxy Form A, B, and C on the Company website at [www.caz.co.th](http://www.caz.co.th).

For shareholders attending the Meeting in person, please bring along your national identification card. For shareholders unable to attend the Meeting in person, the Company has published Proxy Form A (general form), Proxy Form B, and Proxy Form C (for foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian) as shown in **Enclosure 9** with Baht 20 stamp duty on the Company website for shareholders to download as deemed appropriate. Documents or evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting shall be attached along and presented to staff before commencement of the Meeting.

Foreign shareholders who appoint Thailand Securities Depository Company Limited (TSD) as custodian may use either one of Proxy Form A, Proxy Form B, or Proxy Form



C (for Proxy Form C, please contact the Company Secretary or download from the Company website at [www.caz.co.th](http://www.caz.co.th)),

The Company recommends the use of Proxy Form B, which specifies various particulars with clear and concise details.

Shareholders may grant proxy to one of the Company's independent directors to attend and vote on the shareholders' behalf. The independent director proposed as proxy for shareholders is as follows:

(1) Mr. Yingyong Techarungnirun      Independent Director

Please refer to details on the independent director proposed as proxy for shareholders as shown in **Enclosure 4**.

For shareholders who wish to grant proxy to the Company's independent director to attend and vote on the shareholders' behalf, please submit proxy form along with a certified true copy of the national identification card in advance before the date of the Meeting.

Shareholders who wish to request the 2023 Annual Report in hard copy may fill out the form as shown in **Enclosure 8** and submit to the Company in person on the date of the Meeting, through email to the Company Secretary at [nattiya.p@caz.co.th](mailto:nattiya.p@caz.co.th).

The Company would like to inform shareholders for acknowledgement and conformance to the registration process, appointment of proxies, and vote casting as shown in **Enclosure 5** and for convenience during registration, please bring along the Invitation to the Meeting and registration form as proof of identification to attend the Meeting as shown in **Enclosure 6**.

For the greatest benefit of shareholders in attending the Meeting and the preservation of shareholders' rights, shareholders may send questions which require clarification with regards to the agenda in this Meeting in advance through email at [nattiya.p@caz.co.th](mailto:nattiya.p@caz.co.th).

In addition, to facilitate shareholders, the Company has prepared a map of the Meeting venue as shown in **Enclosure 7**.



CAZ (Thailand) Public Co., Ltd.

Sincerely yours,

A handwritten signature in blue ink, appearing to be 'Narongrit Tavorntavitporn'.

Mr. Narongrit Tavorntavitporn

Chairman of the Board of Directors

More information, please contact: Ms. Nattiya Charusombat / Company Secretary

Telephone no. 038-606-242

**Enclosure 2**



**Mr. Narongrit Tavornvisitporn**

<b>Type of Directorship Proposed</b>	Independent Director / Chairman of the Board of Directors / Audit Committee Member / Nomination and Remuneration Committee Member
<b>Age</b>	72 Years
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Bachelor's Degree from the Faculty of Engineering in Electrical Engineering (2nd class honors), Chulalongkorn University</li> <li>- Executive Master of Business Administration (MBA), Thammasat University</li> <li>- Post Graduate Diploma in Electrical Power Generation and Distribution System, The Norwegian Institute of Technology, University of Trondheim, Norway</li> <li>- General Member of the Council of Engineers in Electrical Engineering (Sor.For.Gor. 1489)</li> </ul>
<b>Director Training Course Attended</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) Batch of 166/2012</li> <li>- National Director Conference 2019</li> <li>- Director Leadership Certification Program (DLCP) of 3/2021</li> </ul>
<b>Work Experience</b>	<ul style="list-style-type: none"> <li>- 2017 – Present : Independent Director / Chairman of the Board of Directors / Audit Committee Member / Nomination and Remuneration Committee Member / Independent Director CAZ (Thailand) Public Company Limited</li> <li>- 2018 – Present : Independent Director / Chairman of the Board of Directors / Audit Committee Member Successmore Being Public Company Limited</li> </ul>



	<ul style="list-style-type: none"><li>- 2016 – Present : Chairman of the Audit Committee / Chairman of Nomination and Remuneration Committee DEXON Technology Public Company Limited.</li><li>- 1984 – 2012 : Assistant Managing Director Thai Oil Public Company Limited</li></ul>
<b>Holding directorship / executive positions in other companies which could cause conflicts of interest</b>	-None-
<b>Number of Years in Position as Director</b>	7 Years
<b>Meeting Attendance for the Year 2023</b>	<ol style="list-style-type: none"><li>1. Attended the Board of Directors' Meetings 8/8 times</li><li>2. Attended the Audit Committee Meetings 5/5 times</li><li>3. Attended the Nomination and Remuneration Committee Meeting 3/3 times</li></ol>





