



CHRISTIANI & NIELSEN



## **Annual General Meeting of Shareholders No. 89**

**Christiani & Nielsen (Thai) Public Company Limited**

**on Thursday, 21 April 2022 at 10.30 hours**

**by electronic means (E-AGM)**

**(Please note that E-AGM will be conducted online only and there will be no physical meeting arrangements for this E-AGM. Please carefully study and follow the Guidelines for attending the E-AGM attached to this Notice)**

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For further details, please contact:

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Ref. CNT/SET/004/2022

21 March 2022

To: Shareholders of Christiani & Nielsen (Thai) Public Company Limited

Subject: Invitation to the Annual General Meeting of Shareholders No. 89

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 88 held on 21 April 2021.
  2. The Company's Annual Report 2021 attached to this Notice in the form of QR Code, containing financial statements for the financial year ended 31 December 2021 and auditor's report.
  3. Attachment 3 to Agenda Item No. 5 and Agenda Item No. 6.
  4. Capital Increase Form (F53-4).
  5. Guidelines for attending the Meeting by electronic means and completing the Proxy Form.
  6. Profile of Independent Directors for shareholders' proxies and Proxy Form B.
  7. Articles of Association Re: Shareholders Meeting, Directors.
  8. Privacy Notice for the Annual General Meeting of Shareholders No. 89
  9. Request Form for the Company's 2021 Annual Report (hard copy) if required.
  10. E-AGM 2022 Flowchart for attending the Meeting by electronic means and completing the Proxy Form.

The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved and hereby gives notice that the Annual General Meeting of Shareholders ("AGM") No. 89, will be held on Thursday, 21 April 2022 at 10:30 hours by electronic means ("E-AGM"), to consider the following Agenda:

## AGENDA

### **1. To adopt the Minutes of the Annual General Meeting of Shareholders No. 88 held on 21 April 2021.**

#### Facts and Reasons

A copy of the Minutes of the Annual General Meeting No. 88 held on 21 April 2021, has been submitted to the Stock Exchange of Thailand within 14 days and also disclosed on the Company's Website. (Attachment 1)

#### Board's Opinion

The Minutes of the Annual General Meeting No. 88 held on 21 April 2021 should be adopted by the Shareholders.

#### Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.

### **2. To acknowledge the Board of Directors' Report for year 2021.**

#### Facts and Reasons

The Board of Directors' Report and the operating results for year 2021 presented in the Annual Report for year 2021 has been made in compliance with the Rules and Regulations of the Securities and Exchange Commission Thailand and of the Stock Exchange of Thailand. (Attachment 2)

บริษัท คริสเตียนีและนีลเสน (ไทย) จำกัด (มหาชน)  
727 ถนนลาซาล แขวงบางนาใต้ เขต บางนา กรุงเทพฯ 10260  
โทรศัพท์+66 2 338 8000 โทรสาร +66 2 338 8090

Christiani & Nielsen (Thai) Public Company Limited  
727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260  
Tel: +66 2 338 8000, Fax: +66 2 338 8090

#### Board's Opinion

The Board of Directors' Report for year 2021 should be acknowledged by the Shareholders.

### **3. To consider and approve the Company's Audited Financial Statements for the fiscal year ended 31 December 2021.**

#### Facts and Reasons

The Company's financial statements are made in conformity with the Thai Financial Reporting Standards and have been audited by a Certified Public Accountant. The Financial Statements have been further considered by the Audit and Corporate Governance Committee and the Board of Directors. The summary is as follows:

Description	Year 2021	Year 2020
Total assets (million Baht)	5,552	6,361
Total liabilities (million Baht)	3,626	4,258
Total shareholders' equity (million Baht)	1,926	2,103
Total revenues (million Baht)	6,199	7,540
Net profit (loss) : (million Baht)	(130)	76
Net profit (loss) attributable to equity holders (Baht/share)	(0.13)	0.07

#### Board's Opinion

The Shareholders should approve the Audited Financial Statements for the fiscal year ended 31 December 2021.

#### Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.

### **4. To consider and approve the allocation of net profit, and dividend payment for 2021.**

#### Facts and Reasons

The Company's policy is to pay dividend when the Company has profit and sufficient cash flow. The Company has a policy to pay dividend at not less than 40% of net profit after corporate income tax in the Company's separated financial statements, unless there are any other critical circumstances; and the dividend payment must not impact the Company's operations significantly.

According to the Company's separate financial statements as of 31 December 2021, the net loss for year 2021 is Baht 111,645,639 and according to the Company's consolidated financial statements as of 31 December 2021, the net loss for year 2021 was Baht 130,350,252. Therefore, the Board of Directors proposes no dividend payment for the year 2021.

A comparison of the Company's performance (separate financial statements) and dividend payments from the net profit in previous years is shown in the following table.

Description	Year 2021 (Proposed year)	Year 2020 (Previous year)	Year 2019 (Previous year)
1. Net profit (loss) : (million Baht)	(111.65)	73.01	89.01
2. Number of shares (million shares)	1,027.904	1,027.904	1,027.904
3. Net profit (loss) : (Baht/share)	(0.11)	0.07	0.09
4. Total dividend payment (Baht/share)	Nil	0.05	0.04
4.1 Aggregate interim dividend (Baht/share)	Nil	Nil	0.04
4.2 Final dividend (Baht/share)	Nil	0.05	Nil
5. Total dividend payment (million Baht)	Nil	51.40	41.12
6. Percentage of dividend payment/share	Nil	70*	46*

Note: \* Dividend payout ratio was consistent with the dividend policy.

#### Board's Opinion

The Shareholders should approve no dividend payments for the year 2021.

#### Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.



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**5. To consider and approve the appointment of a new Director as an Independent Director to replace Ms. Nampung Wongsmith who resigned on 4 January 2022, with effect from 1 February 2022.**

Facts and Reasons

Since Ms. Nampung Wongsmith, who was also supposed to retire by rotation, has resigned from the position of an Independent Director, Audit and Corporate Governance Committee Member and Chairperson of Risk Management Committee of the Company with effect from February 1, 2022, (the Company received the letter on January 4, 2022), the Board of Directors placed on record their gratitude and appreciation for the valuable contributions of Ms. Nampung Wongsmith.

The Board of Directors and the Nomination Committee propose the appointment of Ms. Renuka Sharma as a new Independent Director in replacement of Ms. Nampung Wongsmith, after a thorough consideration of her qualifications and experience for the Company's business including her knowledge, experience and capabilities. The profile of Ms. Renuka Sharma and the definition of Independent Director are attached as Attachment 3.

Ms. Renuka Sharma has no relationship or conflict of interest with the Company, its subsidiaries, management or major shareholders that may obstruct her independent judgement.

Board's Opinion

The Board of Directors are of the opinion that Ms. Renuka Sharma is suitable, would add considerable value to the Board of Directors and would be of benefit to the Company. Therefore, the Board recommends that the Meeting approve the appointment of Ms. Renuka Sharma as Independent Director in replacement of Ms. Nampung Wongsmith.

Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.

**6. To consider and approve the re-appointment of the directors who will retire by rotation.**

Facts and Reasons

According to Article 16 of the Company's Articles of Association, at every annual general meeting, one-third of the Directors shall be retired. The Directors who have held office longest shall be retired. If the number of Directors cannot be divided into three whole parts, the number of Directors closest to one-third shall be retired. The retired Directors may be re-elected.

The Company had made an announcement on its website providing an opportunity to its Shareholders to nominate candidate(s) to be elected as Director in advance, from 1 October 2021 to 31 December 2021. However, there was no proposal for such candidate received from any Shareholder.

In this Annual General Meeting, there are four Directors due to retire by rotation, since Ms. Nampung Wongsmith, who was also supposed to retire by rotation, has resigned from the position of an Independent Director, Audit and Corporate Governance Committee Member and Chairperson of Risk Management Committee of the Company with effect from February 1, 2022 (the Company received the letter on January 4, 2022), the remaining three Directors are due to retire by rotation and are nominated for re-election as below:

No	Name	Position(s)	Period holding Director's position as of the AGM No. 89	Period holding Director's position as of the AGM No. 92
1	Mr. Khushroo Kali Wadia	Managing Director Risk Management Committee Member Executive Director (Executive Committee Member)	11 years	14 years
2	Mr. John Scott Heinecke	Director	9 years	12 years
3	Mr. Suriyon Tuchinda	Independent Director Audit and Corporate Governance Committee Member	3 years	6 years

The Nomination Committee has considered the knowledge, experience and past performance as Director and capability of the candidates for nomination including the number and qualifications of Independent Directors. The Board of Directors, on the recommendation of the Nomination Committee, is of the opinion that the above three Directors are eligible to be, and should be, nominated for re-election.



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The above three Directors are mature and widely experienced in various businesses. It is expected that the Company will benefit immensely from the knowledge, ideas and suggestions that they will bring to the Board of Directors.

The profiles of the above three Directors, records of their attendance at the Board of Directors' meetings are attached as **Attachment 3**.

Independent Directors have no relationship or conflict of interest with the Company, its subsidiaries, management or major shareholders that may obstruct their independent judgment.

#### Board's Opinion

The Board of Directors recommends that the following three directors who are due to be retired by rotation be re-elected as they are competent and of benefit to the Company and have also considered that the nominated Independent Director, Mr. Suriyon Tuchinda, is capable of expressing opinions independently and in accordance with the relevant instructions. Their profiles are enclosed for consideration.

- |    |                         |  |
|----|-------------------------|--|
| 1. | Mr. Khushroo Kali Wadia | Managing Director<br>Risk Management Committee Member<br>Executive Director (Executive Committee Member) |
| 2. | Mr. John Scott Heinecke | Director   |
| 3. | Mr. Suriyon Tuchinda    | Independent Director<br>Audit and Corporate Governance Committee Member                                  |

#### Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.

### **7. To consider and approve the remuneration of Directors for the year 2022.**

#### Facts and Reasons

According to the Public Limited Companies Act B.E. 2535 Section 90, no money or other kinds of assets are allowed to be paid to the Directors, except the remuneration stated in the Company's Articles of Association. If the Company's Articles of Association do not specify any remuneration, the remuneration shall be approved by no less than two-thirds of the votes of the Shareholders present at the shareholders meeting.

The Remuneration Committee has considered the remuneration paid by the Company in accordance with International Standards, along with the financial status and performance of the Company and also has compared it with other equivalent listed companies including listed companies in the property and construction industry in Thailand, without any other compensation. A comparison with other listed companies on the Stock Exchange of Thailand and in the Property & Construction industry along with the details of Directors' remuneration paid by the Company in 2021 is provided on pages 140-141 of the 2021 Annual Report.

The Board of Directors of the Company has resolved to set the remuneration, meeting allowance and bonus for Directors for year 2022 as follows:

- The Chairman of the Board and Directors
  - 1.1 The Chairman of the Board shall receive remuneration of Baht 20,000 per month and meeting allowance of Baht 60,000 per attendance.
  - 1.2 Each Director shall receive remuneration of Baht 10,000 per month and meeting allowance of Baht 30,000 per attendance.
- The Chairman of audit and corporate governance committee and members of audit and corporate governance committee
  - 2.1 The Chairman of audit and corporate governance committee shall receive remuneration of Baht 30,000 per month, meeting allowance of Baht 60,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 per attendance to the Board of Directors' meeting as mentioned in No. 1.2 above.
  - 2.2 Each member of the audit and corporate governance committee shall receive remuneration of Baht 25,000 per month, meeting allowance of Baht 45,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 per attendance to the Board of Directors' meeting as mentioned in No. 1.2 above.

### 3. Bonus

If approved by the Shareholders, the Board of Directors shall receive an annual bonus at the rate of 2% of total cash dividend payment in prior year, the internal allocation of which within the Board is subject to the judgment of the Board of Directors.

The following table compares the remuneration of directors between 2022 and 2021.

Description	Meeting Allowance				Remuneration		Bonus	
	Director of Audit and Corporate Governance		Director					
	Year	2022 (proposed year)	2021	2022 (proposed year)	2021	2022 (proposed year)	2021	2022 (proposed year)
1.Chairman of the Board	-	-	60,000	60,000	20,000	20,000	2% of cash dividend payment in prior year	2% of cash dividend payment in prior year
2.Director	-	-	30,000	30,000	10,000	10,000	The allocation for Bonus payment	The allocation for Bonus payment
3.Chairman of Audit and Corporate Governance	60,000	60,000	30,000	30,000	30,000	30,000	is subject to the judgment of the Board of Director	is subject to the judgment of the Board of Director
4.Member of audit and Corporate governance Committee	45,000	45,000	30,000	30,000	25,000	25,000		
5.Chairman of Sub Committee	-	-	-	-	-	-		
6.Member of Sub Committee	-	-	-	-	-	-		

At present the Company's Board of Directors consists of 11 directors (will become 12 after the approval of the new Independent Director per agenda 5 above) including 3 Audit & Corporate Governance Committee Members.

### Board's Opinion

The Board of Directors recommends that the meeting allowance, remuneration and bonus for directors as proposed be approved.

### Voting Required

This agenda require the votes of less than two-thirds (2/3) of the total number of votes of the Shareholders attending the AGM and being eligible to vote.

### **8. To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2022.**

#### Facts and Reasons

According to the Public Limited Companies Act B.E. 2535 a Company's auditors and their remuneration shall be approved by the shareholders meeting. EY Office Limited is a reputable independent audit firm, and has shown satisfactory performance according to past records, and EY Office Limited has been the auditor of the Company and Thai subsidiaries since 2014. Therefore, on the recommendation of the Audit and Corporate Governance Committee, the Board has found it appropriate to propose to the Annual General Meeting of Shareholders to appoint the following auditors of EY office Limited, as the auditors of the Company for the year 2022.

1. Ms. Patcharawan Koonarangsri, CPA (Thailand) - Licence no. 6650 and/or  
(Who has signed on the Company and Subsidiary Financial Statement year 2021 and as an auditor, she has done a good job.)
2. Mrs. Sarinda Hirunprasurtwutti, CPA (Thailand) - Licence no. 4799 and/or
3. Ms. Satida Ratananurak, CPA (Thailand) - Licence no. 4753

The said auditors can act jointly and/or severally as the Company's auditors for the year 2022, and provided further that in the event that none of the said three auditors are available or able to perform their duty, EY Office Limited shall propose one or more qualified auditor (s) to the Board of Directors for approval to perform the work in replacement of the said three auditors.

The annual fee proposed for year 2022 is Baht 2,750,000 which is the same as that of year 2021, excluding any out-of-pocket expenses. However, while the overseas subsidiaries' are not using the same auditors as the Company, the Board of Directors affirms that those subsidiaries' financial reports shall be available in time as mandatorily required.



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The following is the summary of the auditor's remuneration for the Company and Subsidiary in previous years.

	<u>Year 2022</u> (Proposed year)	<u>Year 2021</u>
Audit Fee	2,750,000	2,750,000
Non Audit Fee	-	-
<b>Total</b>	<b>2,750,000</b>	<b>2,750,000</b>

The three proposed auditors for year 2022 are not directors, employees or staff, do not hold any position in the Company and also have no relationship or any related matter with the Company, subsidiaries, management or major shareholders including their relatives.

After due consideration, the Audit and Corporate Governance Committee has recommended that the proposed audit fees is reasonable and appropriate.

#### Board's Opinion

The Board of Directors recommends approving the appointment of the proposed auditors for year 2022 and the proposed audit fees.

#### Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.

### **9. To consider and approve the reduction of the Company's registered capital in the amount of Baht 75,000,000, from Baht 1,102,904,144 to Baht 1,027,904,144 by cancelling 75,000,000 unissued shares at Baht 1 par value per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital**

#### Facts and Reasons

The Company had a plan to increase its registered capital by issuing new ordinary shares by means of General Mandate as to be proposed in Agenda Item No. 10 and Agenda Item No. 11 below, Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) prescribes that the Company may increase the amount of its registered capital by issuing new shares only after all the shares have been allocated and fully paid, unless the remaining shares are reserved for the exercise of convertible debentures or warrants. Therefore, the Company is required to reduce its registered capital in the amount of Baht 75,000,000, from Baht 1,102,904,144 to Baht 1,027,904,144 by cancelling 75,000,000 unissued shares at Baht 1 par value per share, which were for allocation by means of General Mandate by way of private placement to specific investors as approved by the AGM No.88 held on 21 April 2021.

In addition, the Company is required to amend Clause 4 of the Company's Memorandum of Association to reflect the above reduction of the Company's registered capital by cancelling the existing and adopting the following:

"Clause 4	Registered capital	Baht 1,027,904,144	(One thousand and twenty seven million, nine hundred and four thousand, one hundred and forty-four Baht)
	Divided into	1,027,904,144 shares	(One thousand and twenty seven million, nine hundred and four thousand, one hundred and forty-four shares)
	With Par value of	Baht 1	(One Baht)
	Divided into		
	Ordinary shares	1,027,904,144 shares	(One thousand and twenty seven million, nine hundred and four thousand, one hundred and forty-four shares)
	Preference shares	-	-



### Board's Opinion

The Board of Directors deems it appropriate to propose to the Meeting to consider and approve the reduction of the Company's registered capital in the amount of Baht 75,000,000, from Baht 1,102,904,144 to Baht 1,027,904,144 by cancelling 75,000,000 unissued shares at Baht 1 par value per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

### Voting Required

This agenda requires a vote of not less than three-fourths (3/4) of the total votes of the Shareholders attending the AGM and being eligible to vote.

### **10. To consider and approve the increase of the Company's registered capital by means of General Mandate to specific investors by way of private placement in the amount of Baht 75,000,000, from Baht 1,027,904,144 to Baht 1,102,904,144 by issuing 75,000,000 new ordinary shares at Baht 1 par value per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital**

#### Facts and Reasons

In recognition of the importance of efficient fund raising activities through the SET and cost reduction of a listed company, the SET has issued the Notification of the Board of Governors of the SET Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies, 2011 which allows a listed company to increase its registered capital by means of a General Mandate with the aim of increasing flexibility and reducing time required in raising funds in small amounts on an urgent basis to meet with market volatility.

Whilst the Company does not have any concrete plan for the use of proceeds from the proposed capital increase, given the current stocks market conditions and in order to enable the Company to have sufficient funds for potential business expansion to enhance its competitiveness both in Thailand and overseas in the future (if any), the Board of Directors, therefore, views that it will be most beneficial for the Company and the shareholders to increase the Company's registered capital by means of General Mandate to specific investors by way of private placement in the amount of Baht 75,000,000, from Baht 1,027,904,144 (after the reduction of the registered capital by cancellation of unissued ordinary shares as per Agenda Item No. 9 above) to Baht 1,102,904,144 by issuing 75,000,000 new ordinary shares at Baht 1 par value per share (the "New Shares") representing approximately 7.3 per cent of the Company's paid-up capital as at the date on which the Board of Directors passed the resolution to proposed the capital increase to the Meeting (28 February 2022). For more information, please refer to Attachment 4 the Capital Increase Form (F 53-4)

In addition, the Company is also required to amend Clause 4 of the Company's Memorandum of Association to reflect the above increase of the Company's registered capital as follows:

"Clause 4	Registered capital	Baht 1,102,904,144	(One thousand one hundred and two million, nine hundred and four thousand, one hundred and forty-four Baht)
	Divided into	1,102,904,144 shares	(One thousand one hundred and two million, nine hundred and four thousand, one hundred and forty-four shares)
	With Par value of Divided into	Baht 1	(One Baht)
	Ordinary shares	1,102,904,144 shares	(One thousand one hundred and two million, nine hundred and four thousand, one hundred and forty-four shares)
	Preference shares	-	-

#### Board's Opinion

The Board of Directors deems it appropriate to propose to the Meeting to consider and approve the increase of the Company's registered capital by means of General Mandate to specific investors by way of private placement in the amount of Baht 75,000,000, from Baht 1,027,904,144 to Baht 1,102,904,144 by issuing 75,000,000 new ordinary shares at Baht 1 par value per share in order to enable the Company to have sufficient funds for potential business expansion to enhance its competitiveness both in Thailand and overseas in the future (if any) and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital.

#### Voting Required

This agenda requires a vote of not less than three-fourths (3/4) of the total votes of the Shareholders attending the AGM and being eligible to vote.

### **11. To consider and approve the allocation of not exceeding 75,000,000 new ordinary shares of Baht 1 par value per share by means of General Mandate to specific investors by way of private placement and authorization of the Board of Directors for the allocation.**

#### Facts and Reasons

Following the increase of the Company's registered capital as proposed in Agenda Item No. 10 above, the Company will allocate the New Shares by means of General Mandate to specific investors by way of private placement. In this regards, the Board of Directors shall be authorised by the Meeting to consider and to do or cause to be done the following acts and matters:

- 11.1 to consider the offering for sale of the New Shares (whether in one or several offerings);
- 11.2 to determine the objectives, date and time of the offering, the offering price, the investors, including details and conditions in relation to the allocation of the Company's the New Shares, provided that:
  - 11.2.1 the New Shares shall not be allocated to the connected persons as defined under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003;
  - 11.2.2 the offering price shall be the best market price according to market condition during the offering period for the best interest of the Company and the shareholders which shall not be lower than 90 per cent of the market price, calculated based on a weighted average price of the Company's shares traded on the SET during the period between the previous 7 to 15 consecutive business days prior to the date on which the Board of Directors determined the offering price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement; and
- 11.3 to negotiate and execute and/or appoint any person with full power and authority to negotiate and execute any relevant documents or agreements, including performing any acts which are necessary or required to be done for the purpose of the offering of the New Shares.

Furthermore, the above allocation of the New Shares shall be completed within the date on which the Company holds its next annual general meeting. For more information, please refer to Attachment 4 the Capital Increase Form (F 53-4).

#### Board's Opinion

The Board of Directors deems it appropriate to propose to the Meeting to consider and approve the allocation of not exceeding 75,000,000 new ordinary shares of Baht 1 par value per share by means of General Mandate to specific investors by way of private placement and the authorisation as mentioned above.

#### Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote. All Shareholders are cordially invited to attend the Meeting on the date and at the time and place as mentioned above. The Record Date for the right to attend the AGM shall be 14 March 2022.



The Company recommends that any shareholder or any proxy who wishes to attend the Meeting to carefully study and follow the Guidelines for attending the Meeting by electronic means (**Attachment 5**).

A Proxy Form is enclosed for those shareholders who are unable to attend the Meeting by electronic means. Shareholders may appoint their own proxy or may appoint any one of the following Independent Director, to attend and vote on their behalf:

- 1) Mr. Santi Grachangnetara, Independent Director, Age: 77 years  
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 2) Mr. Kasemsit Pathomsak, Independent Director, Age: 51 years  
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 3) Mr. Kris Thirakaosal, Independent Director, Age: 45 years  
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 4) Mr. Suphon Tubtimcharoon, Independent Director, Age: 71 years  
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260

None of the above Directors has any special interest in any of the agenda items. Shareholders are requested to send the executed Proxy Form (**Attachment 6**) together with required supplementary documents to the Company **by 12<sup>th</sup> April 2022** via email or mail to the following address:

- By e-mail: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th) OR
- By mail: Investor Relations - Christiani & Nielsen (Thai) Public Company Limited,  
at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260

Any shareholder who wishes to receive a printed copy of our 2021 Annual Report should fill in the enclosed Request form (**Attachment 9**) and return it to the Company's office located at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260. Alternatively, please find the 2021 Annual Report at the following link, apart from the QR Code attached to this Notice:

<https://cnt.listedcompany.com/misc/one-report/20220324-cnt-or2021-en.pdf>

Yours sincerely,  
**Christiani & Nielsen (Thai) Public Company Limited**

(Mr. Surasak Osathanugraha)  
Director and Company Secretary



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## Minutes of the Annual General Meeting of Shareholders No. 88 Christiani & Nielsen (Thai) Public Company Limited

### Time and Place

Held on 21 April 2021 at 10:30 a.m. via electronic devices broadcasted from Company Head Office at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok Thailand.

### Preliminary

Mr. Santi Grachangnetara, Independent Director and Chairman of the Board acted as Chairman of the Meeting. The Chairman welcomed all Shareholders to the Meeting and informed the Meeting of the followings.

- To reduce and prevent the chance of the spreading of Coronavirus Disease (COVID-19), the Board of Directors Meeting No. 455 held on 25 February 2021 resolved to hold this AGM via electronic media (E-meeting), the same as last year. The Meeting is being held in accordance with all the measures, regulations and laws related to the meeting via electric media. The Company disclosed the details of the Meeting on SET's website and Company's website on 19 March 2021. The same was sent to Shareholders on 30 March 2021.
- The E-AGM is being organized by Quidlab Company Limited who are certified for e-meeting by The Electronic Transactions Development Agency (ETDA).
- 4 Directors were physically present at the Company Head Office from where they logged into the e-meeting platform and attended/broadcasted the meeting and 8 directors attended remotely via their own electronic devices, totaling 12 directors attended the meeting, representing 100%.
- Chairman asked **Mr. Surasak Osathanugraha to introduce** Chairman of Sub-committees, directors, management, external auditor and legal advisor who attended the Meeting
- Mr. Surasak introduced himself as a Director and Company Secretary | Executive Director | Risk Management Committee Member and Assistant to Managing Director (Finance and Accounts)
- Mr. Surasak introduced Chairman of sub-committees and directors attending the Meeting.

### Chairman of Sub-committee and Independent Directors

Mr. Kasemsit Pathomsak	Independent Director   Chairman of Audit & Corporate Governance Committee   Chairman of Nomination Committee and Chairman of Remuneration Committee
Mrs. Nampung Wongsmith	Independent Director   Chairperson of Risk Management Committee   Audit & Corporate Governance Committee Member
Mr. Kris Thirakaosal	Independent Director   Audit & Corporate Governance Committee Member   Nomination Committee Member and Remuneration Committee Member
Mr. Suriyon Tuchinda	Independent Director   Audit & Corporate Governance Committee Member
Mr. Suphon Tubtimcharoon	Independent Director

### Director and Executive Directors

Mr. Kirit Shah	Director   Vice-chairman of the Board of Directors   Executive Director   Nomination Committee Member and Remuneration Committee Member
Mr. Ishaan Shah	Director   Executive Director
Mr. John Heinecke	Director

### Executive Directors (Management)

Mr. Khushroo Wadia	Director   Executive Director   Risk Management Committee Member and Managing Director
Mr. Surasak Osathanugraha	Director and Company Secretary   Executive Director   Risk Management Committee Member and Assistant to Managing Directors (Accounts and Finance)
Mr. Vites Ratanakorn	Director   Executive Director and Operation Director



#### Auditor

Miss Kamontip Lertwitworatep Certified Public Accountant No. 4377  
Miss Patcharawan Kunarangsri Certified Public Accountant No. 6650  
EY Office Limited

#### Legal Advisors

Mr. Akkaraphol Sue-Ngarm Suthee Phongpaiboon Law Office

The Chairman informed the Meeting that according to the good governance policy, the Company provided an opportunity to the shareholders to propose agenda items for the Annual General Meeting of Shareholders 2020 (AGM) via Company's website during 1 October 2020 to 31 December 2020. No Agenda items were proposed from Shareholder, the Board resolved to fix 10 Agenda Items as announced in the Invitation Letter to Shareholders Meeting No. 88 in Company's website ([www.cn-thai.co.th](http://www.cn-thai.co.th)) since 19 March 2021, which is in accordance with the good governance policy.