**Mr. Natie Tabmanie**

<b>Type of Directorship Proposed</b>	Chairman of the Audit Committee / Independent Director / Nomination and Remuneration Committee Member
<b>Age</b>	65 Years
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- BBA and MBA International Business, Schiller International University, London, England</li> <li>- MSc in Economics, University of Strathclyde, Glasgow, Scotland</li> </ul>
<b>Director Training Course Attended</b>	- Director Certification Program (DCP) Batch of 168/2020
<b>Work Experience</b>	<ul style="list-style-type: none"> <li>- 2020 – 2019 : Disclosure Information Committee, Social Branch, Government Administration and Law Enforcement Government Information System / Committee on the Safety of Product and Service Office of The Consumer Protection Board</li> <li>- 2013 – 2019 : Chief Inspector General, Ministry of Energy / Deputy Director of the Energy Policy Office Ministry of Energy</li> <li>- 2007 – 2013 : Director, office of petroleum and petrochemical policy, energy policy and planning division ministry of energy / Specialist in energy strategy planning / Director of the office of policy and strategy, office of the permanent secretary Ministry of Energy</li> <li>- 2009 – 2011 : Deputy Director of Energy Policy and Planning Office, Ministry of Energy / Director of Public Communications and Public Acceptance Nuclear Power Plant Project Development Office / Spokesperson for the Ministry of Energy Ministry of Energy</li> </ul>
<b>Holding directorship / executive positions in other companies which could cause conflicts of interest</b>	-None-



<b>Number of Years in Position as Director</b>	5 Years
<b>Meeting Attendance for the Year 2023</b>	<ol style="list-style-type: none"><li>1. Attended the Board of Directors' Meetings 8/8 times</li><li>2. Attended the Audit Committee Meetings 5/5 times</li><li>3. Attended the Nomination and Remuneration Committee Meeting 3/3 times</li></ol>



**Mr. Somyos Tiranawatananun**

<b>Type of Directorship Proposed</b>	Director (Representative from TAKUNI Group) / Executive Committee member / Chairman of Nomination and Remuneration Committee
<b>Age</b>	62 Years
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Doctor of Philosophy, Marketing, Eastern Asia University</li> <li>- Master of Business Administration (Management), Kasetsart University</li> <li>- Business Administration (Accounting) Srinakharinwirot University, Prasarnmit</li> </ul>
<b>Director Training Courses Attended</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) course, class 134/2017</li> </ul>
<b>Work Experience</b>	<ul style="list-style-type: none"> <li>- Dec 2022 – Present : Director / Executive Director Takuni Group Public Company Limited</li> <li>- Mar – Sep 2023 : Acting Chief Executive Officer Takuni Group Public Company Limited</li> <li>- Apr 2023 – Present : Acting Chief Financial Officer Takuni Group Public Company Limited</li> <li>- Mar 2023 – Present : Director / Executive Director / Chairman of Nomination and Remuneration Committee CAZ (Thailand) Public Company Limited</li> <li>- Mar 2023 – Present : Managing Director G Gas Logistics Co., Ltd.</li> <li>- Mar 2023 – Present : Director Takuni (Thailand) Co., Ltd.</li> <li>- Apr 2023 – Present : Director Food Orderly Co., Ltd.</li> <li>- Mar 2023 – Present : Director Takuni Intertrade Co.,Ltd.</li> <li>- Mar 2023 – Present : Director SMEGOM Co.,Ltd.</li> <li>- 2017 – 2019 : Managing Director Mintech laboratory Co., Ltd.</li> <li>- 2020 – 2022 : Chief Executive Officer SCG Grand Co., Ltd.</li> </ul>



<b>Holding directorship / executive positions in other companies which could cause conflicts of interest</b>	<ul style="list-style-type: none"><li>- Director / Executive Director / Acting Chief Financial Officer Takuni Group Public Company Limited : Energy</li><li>- Director Takuni (Thailand) Co., Ltd. : Gas installation service in vehicles and gas systems in the household sector</li><li>- Managing Director G Gas Logistics Co., Ltd. : Gas Logistic</li></ul>
<b>Number of Years in Position as Director</b>	1 year (appointed as a director on 17 January 2023)
<b>Meeting Attendance for the Year 2022</b>	1. Attended the Board of Directors' Meetings 7/8 times



**Enclosure 3**

**The Company's Articles of Association Relating to Shareholders' Meetings**

**Section 4 The Board of Directors**

Article 13. The Board of Directors shall comprise of at least five (5) directors, with the number of Independent Directors and Audit Committee Members in compliance with the Securities and Exchange Law, and no less than one-half (1/2) of directors shall reside in Thailand. Directors of the Company shall have qualifications as prescribed by law and the Company's Articles of Association.

Directors shall not operate business of the same nature or in competition with the Company's business, or take on partnership in an ordinary partnership or unlimited liability partnership or undertake directorship of limited companies or public limited companies operating business of the same nature or in competition with the Company's business regardless of whether such actions constitute personal benefit or benefit for others, unless the director notifies the shareholders' meeting prior to the resolution for appointment of directorship of such director.

In the operations of the Company, directors and executives shall perform duties with responsibility, caution, mindfulness of retaining the Company's best interest, and honesty. Such actions shall be in accordance with laws, the Company's objectives and Articles of Association, resolution of the Board of Directors, and resolution of shareholders' meetings.

Directors shall immediately inform the Company in case of any conflict of interest, whether direct or indirect, in any contract executed by the Company during the accounting period or holds shares or debentures in the Company and its Group, specifying the total number of increase or decrease of shares during the accounting period.

Article 14. Directors shall be appointed by the shareholders' meeting by a majority vote of shareholders attending and possessing voting rights in accordance with the following rules and procedures.

- (1) Each shareholder shall have one (1) vote per one (1) share held
- (2) Shareholders shall vote on the appointment of directors on an individual basis
- (3) Candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the positions are filled. In case there is a tie in votes for candidates in descending order causing the number of directors to exceed vacant positions, the Chairman of the meeting shall cast an additional vote.



Article 15. In the Annual General Meeting held each year, one-third (1/3) of directors shall vacate position. If the number of directors is not a multiple of (3), the number of directors closest to one-third shall vacate position.

In the first and second year after registration of the Company, directors who will vacate position shall be determined by drawing lots, with directors holding the longest duration in position to vacate position in subsequent years. Directors vacating position may be reelected for position.

Article 16. Directors are entitled to remuneration from the Company in the form of gratuity, meeting allowance, pension, bonus, or other forms of remuneration in accordance with the Articles of Association or as resolved by the shareholders' meeting with no less than two-thirds (2/3) of total votes of shareholders attending the meeting. Remuneration could be specified at a certain amount or as a guideline and occasionally specified or to remain in effect until changes are made. In addition, allowances and benefits are to be provided in accordance with Company policy.

#### **Section 5 Shareholders' Meetings**

Article 30. The Board of Directors shall call for shareholders' meeting as Annual General Meeting within four (4) months from the end of the Company's fiscal year.

Any shareholders' meetings other than the aforementioned shall be called Extraordinary General Meeting which may be called by the Board of Directors at any time as deemed appropriate. One or several shareholders holding shares in aggregate representing no less than ten (10) percent of outstanding shares may subscribe their names and issue a written request to the Board of Directors to call for an Extraordinary General Meeting at any time, provided that written request must clearly state the matters and reasons for calling such meeting. In this regard, the Board of Directors shall arrange to convene the shareholders' meeting within forty-five (45) days from the date of receipt of such request.

In case the Board of Directors fails to convene the meeting within the period set out in the second paragraph, shareholders subscribing their names in the request or any other shareholder holding shares in aggregate representing the specified number of shares may call the meeting by themselves within forty-five (45) days from the expiration of the period in the second paragraph. Such meeting shall be deemed as called by the Board of Directors and the Company shall be responsible for necessary expenses incurred by such meeting and arrange for appropriate facilitation for such meeting.

In case the meeting called by shareholders pursuant to the third paragraph fails to form a quorum as specified in Article 33, shareholders in the third paragraph shall jointly reimburse any and all expenses incurred from convening such meeting to the Company.



Article 31. In the calling of shareholders' meetings, the Board of Directors shall prepare written notice specifying the venue, date, time, and agenda of the meeting as well as matters to be proposed to the meeting with appropriate details and clear indication of each matter whether the matter is for acknowledgement, approval, or consideration along with the Board of Directors' opinion on the matter. Such meeting invitation shall be disseminated to shareholders and the registrar no less than seven (7) days prior to the date of the meeting. In addition, the invitation shall be advertised in newspaper for a period of no less than three (3) consecutive days and no less than three (3) days prior to the date of the meeting.

The venue of the meeting shall be in the area where the Company's head office is located or any province throughout the country or any other place as the Board of Directors deemed it appropriate.

Article 32. At shareholders' meetings, shareholders may grant proxy to any other person to attend on vote on their behalf. The proxy form shall be dated and signed by the proxy grantor in the form prescribed by the registrar.

Such proxy form shall be handed to the Chairman of the meeting or any other person specified by the Chairman at the meeting before entrance into the meeting.

Article 33. The number of shareholders attending the Meeting in person and through proxy holders (if any) shall be no less than 25 persons representing no less than one-third of total outstanding shares or the number of shareholders attending the Meeting in person and through proxy holders (if any) shall be no less than one-half of the total number of shareholders representing no less than one-third of total outstanding shares to constitute a quorum.

In the event that a quorum of any shareholders' meeting is not formed as required after one (1) hour has passed, such meeting shall be cancelled if the meeting is called by the request of shareholders. However, if the meeting is not called by the request of shareholders, a subsequent meeting shall be convened and the invitation to the subsequent meeting shall be sent to shareholders no less than seven (7) days prior to the date of the meeting. For such subsequent meeting, no quorum shall be required.

The Chairman of the Board of Directors shall be the Chairman of the meeting. In case the Chairman of the Board of Directors is not present or unable to perform such duties, the vice-chairman shall be the Chairman of the meeting. If there is no such vice-chairman or the vice-chairman is unable to perform such duties, shareholders present shall elect one shareholder to be Chairman of the meeting.



Article 34. Each shareholder shall have one (1) vote per one (1) share held. Any shareholder having special interest in any matter shall have no right to vote on the matter, except for the appointment of directors. The resolution of shareholders' meeting shall comprise of the following votes.