Chairman asked **Mr. Surasak** to inform about voting procedure and vote casting.

**Mr. Surasak** informed about voting procedure for Agenda 1 to 10 except Agenda 2 was for acknowledgement. For other Agenda items the Shareholder or a Proxy may cast a vote for approval, disapproval or abstention on each Agenda item as per Guidelines for attending the E-AGM previously send to the Shareholders. The system will automatically count your vote and report the votes on the screen. One shareholder will have one vote. If no one cast a vote for disapproval or abstention, the Agenda item was then approved. The company had improve the procedures in submission Invitation and voting procedures as the followings:

#### Improvement of submission of Invitation Letter

The submission of Invitation Letter still adheres to the guideline of participation in reducing the use of paper for environment preservation by facilitating the Shareholders to access information related to AGM via electronic devices namely smart phone or computers anytime and anywhere. To reduce the cost of delivering of Invitation Letter, the Company also improve its delivering system by using QR Code which included the following necessary documents:

Attachment No. 1 Invitation Letter including details of the Meeting's date, month, year, number of shares and guideline for obtaining information via QR Code or on Company's website along with contact detail in case of requesting to receive the meeting documents.

Attachment No. 2 Detailed of Agenda Items and the summary of Board of Directors' opinion in each Agenda Item.

Attachment No. 3 Proxy Form B

After receiving the E-AGM Registration Form or Proxy Form B within 16 April 2021, the Company's IR Department will send the E-mail providing the User Name and Password together with Weblink to join the E-AGM. Any shareholders who would like to receive document for the Meeting, Annual Report in hard copy, the Company will deliver via express mail for the benefit of attending this meeting.

#### Meeting Regulations and Voting Procedures

1. Implementation of the Company's corporate governance policy
  - Invitation to shareholders to propose important matters to be included as an Agenda Item in the AGM 2021, including the criteria for nominating a qualified person in accordance with the Company's regulations to be considered as a director and the criteria for sending questions for the meeting in advance during 1 October to 31 December 2020. However, no shareholders proposed the matter to be included in the agenda or proposed a list of a suitable person to be elected as a director or sent questions for the meeting to the Board of Directors.

- Published documents of AGM 2021, on Company's website since 19 March 2021 which is in advance of the meeting date by sending a short notice of the meeting. Shareholders can access the full details including Annual Report via QR Code. The shareholders can send questions in advance during 16-20 April 2021.
- The Board of Directors was set the Record Date to determine the list of shareholders who are eligible to attend the AGM 2021 on 12 March 2021.
- With the situation of the Coronavirus disease (COVID-19) pandemic, the Board of Directors Meeting has resolved to adjust the format of the meeting to be remoted via electronic media to reduce and prevent the likelihood of spreading the disease. The E-meeting which is being held in accordance with the standards set out by the Electronic Transactions Development Agency (ETDA). The company encourage the Shareholders to appoint an Independent director as their proxy. The shareholders can attend the meeting and send the questions to the directors in real time on the meeting date, which encourages the shareholders' rights to attend the meeting in accordance with the principles of corporate governance.

## 2. Meeting Regulations

- Shareholders attending in the Meeting in person, please fill out the information and sign the E-AGM registration form. Shareholders wishing to appoint a proxy for attending the meeting and voting, please fill out the proxy form, including identification documents and sending a copy of those and questions for the meeting (if any) in advance to help the Board answer during 16-20 April 2021. Documents are required to send to IR Department (ir@cn-thai.co.th). Upon receiving the document to confirm attendance, the staff will bring the shareholders' e-mail information into the system for registration in Quidlab E-Meeting & Voting System to access the meeting and could send additional questions or issues on each Agenda via Quidlab E-Meeting & Voting System in Real Time.
- Attendance via Quidlab E-meeting & Voting System to view and listen the AGM will receive detail and Weblink. After registration in the Quidlab E-Meeting & Voting System and successfully completed the authentication process, Shareholders can download the registration and use of Quidlab E-Meeting & Voting System via e-mail sending to shareholders or download from [http://www.cn-thai.co.th/investor\\_en.php](http://www.cn-thai.co.th/investor_en.php)
- In the Meeting, the Agenda will be considered chronologically as it appeared in the notice submitted to the shareholders. The information will be presented for each agenda and will allow shareholders to ask questions before voting on that agenda. In case of shareholders/proxies wish to ask question or express opinion, please type questions or express opinions with name-surname before asking questions or making comments (in case of being proxy holder, please type in chat screen or sending a voice message the name of the proxy to the meeting for additional information). Any shareholders who have questions which do not correspond to the current Agenda that being considered, please wait for Agenda – Others at the final part of the meeting instead.
- In each Agenda, Chairman will propose to the meeting to consider and vote on each agenda, which will ask the meeting whether any shareholders disagree or have other opinions or abstain. If any shareholders disagree or have other opinions or abstain, please type the name-surname and number of shares showing intention to disagree or abstain and send them via Quidlab E-Meeting and Voting System for staff to deduct the ballots in the said agenda. In this regards, shareholders, who do not submit their requests, will be considered to have a resolution approving the said agenda.



3. In counting the Votes, Disapprove and Abstain Votes shall be deducted from total Votes. Proxy with specific details that have been submitted, the Company would record the Votes for each Agenda item in the computer. The remaining Votes shall be considered as Votes of approval. Since this Shareholders' Meeting is E-Meeting, there will be no invalid ballot.
4. Shareholders and proxy holders are gradually registered as they attend the meeting. The number of shareholders and proxy holders may be varied in each Agenda item.
5. For Agenda 5, Appointment of Company's directors, the Company shall count every vote for approve, disapprove or abstain.
6. The resolution of the following Agenda items shall be as follows:  
Agenda Item No. 6 - Directors' and Audit and Corporate Governance Committee's remuneration, the approved votes must not be less than 2/3rd of shareholders who are present in the Meeting and eligible to vote.  
Agenda Item Nos. 8 and 9, - the approved votes must not be less than 3/4th of shareholders who are present in the Meeting and eligible to vote.  
Other Agenda Items - approved by the majority votes of shareholders who are present in the Meeting and eligible to vote.
7. Any Shareholder who would like to ask a question or needed clarification from directors or management, the Shareholder should give their name and surname for recording in the Minutes. The Shareholders can raise their questions in each Agenda item or after all the Agenda items have been considered.
8. In this Meeting, Mr. Akkaraphol Sue-Ngarm from Suthee Phongpaiboon Law Office will be witness for the vote counting (Inspector) to ensure the transparency in accordance with law and Company's Articles of Association by checking shareholder's documents, meeting quorum, vote casting and checking on resolutions and vote counting in each agenda item.

#### **Quorum**

After the explanations made by Mr. Surasak, the Chairman informed that this Meeting is the Annual General Meeting of Shareholders No. 88 and announced that there were 31 Shareholders present at the Meeting in person and by proxy, holding shares in aggregate of 752,505,730 shares equal to 73.2078 percent of the paid-up shares. The total number of shares is not less than 1/3rd of total paid-up shares, thus constituting a quorum pursuant to Article No. 12 of the Articles of Association of the Company.

The Chairman opened the Meeting and proceeded in accordance with the Agenda items announced in the Invitation Letter for AGM No. 88.

After the Chairman declared the Meeting open, 1 shareholder holding total 2,900,000 shares joined the Meeting, thus there were 32 shareholders present at the AGM in person by proxy, holding 755,405,730 shares in aggregate, equal to 73.4899 percent of the paid-up shares of the Company.

The Chairman proceeded with the Meeting as under:

#### **Agenda 1**

##### **To adopt the Minutes of the Annual General Meeting of Shareholders No. 87 held on 15 July 2020**

The Chairman asked the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 87 held on 15 July 2020, a copy of which was attached to the Invitation Letter earlier provided to the shareholders as Attachment 1 total 26 pages from pages 13-38 (Eng. 18 pages from pages 11-28) by going through the said Minutes page by page. A copy of the said minutes was submitted to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting as prescribed by law and was disclosed on the Company's Website.

The Chairman asked the Meeting for questions and comments.

The Meeting had no questions or comments. The Chairman asked the Meeting to consider approving the Minutes of the Annual General Meeting of Shareholders No. 87. This agenda requires majority votes of the Shareholders attending the Meeting and casting their votes.

**Resolution**

The Meeting unanimously approved the Minutes of the Annual General Meeting of Shareholders No. 87 held on 15 July 2020. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

**Agenda 2****To acknowledge the Board of Directors' Report for the year 2020****The Chairman asked Mr. Khushroo Wadia to proceed with this Agenda Item.**

Mr. Khushroo asked the permission from the Chairman to allow Mr. Vites Ratanakorn, Operations Director to present the pictures of some Projects completed in year 2020.

Mr. Vites presented pictures of some projects which were constructed by the Company and completed during the year 2020.

After the presentation of projects completed in 2020, Mr. Khushroo further presented the Company's consolidated financial statements comparing year 2020 with year 2019 as under.

## Consolidated Finance Statements

Unit: Million Baht

	2020	2019	Increase (Decrease)	% Increase (Decrease)
Construction Income	7,462	7,239	223	3.1%
Revenue from sales and services	64	1	63	6,300.0%
Total Income	7,540	7,339	201	2.7%
Gross Profit	374	329	45	13.7%
<i>Percentage of Gross Profit</i>	<i>5.0%</i>	<i>4.5%</i>		
Expected credit losses	3	-	3	100.0%
Admin. Expenses	286	329	(43)	(13.2%)
<i>Percentage of Admin Exp./Total Income (Excluding Bad Debts)</i>	<i>3.8%</i>	<i>4.5%</i>		
Operating Profit	98	98	0	0.2%
Profit before income tax expenses	82	85	(3)	(3.9%)
Profit for the year	76	70	6	7.9%
Net Profit per Share (Baht/Share)	0.07	0.07	0	4.9%
Total Assets	6,361	6,721	(360)	(5.4%)
Total Liabilities	4,258	4,634	(376)	(8.1%)
Shareholders' Equity	2,103	2,087	16	0.8%
Backlog as at the end of the year	11,444	12,696	(1,252)	(9.9%)
	<b>Unit: MB</b>			
<b>Backlog as of 31 March 2020</b>	<b>11,047</b>			





<b>Backlog as of 31 March 2021</b>	<b>10,081</b>		
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Mr. Khushroo further explained major highlights for the operations of the year 2020 as under.

This was a reasonably good year but if considered in the backdrop of the impact from COVID pandemic, this year the Company has done very well.

Construction Income in year 2020 was 7,462MB which is an increase of 223MB from year 2019 at 7,239MB. Total Income was 7,540MB which is also higher than last year at 7,339MB which is thus a higher top line.

Gross profit from operations increased by 45MB or 13.7% from 329MB or 4.5% to 374MB or 5.0%, which is an increase in both absolute term and percentage.

With the impact from COVID pandemic, the Company adopted many measures for costs reduction and costs savings both in Admin Expenses as well as Operating Costs. As a result, Admin expenses in this year reduced by 43MB or 13.2% from 329MB to 286MB. In terms of Admin. Expenses as a percentage of Total Income this also reduced from 4.5% to 3.8%.

After provision of Deferred Income Tax which is not actual cash paid out, Consolidated Net Profit for the year was 76MB with the improvement of 6MB or 8% from last year at 70MB.

Total Assets decreased by 360MB or 5.4% from 6,721MB to 6,361MB. The decrease was mainly due to the depreciation on fixed assets. Total Liabilities decreased by 376MB or 8.1% from 4,634MB to 4,258MB. The decrease in Total Liabilities is more than the decrease in Total Assets, resulting in the increase in Shareholders' Equity by 16MB or 0.8% from 2,087MB to 2,103MB.

Backlog at the end of the year was around 11,500MB which is about 10% lower than the previous year due to the effect of COVID pandemic and the challenging business environment.

Position of backlog as at 31 March 2021 was 10,081MB which is slightly lower than the same day of last year at 11,047MB which is reasonably well.

The Company still has to face a challenging business environment this year, which is exacerbated particularly from the effect of the 2<sup>nd</sup> and 3<sup>rd</sup> waves of COVID outbreak in Thailand. The Management is well aware and remains vigilant to manage this challenge and will do its best to deliver best possible results to Shareholders under the circumstances.

The comparison of construction by Sector and Type of Work between year 2019 and 2020 is as under.

<b>Construction Income by Sector</b>	<b>Year 2020</b>		<b>Year 2019</b>	
	Value Million Baht	Percentage	Value Million Baht	Percentage
Private Sector	4,776	64%	5,625	78%
Government & State Enterprise	2,686	36%	1,614	22%

<b>Construction Income by Type of Work</b>	<b>Year 2020</b>		<b>Year 2019</b>	
	Value Million Baht	Percentage	Value Million Baht	Percentage
General Buildings	2,825	38%	2,570	36%
Factories, Industrial	2,463	33%	2,554	35%
Petrochemicals and Energy	776	10%	901	12%
Civil Works, Highways	976	13%	832	11%
Hotels & Residential	422	6%	265	4%
Commercial Buildings	-	0%	117	2%
<b>Total</b>	<b>7,462</b>	<b>100%</b>	<b>7,239</b>	<b>100%</b>

This year income from Private Sector was 4,776MB or 64%, decreased from last year at 5,625MB or 78%. The reduction of income from Private Sector was compensated by the increase in income from Government and State Enterprise Sector at 2,686MB or 36%, increased from last year at 1,614MB or 22%. Given the fact that in the immediate future, private sector tenders have dropped considerably, we will depend on more projects from Government. Therefore, the share of income in year 2021 from Government will go up further.