(1) In ordinary event, majority vote of shareholders attending and possessing voting rights is required to pass a resolution. In case of a tie, the Chairman of the meeting shall cast an additional vote.

(2) In the following cases, no less than three-fourths (3/4) of votes of shareholders attending and possessing voting rights is required to pass a resolution.

- (a) Sale or transfer of the whole or substantial parts of the Company's business to other persons
- (b) Acquisition or acceptance of business transfer of other companies or private companies as part of the Company's business
- (c) Execution, amendment, or termination of any contract relating to leasing out the whole or substantial parts of the Company's business, the assignment of other persons to manage the business of the Company, or the amalgamation of the business with other persons with the intent to share profit and loss
- (d) Amendment to the Memorandum of Association or Articles of Association
- (e) Increase or decrease of registered capital of the Company, or issuance of debentures
- (f) Amalgamation or dissolution of the Company
- (g) Restructuring of debt through equity issuance to repay debtors in changing debt into equity
- (h) Other cases as specified in the Securities and Exchange Law

Casting of votes shall be done with disclosure unless no less than five (5) shareholders request the casting of votes to be done in secret prior to the casting of votes and the meeting is in agreement. Procedures on casting of votes in secret shall in accordance with specifications announced by the Chairman of the meeting.





Article 35. The Annual General Meeting shall

- (1) Consider the Board of Directors' report on the Company's operating results for the past fiscal year
- (2) Consider and approve the statement of financial position and statement of comprehensive income for the past fiscal year
- (3) Consider the appropriation of net profit for dividend payment and as legal reserve
- (4) consider the appointment of directors in replacement of those due to retire by rotation and the determination of director remuneration
- (5) Consider the appointment of auditor and determination of audit fees
- (6) Other businesses

Article 36. In case the Company or its subsidiary enters into related party transactions or acquisition or disposal of assets of the Company or its subsidiary by the definition and regulations set out in the Securities and Exchange Law on related party transactions of listed companies or acquisition or disposal of assets of listed companies (as may be the case), the Company shall proceed in compliance with the regulations and procedure as specified by such laws on that matter.

Article 37. The Chairman of the shareholders' meetings shall oversee that such meetings are in accordance with laws and the Articles of Association on that matter (if any) and proceed with the agenda in the order specified in the meeting invitation unless shareholders in aggregate representing no less than two-thirds (2/3) of total votes of shareholders attending the meeting resolve to change the order of the agenda.

Once the meeting has considered all agenda, shareholders in aggregate representing no less than one-third (1/3) of outstanding shares request the consideration of additional agenda than those specified in the meeting invitation.

In case consideration of set agenda in order and/or additional agenda proposed by shareholders are not complete (as may be the case) and it is necessary to postpone consideration, the meeting shall specify the venue, date, and time of the subsequent meeting and the invitation to such meeting shall be disseminated to shareholders no less than seven (7) days prior to the date of the meeting. In addition, the invitation shall be advertised in newspaper for a period of no less than three (3) consecutive days and no less than three (3) days prior to the date of the meeting.

Article 44. No dividend shall be paid other than out of profits. If the Company has accumulated losses, no dividend shall be paid.



Unless in the case of preferred shares in which the Articles of Association state otherwise, dividend shall be paid on the basis of number of shares with each share receiving equal amount.

Dividend payment shall be approved by shareholders' meetings.

The Board of Directors may pay interim dividend to shareholders occasionally should it be deemed that the Company has sufficient profits to do so. Such interim dividend payment shall be reported to the next shareholders' meeting.

Payment of dividends shall be made within one (1) month from the date of the shareholders' meeting or Board of Directors' Meeting resolution, as may be the case. However, written notice shall be sent to shareholders as well as advertised in newspapers regarding such dividend payment for a period of at least (3) consecutive days.

No interest shall be charged if dividend payment made by the Company is in accordance with the duration of time specified by law.

Article 45. The Company shall appropriate no less than 5% of its net profit for the year deducted by accumulated losses (if any) as legal reserve until the amount of legal reserve is no less than 10% of registered capital.



**Enclosure 4**

**Information on Independent Director Proposed as Proxy for Shareholders**

Shareholders who are not able to attend the meeting in person may grant proxy to the Company's independent director with details as follows.

A portrait photograph of Mr. Yingyong Techarungnirun, a man with dark hair, wearing a dark suit, white shirt, and dark tie. He is looking directly at the camera with a neutral expression.	<p>Full Name : Mr. Yingyong Techarungnirun</p> <p>Position : Independent Director / Audit Committee</p> <p>Age: 43 years</p> <p>Address: 1/3 Suea Pa Road, Pom Prap, Pom Prap Sattru Phai, Bangkok, 10100</p> <p>Special interest in consideration of any agenda: -none-</p>
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## **Enclosure 5**

### **Explanation on the Registration Process, Appointment of Proxies, and Vote Casting**

Registration of attendees to the 2024 Annual General Meeting of CAZ (Thailand) Public Company Limited specifies verification of documents or evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting. For convenience during registration, shareholders or representatives of shareholders (proxy holders) attending the Meeting are requested to bring along the form displaying QR Code accompanying the invitation to the Meeting, registration form, or proxy form as well as national identification card or identification document issued by government agencies as proof of identification.