In terms of construction income by type of work, one can see that the Company has executed many types of construction projects. The type of construction from where the income is generated will from type of construction would vary from year to year. These variations from year to year reflects the Company's capability to construct a lot of different kinds of construction projects and we will continuing to maintain this capability.

After the presentation, the Chairman asked the Meeting for questions and comments.

The Meeting had no questions or comments. The Meeting **acknowledged** the Board of Directors' report for the year 2020.

### Agenda 3

#### To consider approval of the Company's Audited Financial Statements for the fiscal year ended 31 December 2020

**The Chairman asked Mr. Surasak Osathanugraha to proceed with this Agenda Item.**

Mr. Surasak Osathanugraha presented the Company's Audited Financial Statements for the fiscal year ended 31 December 2020 which were sent to the Shareholders with the Invitation Letter.

Mr. Surasak informed the Meeting that the Company's Financial Statements were made in conformity with the Financial Reporting Standards and have been audited by a certified public accountant. The Financial Statements have further been considered by the Audit and Corporate Governance Committee and the Board of Directors. The summary is as follows:

<u>Descriptions</u>	<b>Unit: Million Baht</b>	
	<u>Year 2020</u>	<u>Year 2019</u>
Total Assets	6,361	6,721
Total Liabilities	4,258	4,634
Total Shareholders' Equity	2,103	2,087
Total Revenues	7,540	7,339
Net profit (Loss)	76	70
Net profit (Loss) per share (Baht/share)	0.07	0.07

Mr. Surasak further reported on the Company anti-corruption policy and the progress as follows:

- The Company had announced The Anti-Corruption Policy both internal and external via internal web and Company's website. The Policy was adopted as one of the topics for new employee orientation (compulsory training programme). Adding the Policy as one of the condition in Company's Subcontract Agreement.
- No-Gift Policy was announced to all staff as well as asking for the collaboration from all business partners not to give any gifts either in cash or in kind for any occasion to any of our personnel but to change the gifts into the greeting card.
- The Company had reviewed and announced its Anti-Corruption Policy which is in accordance with the guidelines provided by the Private Sector Collective Action Coalition Against corruption Committee (CAC) and current business environment.
- Conduct internal audit in accordance with guideline established by CAC.



As part of the preventive and audit corruption activities in all business transactions to rest assure to all stakeholders that the Company is doing its business with transparency, fairness and not involved in any corruption. The progress of the policy was disclosed on page 97 to 101 (Eng. Page 96 to 99) of the Company's Annual Report 2020.

After the presentation, the Chairman asked the Meeting for questions and comments.

There were no questions or comments, and the Chairman then asked the Meeting to consider and approve the Financial Statements and Auditor's Report for the fiscal year ended 31<sup>st</sup> December 2020. This agenda requires a majority votes of the shareholders attending the meeting and eligible to vote.

The Chairman then asked the Meeting to consider and approve the Financial Statements and Auditor's Report for the fiscal year ended 31 December 2020. This agenda requires a majority vote of the shareholders attending the meeting and eligible to vote.

### Resolution

The Meeting unanimously approved the Financial Statements and Auditor's Report for the fiscal year ended 31 December 2020. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

### Agenda 4

**To consider and approve the allocation of net profit, and cash dividend payment from 2020 performance.**

**The Chairman asked Mr. Surasak to proceed with this Agenda Item**

Mr. Surasak informed the Meeting that it is the Company's policy to pay dividend when the Company has profit and sufficient cash flow. The Company has a policy to pay dividend at not less than 40% of net profit after corporate income tax in the Company's separated financial statements, unless there are any other critical circumstances; the dividend payment must not impact the Company's operation significantly.

According to the Company's separated financial statements as of 31 December 2020, the net profit for year 2020 was 73,013,425 Baht and the consolidated financial statements as of 31 December 2020, the net profit for year 2019 was 76,013,225 Baht. Board of Directors proposes the allocation of net profit and dividend payment as per details set out below:

- 4.1 The allocation of 3,700,000 Baht, equivalent to 5% of net profit for the year 2020 to legal reserve, after which the total legal reserve of the Company would be 97,426,400 Baht.
- 4.2 The total dividend payment for the year 2020 of 0.05 Baht per share, totaling 51,395,207 Baht from net profit for the year 2020 (equivalent to 70% of net profit of 73,013,425 Baht from 1 January to 31 December 2020).

The record date for shareholder who are eligible to receive cash dividend was on 12 March 2021 and complying shareholder list according to Section 225 of The Securities and Exchange Act B.E. 2535 (as amended). Dividend payment date is schedule to be paid on 7 May 2021.

The comparison of dividend payments from the net profit in previous years is shown in the following table.

Description	Year 2020 (Proposed Year)	Year 2019 (Previous Year)	Year 2018 (Previous year- restated)
1. Net profit (Loss) (million Baht)	73.01	89.01	(380.20)
2. Total number of shares (million Shares)	1,027.904	1,027.904	1,027.904
3. Net profit (Baht/share)	0.07	0.09	(0.37)



4. Total dividend payment (Baht/share)	0.05	0.04	Nil
4.1 Aggregate interim dividend (Baht/share)	Nil	0.04	Nil
4.2 Final cash dividend (Baht/share)	0.05	Nil	Nil
5. Total cash dividend payment (Baht Million)	51.40	41.12	Nil
6. Percentage of dividend payment/share (%)*	70*	46*	Nil

\* Dividend Payment ratio is in accordance with Company's Dividend Payment Policy.

#### 4.3 Allocation of the remaining amount of the net profit of 17,918,218 Baht to Retained Earnings.

After the presentation, the Chairman asked the Meeting for questions and comments.

The Meeting had no questions or comments, the Chairman then asked the Meeting to consider and approve the allocation of net profit to legal reserve in the amount of 3,700,000 Baht. Approve the total cash dividend payment for the year 2020 of 0.05 Baht per share, totaling 51,395,207 Baht from net profit for the year 2020 from the performance from 1 January to 31 December 2020. Approve the allocation of the remaining amount of the net profit of 17,918,218 Baht to Retained Earnings. This agenda requires a majority vote of the shareholders attending the meeting and eligible to vote.

#### Resolution

The Meeting unanimously approved the Financial Statements and Auditor's Report for the fiscal year ended 31 December 2020. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

#### Agenda 5

##### To consider and approve the appointment of four directors who retire by rotation.

The Chairman informed the Meeting that according to Article No. 16 of the Company's Articles of Association, at every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired director may be re-elected.

The Company had made an announcement on its website providing an opportunity to its shareholders to nominate candidate (s) to be elected as Director in advance from 1 October to 31 December 2020. However, there was no proposal for such candidate from any shareholder.

During the year 2021, there was 12 directors and according to Article No. 16 of the Company's Articles of Association, at every annual general meeting, one-third of the directors shall be retired. Consequently, in year 2020 there will be 4 directors who shall retire by rotation.

The directors who are due to be retired by rotation in this Annual General Meeting of Shareholders are:

No.	Name	Position	Period holding Director's position (as of the AGM No. 88)	Period holding Director's position (as of the AGM No. 91)
1.	Mr. Kirit Shah	Director   Vice Chairman of the Board   Executive Director   Remuneration Committee Member and Nomination Committee Member	10 years	13 years
2.	Mr. Kasemsit Pathomsak	Independent Director   Chairman of Audit and Corporate Governance Committee   Chairman of Remuneration Committee and Chairman of Nomination Committee	9 years	12 years



3.	Mr. Kris Thirakaosal	Independent Director   Audit and Corporate Governance Committee Member   Remuneration Committee Member and Nomination Committee Member	9 years	12 years
4.	Mr. Ishaan Shah	Director and Executive Director	9 years	12 years

The Chairman added that from the above, the directors who shall retire by rotation in this Meeting and will be nominated for re-election for another term are Mr. Kirit Shah, Mr. Kasemsit Pathomsak, Mr. Kris Thirakaosal and Mr. Ishaan Shah for a further 3 years term.

The Nomination Committee has considered the knowledge, experience and past performance as director and capability of the candidates for nomination including of the number and qualifications of independent directors. The Board of Directors, on the recommendation of the Nomination Committee, is of the opinion that the above four directors are eligible to be, and should be, nominated for re-election. The above four directors are mature and widely experienced in trading business. It is expected that the Company will benefit immensely from the knowledge, ideas and suggestions that they will bring to the Board of Directors.

The Chairman proposed the Meeting to consider and approve the reappointment of the above four directors for another term. The profile of the above four directors, records of their attendance at the Board of Directors' meeting are detailed in Attachment 3 on page 40 to 51 (Eng. Page 30 to 41).

Independent Directors who shall be re-nominated in this Meeting has no relationship or conflict of interest with the Company, its subsidiary, management or major shareholders that may obstruct their independent judgment and being qualified as an Independent Director according to rules and regulations of the SET and the SEC. Selective Procedure and Qualifications of Independent Director are detailed in Attachment 3 on page 52 (Eng. Page 42).

After the presentation, the Chairman asked the Meeting for questions and comments.

There were no questions or comments, the Chairman then asked the Meeting to consider and approve the appointment of each director in the ballot provided and shall be collected from all shareholders attending the Meeting. This agenda requires majority votes of the shareholders attending the meeting and eligible to vote.

## Resolution

### 5.1

The Meeting unanimously approved the appointment of Mr. Kirit Shah as a Director | Vice Chairman of the Board | Executive Director | Nomination Committee Member and Remuneration Committee Member. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

### 5.2

The Meeting approved the appointment of Mr. Kasemsit Pathomsak as an Independent Director | Chairman of Audit and Corporate Governance Committee | Chairman of Nomination Committee and Chairman of Remuneration Committee. The resolution was passed by the **majority votes** cast by all Shareholders attending the meeting and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,530	100.0000
Disapproved	200	0.0000
Abstained	-	-
Voided	-	-



<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>
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## 5.3

The Meeting approved the appointment of Mr. Kris Thirakaosal as an Independent Director | Audit and Corporate Governance Committee Member | Nomination Committee Member and Remuneration Committee Member. The resolution was passed by the **majority votes** cast by all Shareholders attending the meeting and eligible to vote. The details of the votes were announced as follows:

<b>Votes</b>	<b>Number of Votes</b>	<b>Equivalent to Percentage of voting rights exercised by the attending shareholders</b>
Approved	755,405,530	100.0000
Disapproved	200	0.0000
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

## 5.4

The Meeting unanimously approved the appointment of Mr. Ishaan Shah as a Director and Executive Director. The details of the votes were announced as follows:

<b>Votes</b>	<b>Number of Votes</b>	<b>Equivalent to Percentage of voting rights exercised by the attending shareholders</b>
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

**Agenda 6****To consider approval of the remuneration for directors for the year 2021**

The Chairman informed the Meeting that regarding the remuneration for directors where according to the Public Limited Companies Act B.E. 2535 Section 90, any money or other kinds of asset are not allowed to be paid to the directors except the remuneration stated in the Company's Articles of Association. If the Company's Articles of Association do not specify, the remuneration shall be approved by no less than two-thirds of the votes of the shareholders present at the shareholders meeting.

The Remuneration Committee has considered the remuneration paid by the Company in accordance with International Standards, along with the financial status and performance of the Company and also has compared it with other equivalent listed companies including listed companies in the property and construction industry in Thailand. A comparison of the regular remuneration, meeting allowance and bonus with other listed companies on the Stock Exchange of Thailand and in the construction services sector along with the details of Directors' remuneration paid by the Company in 2020 is provided on page 102 to 104 (Eng. Page 100 to 101) of the 2020 Annual Report.

The Board of Directors proposes the remuneration of Directors and Audit and Corporate Governance Committee Members for year 2021 including remuneration, meeting allowance and bonus as follows:

1. The Chairman of the Board of Directors and the Directors
  - 1.1 The Chairman of the Board shall receive remuneration of Baht 20,000 per month and a meeting allowance of Baht 60,000 per attendance of the Board of Directors' Meeting.
  - 1.2 Each Director shall receive remuneration of Baht 10,000 per month and a meeting allowance of Baht 30,000 per attendance of the Board of Directors' Meetings.
2. The Chairman of the Audit and Corporate Governance Committee and each Member of the Audit and Corporate Governance Committee
  - 2.1 The Chairman of Audit and Corporate Governance Committee shall receive remuneration of Baht 30,000 per month and a meeting allowance of Baht 60,000 per attendance of the Audit



and Corporate Governance Committee's meetings and meeting allowance of Baht 30,000 to the Board of Directors' meetings.

- 2.2 Each member of the Audit and Corporate Governance Committee shall receive remuneration of Baht 25,000 per month and a meeting allowance of Baht 45,000 per attendance of the Audit and Corporate Governance Committee's meetings and meeting allowance of Baht 30,000 to the Board of Directors' meeting.

### 3. Bonus

The Board of Directors shall receive annual bonus at the rate of 2.0 per cent of cash dividend payment. According to Agenda Item No. 4 above, the Board of Directors then proposed the bonus payment of 1.03MB. The allocation is subject to the judgement of the Board of Directors.

The following table compares the remuneration of directors between 2021 and 2020.

Description	Meeting Allowance				Remuneration		Bonus	
	Director		Director of Audit and Corporate Governance					
	Baht/Attendance/Person		Baht/Attendance/Person		Baht/Month/Person			
	Year	2021	2020	2021	2020	2021	2020	2021
	Proposed Year		Proposed Year		Proposed Year		Proposed Year	
1.Chairman of the Board	60,000	60,000	-	-	20,000	20,000	2% of cash dividend payment	2% of cash dividend payment
2.Director	30,000	30,000	-	-	10,000	10,000		
3.Chairman of Audit and CG Committee	30,000	30,000	60,000	60,000	30,000	30,000	in prior year	in prior year
4.Audit and CG Committees	30,000	30,000	45,000	45,000	25,000	25,000	The allocation for Bonus payment	The allocation for Bonus payment
5.Chairman of Sub Committee	-	-	-	-	-	-	is subject to the judgment of the Board of Director	is subject to the judgment of the Board of Director
6.Member of Sub Committee	-	-	-	-	-	-		

At present the Company's Board of Directors consist of 12 directors including 4 audit and corporate governance committee members.

After the presentation, the Chairman asked the Meeting for questions and comments.

There were no questions or comments. The Chairman asked the Meeting to consider approving the remuneration for Directors as proposed. This agenda requires the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and eligible to vote.

### Resolution

The Meeting approved the remuneration for Directors which is the same rate as last year as proposed. The resolution was passed by more than two-thirds of votes cast by all shareholders attending the meeting and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

### Agenda 7

#### To consider approval of the appointment of the Company's Auditors and fix their remuneration for the year 2021

The Chairman asked Mr. Kasemsit Pathomsak, Chairman of Audit and Corporate Governance Committee to proceed with this Agenda item.



**Mr. Kasemsit** informed the Meeting that according to the Public Limited Companies Act B.E. 2535 Section 120 a Company's Auditor and their remuneration shall be approved by the shareholders meeting.

In accordance with the regulations stipulated by the Securities and Exchange Commission, Thailand (SEC), for Company's Auditors rotation for every 7 years. In this regards, Ms. Kamonthip Lertwitworathep, from EY Office Limited who are Company's Auditor from year 2014 to year 2020 totaling 7 years, shall be rotated and replaced by the others. After due consideration, with recommendation of the Audit and Corporate Governance Committee, the Board found it appropriate to propose the Annual General Meeting of Shareholders to appoint the Auditor of EY Office Limited as the Company's Auditor for the year 2021.

The proposed auditors from EY Office Limited are as follow:

- |                                   |  |
|-----------------------------------|--|
| 1. Ms. Patcharawan Koonarangsri   | Certified Public Accountant No. 6650 <b>and/or</b> |
| 2. Mrs. Sarinda Hirunprasurtwutti | Certified Public Accountant No. 4799 <b>and/or</b> |
| 3. Ms. Satida Ratananurak         | Certified Public Accountant No. 4753               |

The said Auditors can act jointly and/or severally as the Company's Auditors for the year 2020, and provided further that in the event that none of the said three Auditors are available or able to perform their duty, EY Office Limited shall propose one or more qualified Auditor (s) to the Board of Directors for approval to perform the work in replacement of the said three Auditors.

The three proposed Auditors for the year 2021 are not directors, employees or staff, do not hold any position in the Company and also have no relationship or any related matter with the Company, subsidiaries, management or major shareholders including their relatives.

Mr. Kasemsit proposed the annual fee of 2,750,000 Baht which is the reduction of 90,000 Baht from year 2019. The aforementioned fee is excluding any other expenses due to be paid. However, the auditors for foreign subsidiary companies are not the same as Company's Auditor of which the Board of Directors will ensure that the subsidiary companies' financial statements will be completed in time as mandatorily required.

The following is the summary of the auditor's remuneration for the Company and Subsidiary.

	<u>Year 2021</u> <u>Proposed Fees</u>	<u>Year 2020</u>	<u>Decreasing</u>	<u>%</u>
Audit Fee (Baht)	2,750,000	2,840,000	(90,000)	(3.17%)
Non Audit Fee (Baht)	-	-	-	-
<b>Total</b>	<b>2,750,000</b>	<b>2,840,000</b>	<b>(90,000)</b>	<b>(3.17%)</b>

After the presentation, the Chairman asked the Meeting for questions and comments.

There were no questions or comments, the Chairman asked the Meeting to consider approving the appointment of the Company's Auditors for year 2021 and their remuneration. This agenda requires majority vote of the shareholders attending the meeting and casting their votes.

### Resolution

The Meeting unanimously approved the appointment of the Company's Auditors for the year 2021 and their remuneration as proposed. The details of the votes were announced as follows:

<b>Votes</b>	<b>Number of Votes</b>	<b>Equivalent to Percentage of voting rights exercised by the attending shareholders</b>
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>



**Agenda 8**

**To consider and approve the reduction of the Company's registered capital in the amount of 75,000,000 Baht from 1,102,904,144 Baht to 1,027,904,144 Baht by cancelling 75,000,000 unissued shares at 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.**

**The Chairman asked Mr. Surasak Osathanugraha to proceed with Agenda Items No. 8-10**

Mr. Surasak informed the Meeting that the Agenda Items No. 8 to No. 10 in this Meeting is related to the Company's registered capital reduction and capital increase by means of General Mandate, he then propose the Meeting to allow him to proceed with the 3 agenda in one time and then will come back to each Agenda item, respectively for consideration and approval by the Shareholders.

Mr. Surasak stated that with reference to the resolution of Annual General Meeting of Shareholders in year 2020 resolved for the Company's capital increase by means of General Mandate and allocated for private placement in the amount of 75,000,000 Baht. However, up to this Annual General Meeting of Shareholders none of the new issued shares were sold. The Board of Directors considered and deemed that it is necessary for the Company to propose to the Meeting to consider and approve the extension of Company's capital increase for another 1 year up to the next Annual General Meeting of Shareholders. However, according to rules and regulations stipulated by the SET and SEC, though there were no sell no newly issued shares, the Company need to reduce its registered capital before it can increase the registered capital, details as described in Agenda Item No. 8 to No. 10 and in accordance with the Section 136 of the Public Limited Companies Act B.E. 2535 (amended) that the Company may increase the amount of its registered capital by issuing new shares only after all the shares have been allocated and fully paid, unless the remaining shares are reserved for the exercise of convertible debentures or warrants.

Mr. Surasak informed the Meeting regarding the reduction of Company's registered capital as follows: According to the Company's plan to increase its registered capital by issuing new ordinary shares by means of General Mandate as to be proposed in Agenda Item No. 9 and Agenda Item No. 10 below, the Company is required to reduce its registered capital in the amount of 75,000,000 Baht, from 1,102,904,144 Baht to 1,027,904,144 Baht by cancelling 75,000,000 unissued shares at par value of 1 Baht per share, which were authorized by means of General Mandate and allocated for private placement by the Annual General Meeting of Shareholders (AGM) No. 87 held on 15 July 2020.

Mr. Surasak further informed the process of capital reduction as follows:

1. To decrease the Company's registered capital in the amount of 75,000,000 Baht.
2. To amend Clause 4 of the Company's Memorandum of Association to reflect the above reduction of the Company's registered capital by cancelling the existing and adopting the following:

"Clause 4	Registered Capital	1,027,904,144 Baht (One thousand and twenty seven million, nine hundred and four thousand, one hundred and forty-four Baht)
	Divided into	1,027,904,144 shares (One thousand and twenty seven million, nine hundred and four thousand, one hundred and forty-four shares)
	With Par Value of	1 Baht (One Baht)
Divided into	Ordinary Shares	1,027,904,144 shares (One thousand and twenty seven million, nine hundred and four thousand, one hundred and forty-four shares)
	Preference Shares	-

**Company's Registered Capital after the Capital Reduction**

Type of the Company's Registered Shares	Existing Registered Capital	Number of Shares Proposed for Capital Reduction	New Registered Capital (after reduction)
Ordinary Shares (with par value of Baht 1 per share)	1,102,904,144 <b>shares</b>	75,000,000 <b>shares</b>	1,027,904,144 <b>shares</b>
Ordinary Shares (Baht)	1,102,904,144 <b>Baht</b>	75,000,000 <b>Baht</b>	1,027,904,144 <b>Baht</b>

**Issued and fully paid up registered share capital**

Type of the issued and fully paid-up shares	Existing issued and fully paid-up registered share capital
Ordinary Shares (with par value of Baht 1 per share)	1,027,904,144 <b>shares</b>
Ordinary Shares (Baht)	1,027,904,144 <b>Baht</b>

The Chairman asked the Meeting to consider and approve the reduction of Company's registered capital in the amount of 75,000,000 Baht and the amendment to Clause 4 of the Company's Memorandum of Association. This agenda requires a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote.

**Resolution**

The Meeting approved the reduction of Company's registered capital in the amount of 75,000,000 Baht and the amendment to Clause 4 of the Company's Memorandum of Association. The resolution was passed by more than three-fourths of votes cast by all shareholders attending the meeting and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,730	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

**Agenda 9**

**To consider and approve the increase of the Company's registered capital by means of General Mandate to specific investors by way of private placement in the amount of 75,000,000 Baht from 1,027,904,144 Baht to 1,102,904,144 Baht by issuing 75,000,000 new ordinary shares at par value of 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital**

Mr. Surasak informed the Meeting regarding the increase of the Company's registered capital as follows:

In recognition of the importance of efficient fund raising activities through the SET and cost reduction of a listed company, the SET has issued the Notification of the Board of Governors of the SET Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies, 2011 which allows a listed company to increase its registered capital by means of a General Mandate with the aim of increasing flexibility and time required in raising funds in small amounts on an urgent basis to meet with market volatility.

In order to enable the Company to have sufficient funds for potential business expansion to enhance its competitiveness both in Thailand and overseas in the future (if any), the Board of Directors, therefore, views that it will be most beneficial for the Company and the shareholders to increase the Company's registered capital by means of General Mandate to specific investors by way of private placement in the amount of 75,000,000 Baht.

Mr. Surasak further informed the process of capital increase as follows:



1. To increase the Company's registered capital in the amount of 75,000,000 Baht, representing approximately 7.3 percent of the Company's paid-up capital.
2. To amend Clause 4 of the Company's Memorandum of Association to reflect the above increasing of the Company's registered capital by cancelling the existing and adopting the following:

“Clause 4	Registered Capital	1,102,904,144 Baht (One thousand and one hundred two million, nine hundred and four thousand, one hundred and forty-four Baht)
	Divided into	1,102,904,144 shares (One thousand and one hundred two million, nine hundred and four thousand, one hundred and forty-four shares)
	With Par Value of	1 Baht (One Baht)
Divided into	Ordinary Shares	1,102,904,144 shares (One thousand and one hundred two million, nine hundred and four thousand, one hundred and forty-four shares)
	Preference Shares - “	

#### Company's Registered Capital after the Capital Increase

Type of the Company's Registered Shares	Existing Registered Capital	Registered Capital (after capital reduction in Agenda Item No. 8)	Number of Shares Proposed for Capital Increase	New Registered Capital (after capital increase in Agenda Item No. 9)
Ordinary Shares (with par value of Baht 1 per share)	1,102,904,144 <b>shares</b>	1,027,904,144 <b>shares</b>	75,000,000 <b>shares</b>	<u>1,102,904,144</u> <b>shares</b>
Ordinary Shares (Baht)	1,102,904,144 <b>Baht</b>	1,027,904,144 <b>Baht</b>	75,000,000 <b>Baht</b>	<u>1,102,904,144</u> <b>Baht</b>

The Chairman asked the Meeting to consider and approve the increase of Company's registered capital in the amount of 75,000,000 Baht from 1,027,904,144 Baht to 1,102,904,144 Baht by issuing 75,000,000 new ordinary shares at par value of 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital. This agenda requires a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote.

#### Resolution

The Meeting approved the increase of the Company's registered capital by mean of General Mandate to specific investors by way of private placement in the amount of 75,000,000 Baht and the amendment to Clause 4 of Company's Memorandum of Association to reflect the increase of the Company's registered capital. The resolution was passed by more than three-fourths of votes cast by all shareholders attending the meeting and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Equivalent to Percentage of voting rights exercised by the attending shareholders
Approved	755,405,530	100.0000
Disapproved	200	0.0000
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>



## Agenda 10

### **To consider and approve the allocation of not exceeding 75,000,000 new ordinary shares at Baht 1 par value per share by means of General Mandate to specific investors by way of private placement (PP).**

Mr. Surasak informed the Meeting for the allocation of new ordinary shares by means of General Mandate to specific investors by way of private placement as follows:

Following the increase of the Company's registered capital as proposed in Agenda 9 above, the Company will allocate the new ordinary shares of not exceeding 75,000,000 shares by means of General Mandate to specific investors by of private placement (PP) and also proposed that the Meeting authorize the Board of Directors to consider and to do the following acts and matters:

- 10.1 to consider the offering for sale of the New Shares (whether in one or several offerings);
- 10.2 to determine the objectives, date and time of the offering, the offering price, the investors, including details and conditions in relation to the allocation of the Company's the New Shares, provided that:
  - 10.2.1 the New Shares shall not be allocated to the connected persons as defined under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003;
  - 10.2.2 the offering price shall be the best market price according to market condition during the offering period for the best interest of the Company and the shareholders which shall not be lower than 90 per cent of the market price, calculated based on a weighted average price of the Company's shares traded on the SET during the period between the previous 7 to 15 consecutive business days prior to the date on which the Board of Directors determined the offering price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement; and
- 10.3 to negotiate and execute and/or appoint any person with full power and authority to negotiate and execute any relevant documents or agreements, including performing any acts which are necessary or required to be done for the purpose of the offering of the New Shares.

Furthermore, the above allocation of the New Shares shall be completed within the date on which the Company holds its next annual general meeting. The detailed information of this allocation was in the Capital Increase Form (F 53-4) as Attachment 4 of the Invitation Letter to the shareholders.

After Mr. Surasak presented to the Meeting for (1) Agenda item No. 8 the reduction of Company's Capital and the subsequent amendments to Company's Memorandum of Association; (2) Agenda Item No. 9 the increase of the Company's registered capital by means of General Mandate to specific investors by way of private placement and the subsequent amendments to Company's Memorandum of Association; and (3) Agenda Item No. 10 the allocation of new ordinary shares by means of General Mandate to specific investors by way of private placement. The Chairman asked the Meeting for questions and comments.