The Company reserves the right of leniency in considering evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting on a case-by-case basis as the Company deems appropriate.

#### **1) Documents Required Before Attending the Meeting**

##### **Natural Person / Individual**

**1. Attendance in Person** Shareholders are to present valid documentation issued by government agencies such as national identification card, government official identification card, driver license, or passport (for foreign investors). Should such shareholders previously change their name or surname, supporting documentation shall also be presented

**2. Attendance by Proxy** Please present the following documentation

2.1 Proxy form accompanying this invitation to the meeting (any form) completely filled out, signed by the shareholder (proxy grantor) and proxy holder, and affixed Baht 20 stamp duty which has been crossed out and dated on the day such proxy form was written

2.2 Certified true copy of documentation issued by government agencies of the shareholder (proxy grantor) in accordance with specifications in 1.

2.3 Certified true copy of documentation issued by government agencies of the proxy holder in accordance with specifications in 1.

##### **Juristic Person**

#### **1. Attendance in Person by Authorized Director**

1.1 Documentation issued by government agencies to representatives of the juristic person, as the case of a natural person in accordance with specifications in 1.

1.2 Certified true copy, by the representatives of the juristic person (directors), of the juristic person's certificate of registration (Affidavit) issued by the Department of Business Development, Ministry of Commerce for a period no longer than 30 days which contains a statement indicating that the



representative attending the Meeting is authorized to act on behalf of such juristic person who is the shareholder.

## **2. Attendance by Proxy**

2.1 Proxy form accompanying this invitation to the meeting (any form) completely filled out, signed by representatives of the juristic person (directors) as proxy grantor and proxy holder, and affixed Baht 20 stamp duty which has been crossed out and dated on the day such proxy form was written.

2.2 Certified true copy, by the representatives of the juristic person (directors), of the juristic person's certificate of registration (Affidavit) issued by the Department of Business Development, Ministry of Commerce for a period no longer than 30 days which contains a statement indicating that the representative attending the Meeting is authorized to act on behalf of such juristic person who is the shareholder.

2.3 Certified true copy of documentation issued by government agencies to representatives of the juristic person, as the case of a natural person in accordance with specifications in 1. as proxy grantor.

2.4 Certified true copy of documentation issued by government agencies of the proxy holder, as the case of a natural person in accordance with specifications in 1.

## **3. Foreign Investors who Appoint Thailand Securities Depository Company Limited (TSD) as Custodian**

3.1 Please prepare and present documentation as the case of juristic persons in 1. or 2.

3.2 Foreign investors who authorize Thailand Securities Depository Company Limited (TSD) to sign the proxy form on behalf of the shareholder are to present the following additional documentation.

1) Power of attorney granted by shareholder to TSD as custodian by which the custodian is appointed to sign the Proxy Form on behalf of such shareholder with affixed Baht 20 stamp duty which has been crossed out and dated on the day the proxy form was written.

2) A certification indicating that the authorized signatory of the proxy form is licensed to operate Thailand Securities Depository Company Limited (TSD).

Documents with original copies in English are to be translated into Thai, certified for translation by the shareholder or representatives of such juristic person, and attached along with.

## **2) Granting Proxy**

The Company has attached 3 proxy forms consisting of Proxy Form A, Proxy Form B, and Proxy Form C for each shareholder in accordance with the specifications of the Department of Business Development, Ministry of Commerce Re: Prescription of Proxy Forms (No. 5) B.E 2550 with details as follows.



- Proxy Form A constitutes general form which is simple and uncomplicated
- Proxy Form B specifies various particulars with clear and concise details
- Proxy Form C is for foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian

**Shareholders who are unable to attend the Meeting in person may grant proxy and proceed as follows.**

1. Choose **only one** proxy form from the above
  - 1.1 Ordinary shareholders may choose Proxy Form A or Proxy Form B
  - 1.2 Shareholders whose names appear in the register of foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian may choose either one of the 3 forms (Proxy Form A, Proxy Form B, or Proxy Form C)
2. Grant proxy to an individual as per the intent of shareholders or choose to grant proxy to the Company's independent director, specifying the name and details of the proxy holder or marking the box in front of the Company's independent director's name as specified in the proxy form, granting proxy to only one person to attend the Meeting.
3. Affix Baht 20 stamp duty and cross out and date the day which the proxy form was written for legal binding. The Company facilitates in the affixing of stamp duty for proxy holders attending the Meeting.
4. Send the proxy form through post to the Company Secretary Office before Friday, 19 April 2024 or at least 30 minutes before the start of the Meeting to ensure that the Company's staff have sufficient time to verify documents in time for the Meeting.

Shareholders granting proxy shall not distribute to may proxy holders to vote separately, and proxy granted shall be the number of shares held by such shareholders. Granting proxy in some portion less than the shareholding is not allowed unless for the case of Thailand Securities Depository Company Limited (TSD) which foreign investors appointed as custodian in accordance with Proxy Form C.