There were no questions or comments on Agenda Item No. 8 to Agenda Item No. 10.

The Chairman asked the Meeting to consider and approve the allocation of not exceeding 75,000,000 new ordinary shares at par value of 1 Baht per share by means of General Mandate to specific investors by way of private placement (PP) as proposed. This agenda requires majority votes of the Shareholders attending the meeting and eligible to vote.

**Resolution**

The Meeting approved the allocation of not exceeding 75,000,000 new ordinary shares at par value of 1 Baht per share by means of General Mandate to specific investors by way of private placement as proposed. The resolution was passed by the **majority votes** of the shareholders attending the meeting and eligible to vote. The details of the votes were announced as follows:

<b>Votes</b>	<b>Number of Votes</b>	<b>Equivalent to Percentage of voting rights exercised by the attending shareholders</b>
Approved	755,405,530	100.0000
Disapproved	200	0.0000
Abstained	-	-
Voided	-	-
<b>Total</b>	<b>755,405,730</b>	<b>100.0000</b>

Since there were no other Agenda items to be discussed and no other questions or comments, the Chairman thanked all the Shareholders for their support in all the Company's activities, including this Meeting, and the Meeting was closed at 12:30 hours.

- Signature -  
Mr. Surasak Osathanugraha  
Director and Company Secretary

- Signature -  
Mr. Santi Grachangnetara  
Chairman of the Meeting

The Company's Annual Report 2021 attached to this Notice in the form of QR Code, containing financial statements for the financial year ended 31 December 2021 and auditor's report.





CHRISTIANI &amp; NIELSEN

**Information of a New Director Nominee in Agenda 5****MS. RENUKA SHARMA**

**Age** 41 year  
**Type of Director Proposed** Independent Director  
**Education** LLM Oil and Gas Training Course, Chulalongkorn University  
 LLM Banking and Finance Law, Kings College London  
 Bar Vocational Course, Inns of Court School of Law  
 Law and Russian, University of Surrey

**Training**  
2021

**Thai Institute of Directors Association**  
 Director Accreditation Program (DAP)  
 Class 183/2021 (English)

**Work Experience**

Jan. 2020 – Present

Head of Legal, APAC  
 BayWa r.e. APAC

Jan. 2016 – Jan. 2020

Regional Legal Counsel and Head of Compliance Greater China  
 Brookfield Greater China/TerraForm Global Inc.

May 2011 – Jan. 2016

Legal Counsel Thailand and Head of Compliance APAC  
 SunEdison Asia

Aug. 2006 – May 2011

Senior Associate  
 Chandler & Thong-Ek Law Offices

**OCCUPATION**

Head of Legal, APAC  
 BayWa r.e. APAC

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : NIL
	Non-Listed Companies : NIL
Non-Connected Companies	Listed Companies: NIL
	Non-Listed Companies: Director - BayWa r.e. Vietnam Co. Ltd. Head of Legal, APAC – BayWa r.e. APAC
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil



CHRISTIANI &amp; NIELSEN

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By herself	-	-	-	-	-
By her spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team

<b>No. of shares held as of 31 December 2021</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which differ from other directors</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil





CHRISTIANI &amp; NIELSEN

**Christiani & Nielsen (Thai) Public Company Limited**

Attachment for consideration in Agenda 6

of The Annual General Meeting of Shareholders No. 89 to be held on 21 April 2022,  
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 89

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**Agenda 6 To consider and approve the reappointment of 3 Directors who retire by rotation.**

The Company's Articles of Association Article 16, which is in accordance with the Public Limited Companies Act B.E. 2535, state that

"At every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired directors may be re-elected.

Present eleven directors whose names are registered with Commercial Registration Department, Ministry of Commerce are as follows:

- |                             |                         |
|-----------------------------|-------------------------|
| 1. Mr. Santi Grachangnetara | 2. Mr. Kirit Shah       |
| 3. Mr. Kasemsit Pathomsak   | 4. Mr. Kris Thirakaosal |
| 5. Mr. Khushroo Kali Wadia  | 6. Mr. Ishaan Shah      |
| 7. Mr. Surasak Osathanugra  | 8. Mr. Vites Ratanakorn |
| 9. Mr. John Scott Heinecke  | 10. Mr. Suphon Tubtimch |
| 11. Mr. Suriyon Tuchinda    |                         |

At the Annual General Meeting No. 89 to be held on 21 April 2022, the Board of Directors will propose the election of directors to replace the directors who are due to be retired by rotation and approve their remuneration as stated in Article 71 and Article 90 of the Public Limited Companies Act B.E. 2535. In this Annual General Meeting, there are four Directors are due to retire by rotation, since Ms. Nampung Wongsmith, who will also retire by rotation, has resigned from the position of an Independent Director, Audit and Corporate Governance Committee Member and Chairperson of Risk Management Committee of the Company with effect on February 1, 2022 onwards (the Company received the letter on January 4, 2022). Therefore, the remaining three Directors are due to retire by rotation and are nominated for re-election as below:

- |                            |  |
|----------------------------|--|
| 1. Mr. Khushroo Kali Wadia | Managing Director<br>Risk Management Committee Member<br>Executive Director (Executive Committee Member) |
| 2. Mr. John Scott Heinecke | Director   |
| 3. Mr. Suriyon Tuchinda    | Independent Director<br>Audit and Corporate Governance Committee Member                                  |



CHRISTIANI &amp; NIELSEN

## Information of Director Nominee in Agenda 6

### MR. KHUSHROO KALI WADIA



**Position** Managing Director  
Risk Management Committee Member  
Executive Director (Executive Committee Member)

**Date of appointment on the board** 11 November 2011

**Age** 59 years

**Education** Bachelor of Science (Statistics, Mathematics and Economics), University of Bombay  
Chartered Accountant, Institute of Chartered Accountants of India

#### Training

- 2005

#### Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 64/2005

#### Work Experience

- Nov. 2013 – Present
- Nov. 2011 – Nov. 2013
- Sep. 2020 – Present
- Jan. 2019 – Present
- Apr. 2019 – Present
- 1999 – Apr. 2019
- 2018 – Present
- 2017 – Present
- 2016 – Present
- 1994 – Present
- 1997 – 1998
- 1994 – 1999
- 1990 – 1994
- 1998 – 1990

Managing Director  
Risk Management Committee Member  
Executive Director (Executive Committee Member)  
Director,  
**Christiani & Nielsen (Thai) Public Company Limited**  
Director, **CNES D1 Co., Ltd.**  
Director, **Christiani & Nielsen Energy Solutions Company Limited**  
Director, **Precious Shipping Public Company Limited**  
Director (Finance) and Executive Director,  
**Precious Shipping Public Company Limited**  
Director, **Gammon Engineering and Contractors Private Limited, India**  
Chairman of the Board of Directors, **Christiani & Nielsen (Cambodia) Co., Ltd.**  
Managing Director, **Christiani & Nielsen (Myanmar) Limited**  
Executive Director and Director, **Maxwin Builders Ltd.**  
Vice President (Finance & Administration), **Suretex Limited**  
Director (Finance and Accounts), **Maxwin Group of Companies**  
Financial Controller, **Maxwin Group of Companies**  
Assistant Manager, **A.F. Ferguson & Co.**

#### Occupation

Managing Director,  
Christiani & Nielsen (Thai) Public Company Limited



CHRISTIANI &amp; NIELSEN

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies: Director, Precious Shipping Public Company Limited*
	Non-Listed Companies: 1. Executive Director and Director, Maxwin Builders Ltd.* 2. Director, The Atrium Hotel Ltd.
Non-Connected Companies	Listed Companies: Nil
	Non-Listed Companies: Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies: Nil
	Non-Listed Companies: 1. Director, CNT Holdings Limited* 2. Managing Director, Christiani & Nielsen (Myanmar) Limited 3. Chairman of the Board of Directors, Christiani & Nielsen (Cambodia) Co., Ltd. 4. Director, Gammon Engineering and Contractors Private Limited, India 5. Director, Christiani & Nielsen Energy Solutions Company Limited* 6. Director, CNES D1 Company Limited
Other Organizations	Nil

\*Note: Please refer to "CONNECTED TRANSACTIONS" on page 167 - 171 of this Annual Report.

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	3,088,200	1,000,000	-	1,000,000	4,088,200
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Executive Director	4/4 times
The Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 times



CHRISTIANI &amp; NIELSEN

**Information of Director Nominee in Agenda 6****MR. JOHN SCOTT HEINECKE**

<b>Position</b>	Director
<b>Date of appointment on the board</b>	10 April 2013
<b>Age</b>	50 years
<b>Education</b>	BBA International Business, Washington State University, Pullman, WA, USA BBA Marketing, Washington State University, Pullman, WA, USA

**Training**

- 2004

**Graduate member of Thai Institute of Directors (IOD)**

Director Certification Program (DCP) Class 47/2004

**Work Experience**

- Apr, 2013 - Present Director, **Christiani & Nielsen (Thai) Public Company Limited**
- Sep, 2020 - Present Chief Operating Officer International
- Mar, 2010 - Present Director
- Apr, 2015 - Jan, 2020 Chief Operating Officer - Hot Chain
- Jan, 2009 - 2015 Vice President
- Jan, 2007 - Jan, 2009 General Manager
- Jan, 2006 - Dec, 2006 Director of Global Sourcing, **The Minor Food Group PCL**
- Nov, 2013 - Present Director
- Feb, 2020 - Aug, 2020 Chief Sustainability Officer, **Minor International PCL**
- Apr, 2006 - Present Director, **Minor Corporation PCL**
- Jan, 2011 - Present Board of Trustees, **International School Bangkok**
- 2012 - 2019 Director, **S&P Syndicate PCL**
- 2004 - 2005 General Manager
- 2002 - 2003 Operations Manager, **Burger (Thailand) Ltd.**
- 2000 - 2002 Business Development Manager, Fountain Division **Coca-Cola North America, USA**
- 1998 - 2000 Account Executive, **The Coca-Cola Company, USA**

**Occupation**

Director, Christiani & Nielsen (Thai) Public Company Limited  
Director, Minor International PCL



CHRISTIANI &amp; NIELSEN

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Director, Minor International PCL
	Non-Listed Companies : Director, Minor International PCL's subsidiaries
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Board of Trustees, International School Bangkok

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 times



CHRISTIANI &amp; NIELSEN

## Information of Director Nominee in Agenda 6



### MR. SURIYON TUCHINDA

**Position** Independent Director | Audit and Corporate Governance Committee Member

**Date of appointment on the board** 22 April 2019

**Age** 64 years

**Education** University of Hartford, Connecticut USA, Public Administration University of Massachusetts, Lowell Massachusetts USA, MS Computer Science

#### Training

- 2004
- 2001

#### Thai Institute of Directors (IOD)

Director Certification Program (DCP)

#### University of Pennsylvania

Management Development Program

#### Work Experience

- Feb, 2020 - Present  
Audit and Corporate Governance Committee Member
- 2019 - Feb, 2020  
Independent Director, **Christiani & Nielsen (Thai) Public Company Limited**
- 2020 - Present  
Secretary General and Chairman of Commission on Commercial Law and Practice and Executive Board of **ICC Thailand National Committee**  
Vice Chairman Border Trade Sub Committee and Director ASEAN and Logistics Committee, **The Federation of Thai Industries**
- 2019 - Present  
Advisor, Office of the President, **SCG Cement Building-Material Co., Ltd.**
- 2017 - 2018  
Head of Steel, Starch & Home and Living Product Division,  
**SCG Trading** Executive Director, **Eastern Economic Corridor Office (EECO)**
- 2013 - 2017  
Head of Steel & Home Improvement Product Division
- 2009 - 2013  
Head of Oil & Gas Division  
**SCG Trading**
- 2005 - 2009  
**SCG Distribution**: Special Assignment at  
**Thai Chamber of Commerce & Board of Trade of Thailand**  
- Assistant to the Chairman of **Thai Chamber of Commerce and Board of Trade of Thailand**  
- Management Commission, **Senate of Thailand**  
- East Asia Committee, **The Joint Standing Committee on Commerce, Industry and Banking (JSCCIB)**  
- Project Reviewing Committee, **Board of Investment**



CHRISTIANI &amp; NIELSEN

- 2002 - 2005 **SCG Distribution: Special Assignment at Thailand Management Association**
    - CEO, **Thailand Management Association (TMA)**
    - Director, **Japanese Management Association Consulting (JMAC)**
  - 2001 - 2002 Senior Manager, Overseas office **SCG Trading**
  - 1999 - 2001 **The Siam Cement PCL** Special Assignment at **Thai Chamber of Commerce and The Board of Trade of Thailand**
    - Director, The **Joint Standing Committee on Commerce Industry and Banking**
    - Director, **WTO Committee**
    - Managing Director **International Chamber of Commerce, Thailand**
  - 1995 - 1999 Deputy Corporate Treasurer, Corporate Treasurer office
  - 1992 - 1995 TQM Manager, Cement TQM office
  - 1990 - 1992 Training Officer, Marketing Training Department
  - 1988 - 1990 Coordinator, Customer Service Center
  - 1987 - 1988 Coordinator, Central District Sales & Marketing
- The Siam Cement PCL**

**Occupation**

Independent Director, Christiani & Nielsen (Thai) Public Company Limited  
Advisor, Office of the President, SCG Cement Building-Material Co., Ltd.

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies: Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.



CHRISTIANI &amp; NIELSEN

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Audit and Corporate Governance Committee	5/5 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2021</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil





CHRISTIANI &amp; NIELSEN

### Selective Procedure for Independent Directors

The Nomination Committee is responsible for selecting the Company's independent directors while qualification and independent of the candidates were taking into consideration before proposing the qualified candidates to the Board of Directors.