### **3) Registration for the Meeting**

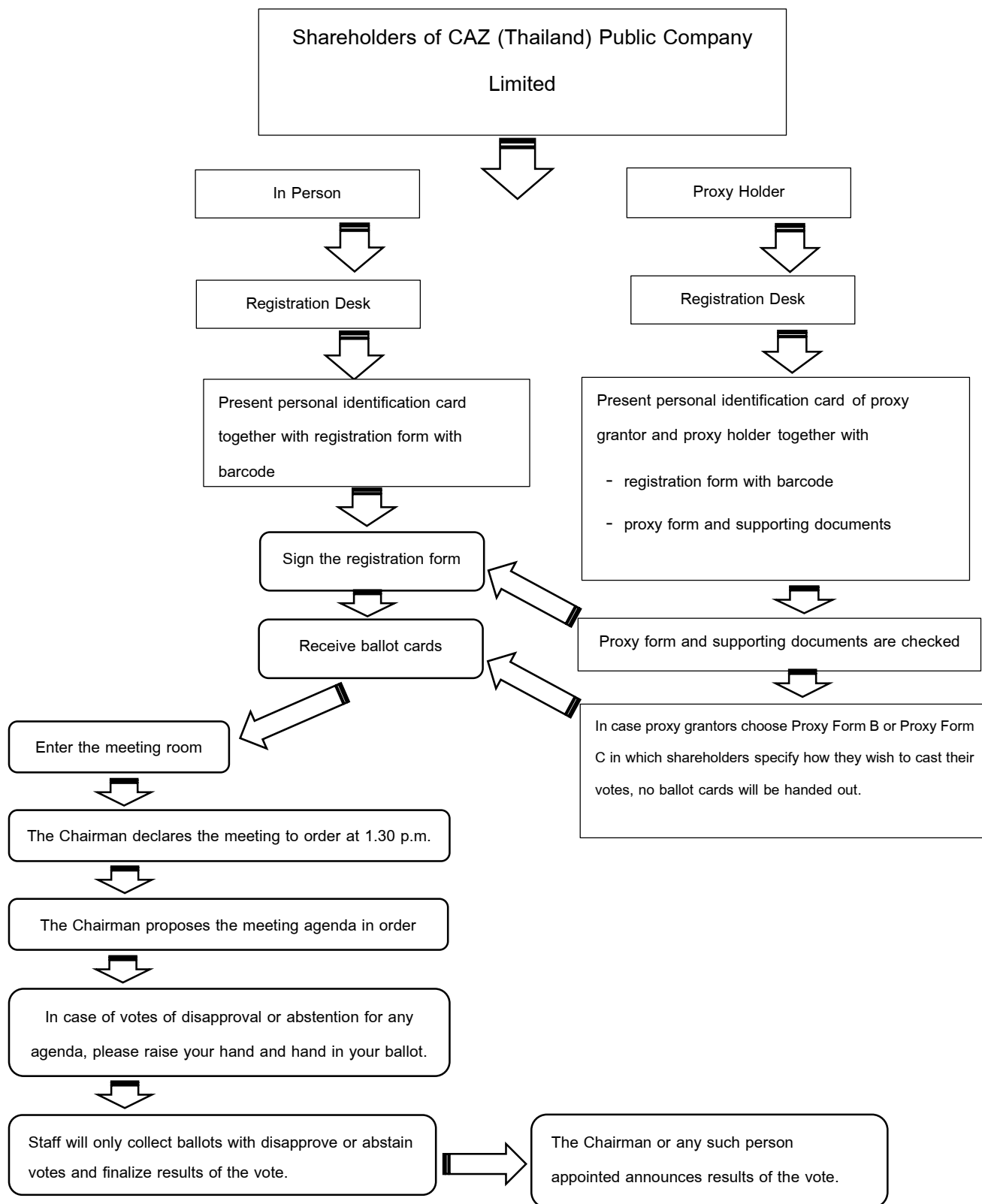
Registration for the Meeting shall commence at least 1 hour before the start of the Meeting, or from 12.30 p.m. onwards on Monday, 22 April 2024 at 1.30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 with details as shown in the map of the 2024 Annual General Meeting accompanying this meeting invitation.



## Procedures for the 2024 Annual General Meeting of Shareholders

### CAZ (Thailand) Public Company Limited

Monday, 22 April 2024





CAZ (Thailand) Public Co., Ltd.

### Enclosure 7

## Map of CAZ (Thailand) Public Company Limited Headquarters





**Proxy Form A (General Form)**

**Attachment to the Notification of the Department of Business Development**

**Re: Prescription of Proxy Forms (No. 5) B.E 2550**

Written at .....

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

(1) I/We.....Nationality .....  
Residence No. ....Road ..... Subdistrict .....  
District..... Province ..... Postal Code .....

(2) Being the shareholder of .....**CAZ (Thailand) Public Company Limited**.....holding the total number of ..... shares representing a total number of ..... votes comprising  
ordinary shares ..... shares representing ..... votes  
preferred shares ..... shares representing ..... votes

**(3) Hereby appoint**

..... **Mr. Yingyong Techarungnirun**..... Age .....**43**..... years  
Residing at **1/3 Suea Pa Road, Pom Prap, Pom Prap Sattru Phai, Bangkok** Postal Code **10100** or

..... Age .....  
years Residing at ..... Alley..... Subdistrict .....  
District ..... Province ..... Postal Code .....