### Qualifications of Independent Directors

- a Holding shares not exceeding 0.50 per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
- b Neither being nor used to be an executive director, employee, staff, advisor who receives salary or other kinds of compensation from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling persons or other juristic person may have conflicts of interests (present and during less than 2 years prior to the date of appointment).
- c They must not be a blood relative, legal relative, related person or close relative of any executive director, executive officer, major shareholder or controlling person in/of the Company.
- d Neither having nor used to have a business relationship pursuant to the regulations of the Securities and Exchange Commission and also must be free of any present, direct or indirect, financial or other interest in the management and business of the Company, its subsidiaries, associated companies, or its major shareholders.
- e Neither being nor used to be an auditor or a provider of any professional services including those as legal advisor or financial advisor from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relations has ended not less than 2 years prior to the date of appointment.
- f They must not be acting as a nominee or representative of any Director, major shareholder or shareholders, who are a relative of any major shareholders of the Company.
- g Not undertaking any business of same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner, or being an executive director, employee, staff, advisor who receives salary or controlling person or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- h They must be able to carry out their duties, exercise their judgement, and report the committee's performances, which are assigned by the Board of Directors without being influenced by Executive Directors or major shareholders of the Company, including related persons or relatives.
- i Not having any other characteristics which cause the inability to express independent opinions.
- j Being able to provide equitable protection to benefit of all shareholders, and being able to prevent any conflict of interests might be occurred between the Company and executives, major shareholders, or any other company having similar major shareholders. May be appointed by the Board of Directors to make decision in a group (collective decision) regarding business operation for the Company, subsidiaries, affiliate or juristic person which may have conflicts of interest.

The definition of Independent Directors is compatible with the Rules and Regulations of the Stock Exchange of Thailand.

(F 53-4)

**Capital Increase Report Form****Christiani & Nielsen (Thai) Public Company Limited****28 February 2022**

Christiani & Nielsen (Thai) Public Company Limited (“**Company**”) would like to notify the resolutions of the meeting of the Board of Directors No. 461 held on 28 February 2022 in respect of a capital increase and share allotment as follows:

**1. Capital increase**

The meeting of the Board of Directors resolved a resolution approving an increase of the registered capital of the Company from Baht 1,027,904,144 to Baht 1,102,904,144 by issuing 75,000,000 new ordinary shares with a par value of Baht 1 per share, totaling Baht 75,000,000. Details of each type of capital increase are as follows:

Type of Capital Increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	75,000,000	1	75,000,000
	Preferred	-	-	-

**2. Allotment of new shares****2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number of share (shares)	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
Rights Offering	-	-	-	-	-
Public Offering	-	-	-	-	-
Private Placement	-	-	-	-	-
To accommodate the conversion/ exercising rights of a given instrument	-	-	-	-	-

## 2.2 If under a General Mandate

Allotted to	Type of share	Number of share (shares)	Percentage of paid-up capital <sup>1</sup>	Note
Rights Offering	Ordinary Preferred	-	-	-
Public Offering	Ordinary Preferred	- -	- -	- -
Private Placement	Ordinary  Preferred	75,000,000  -	7.30  -	Per other conditions in the remarks below.  -

<sup>1</sup> Percentage of paid-up capital on the date on which the Board of Directors resolved to increase the Company's capital under the general mandate.

### Remarks:

- (1) The offering price shall not be discount pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement.
- (2) The new shares shall not be allocated to the connected persons as defined under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.
- (3) The allotment of new shares shall be completed within the date on which the Company holds its next annual general meeting.
- (4) The Board of Directors shall be authorized to consider and to do or cause to be done the following acts and matters:
  - (a) to consider the offering for sale of the new shares (whether in one or several offerings);
  - (b) to determine the objectives, date and time of the offering, the offering price, the investors, including details and conditions in relation to the allocation of the Company's the new shares;
  - (c) to negotiate and execute and/or appoint any person with full power and authority to negotiate and execute any relevant documents or agreements, including performing any acts which are necessary or required to be done for the purpose of the offering of the new shares.

**3. Schedule for the Annual General Meeting of shareholders No. 89 to approve the capital increase and share allocation**

The Annual General Meeting of the Shareholders No. 89 (the “AGM”) is scheduled to be held on Thursday, 21 April 2022 at 10.30 hours, by electronic means (“E-AGM”), to consider and approve the following matters:-

- The share register will be closed to share transfers in order to determine the right to attend this meeting from \_\_\_\_\_ until the meeting has been duly convened. Or
- The eligible shareholders for the shareholders’ meeting shall be recorded on 14 March 2022 (Record Date).

**4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto**

- 4.1 The Company needs to register the increase in registered and paid-up capital of the Company and amend Memorandum of Association with the Department of Business Development, the Ministry of Commerce.
- 4.2 The Company is required to obtain the approval from the Stock Exchange of Thailand (the “SET”) for the listing of the Company’s new shares which will be offered by way of private placement on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

-None -

**6. Benefits which the company will receive from the capital increase and share allotment**

-None -

**7. Benefits which the shareholders will receive from the capital increase and share allotment**

-None-

**8. Other details necessary for shareholders to approve the capital increase and share allotment**

The total number of shares issued by way of a private placement shall in aggregate not exceed 10 per cent of the Company’s paid-up capital as at the date on which the Board of Directors approved the capital increase.

**9. Schedule of action where the board of directors of the company passes resolutions approving the capital increase/ share allotment**

<b>No.</b>	<b>Procedures of the capital increase</b>	<b>Date/Month/Year</b>
9.1	Meeting of the Board of Directors No. 461	28 February 2022
9.2	Record Date for the purpose of determining the eligible shareholders to attend the AGM No. 89	14 March 2022
9.3	Annual General Meeting of the Shareholders No. 89	21 April 2022
9.4	Registration of the increase of the Company's registered capital and the amendment to the Company's memorandum of association with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval

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

Signed -Surasak Osathanugraha- Authorized Director  
(Mr. Surasak Osathanugraha)  
Title: Director

Signed -Khushroo Kali Wadia- Authorized Director  
(Mr. Khushroo Kali Wadia)  
Title: Director

## GUIDELINES FOR ATTENDING THE E-AGM AND COMPLETING THE PROXY FORM

### 1. For shareholders who wish to attend the E-AGM:

1.1 Please fill the E-AGM Registration Form attached to these Guidelines. Please ensure that you **clearly provide your shareholder number, the e-mail address and phone number which will be used for the registration** together with the required identification documents for verification of the right to attend the E-AGM:

- For individuals: a copy of valid Identity Card / Passport / Other Government issued identity document with self-attestation.
- For juristic persons: a duly executed power of attorney or proxy form along with the supporting documents as set out below.

Please also send the E-AGM Registration Form along with the required documents to the Company **by 12<sup>th</sup> April 2022** via e-mail or mail to the following address:

- By e-mail: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th) OR
- By mail: Investor Relations – Christiani & Nielsen (Thai) Public Company Limited, at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260

1.2 After the Company has received documents outlined above, the Company will undertake a verification process to confirm the shareholders' right to attend the Meeting. Once verification is complete, the Company will send an e-mail containing the **Username** and **Password** along with the **WebLink** to attend the E-AGM. Please do not share the Username and Password with anyone. **In case you lose the Username and Password, or do not receive username and password by 18<sup>th</sup> April 2022, please contact the Company immediately.**

1.3 The e-mail with the username and password will also include detailed instructions which we advise you to read prior to start of the meeting. You will be allowed to Login and join the E-AGM 60 minutes before the meeting time.

1.4 You will have the option to vote "Approve", "Disapprove" or "Abstain" for each agenda item. If you do not cast your vote for a particular agenda item, the system will automatically count your vote as "Approve".

1.5 Should you face any technical problems with the E-AGM system before or during the meeting, please contact Quidlab Co., Ltd. which is the Company's E-AGM platform provider. The Company will provide various channels that you can contact Quidlab Co., Ltd. in the e-mail with the username and password.

### 2. For shareholders who wish to appoint a proxy to attend the E-AGM:

Shareholders who are unable to attend the Meeting in person may appoint their own proxy or may appoint any one of the following Independent Directors to attend and vote on their behalf:

- Mr. Santi Grachangnetara, Independent Directors, Age: 77 years  
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Mr. Kasemsit Pathomsak, Independent Director, Age: 51 years  
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Mr. Kris Thirakaosal, Independent Director, Age: 45 years  
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Mr. Suphon Tubtimcharoon, Independent Director, Age: 71 years  
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260

None of the above Directors has any special interest in any of the agenda items. Shareholders are requested to send the executed Proxy Form (**Attachment 6**) and together with required supplementary documents (as listed below) to send to the Company by **12<sup>th</sup> April 2022** via e-mail or mail to the following address:

- By e-mail: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th) OR
- By mail: Investor Relations - Christiani & Nielsen (Thai) Public Company Limited, at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260

## **REQUIRED DOCUMENTS FOR PROXY**

### **1. If a shareholders is a natural person:**

1. A completed proxy form with original signatures of both Grantor and Proxy AND
2. A copy of valid Identity Card / Passport with original signature of Grantor AND
3. A copy of valid Identity Card / Passport with original signature of Proxy

### **2. If a shareholder is a Juristic Person**

1. The completed proxy form with original signatures of authorized persons of such Juristic person (Grantor) including stamp/seal (if any) and Proxy's original signature AND
2. The certified true copy of registration of such Juristic person which has been issued not more than 1 year before the date of the AGM (Grantor) AND
3. The certified true copy of valid Identity Card / Passport of authorized persons of such Juristic person (Grantor) AND
4. The certified true copy of valid Identity Card / Passport of Proxy

### **NON-THAI NATIONAL or A JURISTIC PERSON REGISTERED OUTSIDE THAILAND:**

All the documents as described above, or their equivalent are required. In case the documents are not in Thai or English, an English translation, certified by the Shareholder (or the authorized directors(s) in case of a Juristic Person) is also required.

### **3. Channels for shareholders' suggestions/questions about the business, industry, the Company's operations, or any of the Agenda Items to be considered in the E-AGM:**

- 3.1 During the E-AGM, shareholders attending the E-AGM will be able to submit their suggestions or questions via the e-meeting platform.
- 3.2 Shareholders also have the ability to submit their suggestions or questions prior to the E-AGM through the following channels:
  - E-mail: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th)
  - Tel: +66 2 338 8079 / +66 2 338 8077 (Investor Relations)
  - Address: Investor Relations - Christiani & Nielsen (Thai) Public Company Limited, at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
  - CNT IR Line QR code:







# แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

## E-AGM Registration Form

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_

I/We \_\_\_\_\_ Nationality

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Address No Road Tambol/Kwaeng

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Amphur / Khet Province Postal Code

อีเมล (e-mail) \_\_\_\_\_ โทรศัพท์ \_\_\_\_\_

E-mail Mobile Phone

เป็นผู้ถือหุ้นของ บริษัท คริสเตียนีและนีลเสน (ไทย) จำกัด (มหาชน) (“บริษัทฯ”) โดยถือหุ้นจำนวนทั้งสิ้น  
being a shareholder of **Christiani & Nielsen (Thai) Public Company Limited (The “Company”)**

เลขทะเบียนผู้ถือหลักทรัพย์ \_\_\_\_\_ รวม \_\_\_\_\_ หุ้น  
Shareholder's Registration No holding the total amount of shares

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 89 ในวันพฤหัสบดี ที่ 21 เมษายน 2565 เวลา 10.30 น. โดย ;

I/We hereby confirm that I/we would like to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 89 of the Company on Thursday 21<sup>st</sup> April 2022 at 10:30 hrs. by

เข้าร่วมประชุม E-AGM ด้วยตนเอง และขอให้บริษัทส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) พร้อม

เว็บลิงค์ (WebLink) เพื่อเข้าร่วมประชุมมายังอีเมล (e-mail) ของข้าพเจ้าดังนี้ \_\_\_\_\_

Attending the E-AGM the meeting in person. Please send the username and password and WebLink for attending the E-AGM to my/our email address at

มอบฉันทะให้ นาย/นาง/นางสาว \_\_\_\_\_

เข้าร่วมประชุมแทน และขอให้บริษัทส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) พร้อมเว็บลิงค์ (WebLink) เพื่อเข้าร่วมประชุมมายังอีเมล (e-mail) ของข้าพเจ้าดังนี้ \_\_\_\_\_

Proxies Mr./Mrs./Ms. \_\_\_\_\_

Attending a meeting instead. Please send the username and password and WebLink for attending the E-AGM to my/our email address at \_\_\_\_\_

ลงชื่อ \_\_\_\_\_ ผู้ถือหุ้น

Signed Shareholder

( )

ลงชื่อ \_\_\_\_\_ พยาน

Signed Witness

( )

### หมายเหตุสำคัญ:

โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมการประชุม E-AGM ให้แก่บริษัทฯ ภายในวันอังคาร ที่ 12 เมษายน 2565 ผ่านช่องทางต่อไปนี้

• ทางอีเมล: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th) หรือ

• ช่องทางไปรษณีย์: หน่วยงานนักลงทุนสัมพันธ์ บริษัท คริสเตียนีและนีลเสน (ไทย) จำกัด (มหาชน) เลขที่ 727 ถนนลาซาล แขวงบางนาใต้ เขตบางนา กรุงเทพฯ 10260

### Important Note:

Please return this E-AGM Registration Form along with the required identification documents for our verification of the shareholder's right to attend the E-AGM by Tuesday 12<sup>th</sup> April 2022 to the Company via email or mail to the following address:

By e-mail: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th)