..... Age .....  
years Residing at ..... Alley..... Subdistrict .....  
District ..... Province ..... Postal Code .....

Provided only one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of shareholders on Monday, 22 April 2024 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place. Any actions carried out by the Proxy at the Meeting shall be deemed as carried out by me/us in all respects.

Signed ..... Proxy Grantor

(..... )

Signed ..... Proxy Holder

(..... )

**Remark**

The shareholder granting proxy shall grant proxy to only one proxy holder to attend and vote at the Meeting, and shall not distribute to may proxy holders to vote separately. A certified true copy of the proxy grantor and proxy holder's national identification card shall be attached accompanying with the proxy form.

**Proxy Form B**

**(Form Specifying Various Particulars with Clear and Concise Details)**

**Attachment to the Notification of the Department of Business Development**

**Re: Prescription of Proxy Forms (No. 5) B.E 2550**

Written at .....

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

(1) I/We.....Nationality .....  
Residence No. ....Road ..... Subdistrict .....  
District..... Province ..... Postal Code .....

(2) Being the shareholder of .....**CAZ (Thailand) Public Company Limited**.....holding the total  
number of ..... shares representing a total number of .....  
votes comprising  
ordinary shares ..... shares representing .....  
votes  
preferred shares ..... shares representing ..... votes

**(3) Hereby appoint**

..... **Mr. Yingyong Techarungnirun**..... Age .....**43**..... years  
Residing at **1/3 Suea Pa Road, Pom Prap, Pom Prap Sattru Phai, Bangkok** Postal Code **10100** or

..... Age .....  
years Residing at ..... Alley..... Subdistrict ..... District  
..... Province ..... Postal Code .....

..... Age .....  
years Residing at ..... Alley..... Subdistrict ..... District  
..... Province ..... Postal Code .....

Provided only one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of shareholders on Monday, 22 April 2024 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place.

(4) I/We therefore would like the proxyholder to vote on my/our behalf at the Meeting as set out as follows:

**Agenda 1 To acknowledge the report on the Company's operating results for the year 2023**

**Agenda 2 To consider and approve the financial statements for the year 2023 ended 31 December 2023**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 3 To consider and approve the allocation of the Company's newly issued ordinary shares for stock dividend payment**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:

**Agenda 4 To consider and approve the appointment of directors in replacement of those due to retire by rotation**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
- Appointment of directors as a whole
- Approve       Disapprove       Abstain       Invalid Ballot

Appointment of individual directors

1. Mr. Narongrit Tavorntavitorn

- Approve       Disapprove       Abstain       Invalid Ballot

2. Mr. Natie Tabmanie

- Approve       Disapprove       Abstain       Invalid Ballot

3. Mr. Somyos Tiranawatananun

- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 5 To consider and approve remuneration for the Board of Directors for the year 2024**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 6 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2024**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 7 Other business (if any)**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

(5) Votes of proxy holders for any agenda not in accordance with what I/We have specified in this Proxy Form shall be deemed improper and shall not constitute as my/our vote as shareholder.

(6) In case I/We have not specified my/our intention to vote in any agenda or my/our intention specified is unclear, or in the case that the Meeting considers or resolves any matter other than those specified above, or in the case of changes or additions to any fact, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.

Any actions carried out by the Proxy at the Meeting, except for votes by the proxy holder which is not in accordance with what I/We have specified in this Proxy Form, shall be deemed as carried out by me/us in all respects.

Signed ..... Proxy Grantor

(..... )

Signed ..... Proxy Holder

(..... )

**Remark**

1. The shareholder granting proxy shall grant proxy to only one proxy holder to attend and vote at the Meeting, and shall not distribute to may proxy holders to vote separately.
2. In the agenda of appointment of directors, directors as a whole or individual directors can be considered for appointment.
3. In case additional agenda other than those specified above are considered, the proxy grantor may vote on such items in the Attachment to Proxy Form B.

**Attachment to Proxy Form B**

Granting of proxy as a shareholder of **CAZ (Thailand) Public Company Limited**

The 2024 Annual General Meeting of shareholders on Monday, 22 April 2024 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place

**Agenda .....Subject .....**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve                       Disapprove                       Abstain                       Invalid Ballot

**Agenda .....Subject .....**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve                       Disapprove                       Abstain                       Invalid Ballot

**Agenda .....Subject .....**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve                       Disapprove                       Abstain                       Invalid Ballot

**Agenda .....Subject Appointment of directors (continued)**

Name of director .....

- Approve                       Disapprove                       Abstain                       Invalid Ballot

Name of director .....

- Approve                       Disapprove                       Abstain                       Invalid Ballot

Name of director .....

- Approve                       Disapprove                       Abstain                       Invalid Ballot

**Agenda .....Subject .....**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve                       Disapprove                       Abstain                       Invalid Ballot

**Agenda .....Subject .....**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve                       Disapprove                       Abstain                       Invalid Ballot

**Agenda .....Subject .....**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve                       Disapprove                       Abstain                       Invalid Ballot

**Proxy Form C**

**(To be used specifically by foreign shareholders for whom a custodian in Thailand is appointed)**

Written at .....

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

(1) I/We.....Nationality .....  
Residence No. ....Road ..... Subdistrict .....  
District..... Province ..... Postal Code .....

(2) Being the shareholder of .....**CAZ (Thailand) Public Company Limited**.....holding the total number of ..... shares representing a total number of ..... votes comprising

ordinary shares ..... shares representing ..... votes

preferred shares ..... shares representing ..... votes

**(2) Hereby appoint**

..... **Mr. Yingyong Techarungnirun**..... Age .....**43**..... years  
Residing at **1/3 Suea Pa Road, Pom Prap, Pom Prap Sattru Phai, Bangkok** Postal Code **10100** or

..... Age .....  
years Residing at ..... Alley..... Subdistrict ..... District  
..... Province ..... Postal Code .....

..... Age .....  
years Residing at ..... Alley..... Subdistrict ..... District  
..... Province ..... Postal Code .....

Provided only one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of shareholders on Monday, 22 April 2024 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place.

(3) I/We grant proxy to the proxy holder to attend and vote at the Meeting as set out as follows.

Voting rights of all voting shares held by me/us

Voting rights in part of all voting shares held by me/us as follows

Ordinary shares ..... shares Representing ..... votes

Preferred shares ..... shares Representing ..... votes

Constituting a total of ..... votes

(4) I/We therefore would like the proxyholder to vote on my/our behalf at the Meeting as set out as follows.

**Agenda 1 To acknowledge the report on the Company's operating results for the year 2023**

**Agenda 2 To consider and approve the financial statements for the year 2023 ended 31 December 2023**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 3 To consider and approve the appropriation of the Company's net profit for the year 2023 and for dividend payment**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 4 To consider and approve the appointment of directors in replacement of those due to retire by rotation**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows

Appointment of directors as a whole

- Approve       Disapprove       Abstain       Invalid Ballot

Appointment of individual directors

1. Mr. Narongrit Tavornvisitporn

- Approve       Disapprove       Abstain       Invalid Ballot

2. Mr. Natie Tabmanie

- Approve       Disapprove       Abstain       Invalid Ballot

3. Mr. Somyos Tiranawatananun

- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 5 To consider and approve remuneration for the Board of Directors for the year 2024**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 6 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2024**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

**Agenda 7 Other business (if any)**

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
- Approve       Disapprove       Abstain       Invalid Ballot

(5) Votes of proxy holders for any agenda not in accordance with what I/We have specified in this Proxy Form shall be deemed improper and shall not constitute as my/our vote as shareholder.

(6) In case I/We have not specified my/our intention to vote in any agenda or my/our intention specified is unclear, or in the case that the Meeting considers or resolves any matter other than those specified above, or in the case of changes or additions to any fact, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.

Any actions carried out by the Proxy at the Meeting, except for votes by the proxy holder which is not in accordance with what I/We have specified in this Proxy Form, shall be deemed as carried out by me/us in all respects.

Signed ..... Proxy Grantor

(..... )

Signed ..... Proxy Holder

(..... )

**Remark**

1. This Proxy Form C is applicable only to shareholders whose name appear in the shareholder registration book as foreign investors and a custodian in Thailand is appointed therefor.

2. Evidence of documents required to be attached to the Proxy Form are:

(1) a Power of Attorney executed by each of the shareholders authorizing the custodian to execute the proxy from on behalf of such shareholder; and

(2) a letter confirming that the person executing the proxy from has obtained a license for being a custodian.

3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

4. Either all or each nominees to the Board of Directors may be appointed as the director(s) in the agenda of appointment and election of the directors.



**Attachment to Proxy Form C**

**Appointment of proxy as a shareholder of CAZ (Thailand) Public Company Limited**

Provided only one person may act as my/our proxy at the 2024 Annual General Meeting of shareholders on Monday, 22 April 2024 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place

**Agenda** ..... **Subject** .....

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
  - Approve       Disapprove       Abstain       Invalid Ballot

**Agenda** ..... **Subject** .....

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows

**Agenda** ..... **Subject** .....

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
  - Approve       Disapprove       Abstain       Invalid Ballot

**Agenda** ..... **Subject** Appointment of directors (continued)

Name of director .....  
 Approve       Disapprove       Abstain       Invalid Ballot

Name of director .....  
 Approve       Disapprove       Abstain       Invalid Ballot

Name of director .....  
 Approve       Disapprove       Abstain       Invalid Ballot

**Agenda** ..... **Subject** .....

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
  - Approve       Disapprove       Abstain       Invalid Ballot

**Agenda** ..... **Subject** .....

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
  - Approve       Disapprove       Abstain       Invalid Ballot

**Agenda** ..... **Subject** .....

- (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows
  - Approve       Disapprove       Abstain       Invalid Ballot