By mail: Investor Relations, Christiani & Nielsen (Thai) Public Company Limited, at 727 La Salle Road , Bangna Tai, Bangna District, Bangkok 10260



**Profile of Independent Director for Shareholders' Proxies**



**Name** MR. SANTI GRACHANGNETARA  
**Age** 77 years  
**Nationality** Thai  
**Education** Master of Engineering Cambridge University, United Kingdom  
 Bachelor of Engineering Cambridge University, United Kingdom

**Director Training**

- 2005

**Thai Institute of Directors (IOD)**

Director Accreditation Program (DAP)

**Work Experience**

- Feb, 2021 - Present
- Apr, 2017 - Feb, 2021
- 2012 - Apr, 2017
- 2008 - 2012
- 2001 - 2007
- 1999 - 2001
  
- Jun, 2012 - Apr, 2020
- 1993 - 1997

Chairman of the Board of Directors, Independent Director

Chairman of the Board of Directors

Chairman of the Board of Directors, Executive Chairman

Chairman of the Board of Directors

Chairman of the Board of Directors, Chief Executive Officer

Director and Chief Executive Officer

**Christiani & Nielsen (Thai) Public Company Limited**

Director, **CNT Holdings Limited**

Managing Director

**One Holding PCL & Subsidiary Companies**

**Occupation**

Chairman of the Board of Directors

Christiani & Nielsen (Thai) Public Company Limited

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2021</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/services, money borrowing or lending	Nil

**Profile of Independent Director for Shareholders' Proxies**



**Name** MR. KASEMSIT PATHOMSAK  
**Age** 51 years  
**Nationality** Thai  
**Education** Master of Science in Finance from Bentley College, MA, USA  
 Bachelor of Science in Business Administration Northeastern University, Massachusetts, USA

**Director Trainings**

- 2016 Graduate member of Thai Institute of Directors (IOD) Corporate Governance for Capital Market Intermediaries Program 12/2016
- 2010 Audit Committee Program 32/2010
- 2010 Monitoring the System of Internal Control and Risk Management 9/2010
- 2005 Director Accreditation Program 48/2005
- 2003 Director Certification Program 175/2003
- Capital Market Academy (CMA), The Stock Exchange of Thailand**  
Capital Market Leadership Executive Program (Class 9)
- Commerce Academy, University of Thai Chamber of Commerce**  
Top Executive Program in Commerce and Trade (TEPCoT) Class 7
- Tourism Authority of Thailand**  
Tourism Management for Executives Class 1
- Institute of Metropolitan Development Navamindradhiraj University**  
Urban Development Executive Program Class 1
- National Defense College**  
National Defense Program Class 63

**Work Experience**

- Feb, 2013 - Present Independent Director | Chairman of Audit and Corporate Governance Committee | Chairman of Nomination Committee | Chairman of Remuneration Committee
- Apr, 2012 - Feb, 2013 Independent Director | Chairman of Audit and Corporate Governance Committee
- Dec, 2021 - Present Independent Director and Audit Committee, **CMO Public Company Limited**
- Oct, 2021 – Present Executive Director, **APEC CEO Summit 2022 Organizing Committee.**
- Oct, 2019 – Present Member of the Board of Governor, The Civil Aviation Authority of Thailand.
- Oct, 2019 – 2021 Sub-Committee on International Relation and Strategy, Parliament House
- 2005 - Present Executive Chairman,  
**Merchant Partners Securities Public Company Limited**
- 2018 - Present Director, **WP Energy Public Company Limited**
- 2016 - Present Director, **National Power Supplies Public Company Limited**

- 2014 - Present Executive Chairman, **Merchant Partners Asset Management Limited**
- 2013 - Present Director and Deputy Secretary General, **Board of Trade of Thailand**
- 2016 - 2018 Director and Audit Committee, **Asia Aviation Public Company Limited**
- 2010 - 2020 Director, **UOB Kay Hian Securities (Thailand) Public Company Limited**
- 2003 - 2004 President of **BT Securities Ltd.**
- 1999 - 2003 Country Director, Investment Banking-Thailand  
**CLSA Securities (Thailand) Co., Ltd.**

**Occupation**

Executive Chairman,  
Merchant Partners Securities Public Company Limited  
Merchant Partners Asset Management Limited

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies: 1. Director, WP Energy Public Company Limited 2. Independent Director and Audit Committee CMO Public Company Limited
	Non-Listed Companies: 1. Executive Chairman, Merchant Partners Asset Management Limited 2. Executive Chairman, Merchant Partners Securities Public Company Limited 3. Director, National Power Supplies Public Company Limited
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Audit and Corporate Governance Committee	5/5 times
The Nomination Committee	2/2 times
The Remuneration Committee	2/2 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2021</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/services, money borrowing or lending	Nil

## Profile of Independent Director for Shareholders' Proxies



<b>Name</b>	<b>MR. KRIS THIRAKAOSAL</b>
<b>Age</b>	45 years
<b>Nationality</b>	Thai
<b>Education</b>	Master of science in Electronic Commerce, Claremont Graduate University Master of art in Economics, Claremont Graduate University Bachelor of Engineering in Industrial Engineering, Thammasat University

### Director Trainings

• 2018	<b>Graduate member of Thai Institute of Directors (IOD)</b> Investment for Creating Sustainable Wealth
• 2013	Director Certification Program (DCP 168/2013) <b>Chula Unisearch, Chulalongkorn University</b>
• 2012	Bhumipalung Phandin for Top Executives, Chulalongkorn University <b>Commerce Academy, University of the Thai Chamber of Commerce</b>
• 2012	Top Executive Program in Commerce and Trade (TEPCoT)

### Work Experience

• 2013 - Present	Independent Director   Audit and Corporate Governance Committee Member   Nomination Committee Member   Remuneration Committee Member
• 2012 - 2013	Independent Director   Audit and Corporate Governance Committee Member <b>Christiani &amp; Nielsen (Thai) Public Company Limited</b>
• 2019 - Present	Managing Director, <b>Golden Triangle Group Co., Ltd.</b>
• 2018 – 2020	Independent Director, Audit and Corporate Governance Committee Member, Chairman of Nomination Committee and Chairman of Remuneration Committee, <b>Raimon Land Public Company Limited</b>
• 2018 - 2019	Chief Business Development Officer, <b>BCPR Company Limited</b>
• 2014 – 2020	Commercial Director, <b>NIDO Petroleum Limited</b>
• 2010 - 2014	Chairman, <b>Inova Co., Ltd.</b>
• 2008 - 2014	Managing Director, <b>Thai-Australian Resources</b>
• 2007 - 2015	Managing Director, <b>Imail Global (Thailand)</b>
• 2005 - 2015	Executive Director, <b>General outsourcing</b>
• 2005 - 2010	Managing Director, <b>Songnam Co., Ltd.</b>
• 2004 - 2005	Associate Director, <b>Ness Consulting</b>

### Occupation

Managing Director, Golden Triangle Group Co., Ltd.





**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies: Managing Director, Golden Triangle Group Co., Ltd.
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	4/6 times
The Audit and Corporate Governance Committee	3/5 times
The Nomination Committee	2/2 times
The Remuneration Committee	2/2 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2021</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/services, money borrowing or lending	Nil

**Profile of Independent Director for Shareholders' Proxies**



**Name** MR. SUPHON TUBTIMCHAROON

**Age** 71 years

**Nationality** Thai

**Education** Bachelor of Engineering, Civil Engineering, Mapua Institute of Technology, Philippines  
Diploma in Highway Engineering, KMITL

**Director Trainings**

•2009

**Capital Market Academy (CMA)**

Capital Market Academy Executive Leadership Program Class 9

•2005

**Graduate member of Thai Institute of Directors (IOD)**

Director Certification Program (DCP) Class 61

**Work Experience**

• Dec, 2015 - Present

Independent Director,

**Christiani & Nielsen (Thai) Public Company Limited**

Director, **International Chamber of Commerce - ICC**

• 2011 - 2014

Director, **Bangchak Petroleum Public Company Limited**

• 2012 - 2013

Director, **Thai Paraxylene Company Limited**

• 2011 - 2013

Director, **Thaioil Power Company Limited**

• 2011 - 2012

Director, **Thaioil Energy Solutions Company Limited**

• 2009 - 2012

Director, **Independent Power Thailand Company Limited**

• 2009 - 2011

Director, **Thai Paraxylene Company Limited**

Executive Vice President, Petrochemicals & Refining Business Unit,

**PTT Public Company Limited**

• 2006 - 2009

Executive Vice President, Petrochemicals & Refining Business Unit,

**PTT Public Company Limited**

Executive Vice President, Organization Division, **IRPC Public Company Limited**

Managing Director, **IRPC A&L Public Company Limited**

Director, **PTT Polymer Marketing Company Limited**

• 2005 - 2006

Executive Vice President, Petrochemicals & Refining Business Unit,

**PTT Public Company Limited**

Senior Executive Vice President, Commercial Division,

**PTT Chemical Public Company Limited**

Director, **PTT Polyethylene Company Limited**

Director, **PTT Phenol Company Limited**

Director, **PTT Utility Company Limited**

Senior Executive Vice President, Development and Support organization,

**National Petrochemical PCL**

• 2003 - 2005

Executive Vice President, Petrochemicals & Refining Business Unit,

**PTT Public Company Limited**

**Occupation**

Independent Director  
Christiani & Nielsen (Thai) Public Company Limited

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2021**

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2021</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been a professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/services, money borrowing or lending	Nil



## แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

Duty Stamp
Baht 20
ติดอากรแสตมป์
20 บาท

**Proxy Form**  
**Form B. (with specific details)**

เขียนที่

Made at

 วันที่  
 Date

 เดือน  
 Month

 พ.ศ.  
 Year

 (1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
 I/We \_\_\_\_\_ nationality: \_\_\_\_\_ residing/located at No \_\_\_\_\_

 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
 Road, \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_

 (2) เป็นผู้ถือหุ้นของบริษัท **คริสเตียนีและนีลสัน (ไทย)** จำกัด (มหาชน)  
 being a shareholder of **Christiani & Nielsen (Thai)** Public Company Limited

 โฉนดถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 holding \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes; and  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 preferred shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes,

 (3) ขอมอบฉันทะให้ I/we wish to appoint \_\_\_\_\_  
 (โปรดทราเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / Please tick in front of only one Proxy)

 1. \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Age \_\_\_\_\_ years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at \_\_\_\_\_ Road, \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_

 2. **นายสันติ กระจ่างเนตร** อายุ 77 ปี  
**MR. SANTI GRACHANGNETARA** age 77 years  
 อยู่บ้านเลขที่ 727 ถนน **ลาซาล** ตำบล/แขวง **บางนาใต้**  
 Residing at 727 Road, **La Salle** Tambol/Kwaeng **Bangna Tai**  
 อำเภอ/เขต **บางนา** จังหวัด **กรุงเทพฯ** รหัสไปรษณีย์ **10260** หรือ \_\_\_\_\_  
 Amphur/Khet **Bangna** Province **Bangkok** Postal Code **10260** or \_\_\_\_\_

 3. **นายเกษมสิทธิ์ ปฐมศักดิ์** อายุ 51 ปี  
**MR. KASEMSIT PATHOMSAK** age 51 years  
 อยู่บ้านเลขที่ 727 ถนน **ลาซาล** ตำบล/แขวง **บางนาใต้**  
 Residing at 727 Road, **La Salle** Tambol/Kwaeng **Bangna Tai**  
 อำเภอ/เขต **บางนา** จังหวัด **กรุงเทพฯ** รหัสไปรษณีย์ **10260** หรือ \_\_\_\_\_  
 Amphur/Khet **Bangna** Province **Bangkok** Postal Code **10260** or \_\_\_\_\_


<input type="checkbox"/>	4.	<b>นายกฤษณ์ ธีรกาศลย์</b>				อายุ	45	ปี
		<b>MR. KRIS THIRAKAOSAL</b>				age	45	years
อยู่บ้านเลขที่	<u>727</u>	ถนน	<u>ลาซาล</u>	ตำบล/แขวง	<u>บางนาใต้</u>			
Residing at	<u>727</u>	Road,	<u>La Salle</u>	Tambol/Kwaeng	<u>Bangna Tai</u>			
อำเภอ/เขต	<u>บางนา</u>	จังหวัด	<u>กรุงเทพฯ</u>	รหัสไปรษณีย์	<u>10260</u>	หรือ		
Amphur/Khet	<u>Bangna</u>	Province	<u>Bangkok</u>	Postal Code	<u>10260</u>	Or		

<input type="checkbox"/>	5.	<b>นายสุพล ทับทิมจรรยา</b>				อายุ	71	ปี
		<b>MR. SUPHON TUBTIMCHAROON</b>				age	71	years
อยู่บ้านเลขที่	<u>727</u>	ถนน	<u>ลาซาล</u>	ตำบล/แขวง	<u>บางนาใต้</u>			
Residing at	<u>727</u>	Road,	<u>La Salle</u>	Tambol/Kwaeng	<u>Bangna Tai</u>			
อำเภอ/เขต	<u>บางนา</u>	จังหวัด	<u>กรุงเทพฯ</u>	รหัสไปรษณีย์	<u>10260</u>	หรือ		
Amphur/Khet	<u>Bangna</u>	Province	<u>Bangkok</u>	Postal Code	<u>10260</u>	or		

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญประจำปี  
to be my/our proxy to attend and vote on my/our behalf at Annual General Meeting of  
ผู้ถือหุ้น ครั้งที่ 89 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 21 เมษายน 2565 เวลา 10.30 น.  
Shareholders no. 89 by electronic means (E-AGM) to be held on 21 April 2022 Time 10.30 a.m.  
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 88 ซึ่งได้จัดขึ้นในวันที่ 21 เมษายน 2564

**Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 88 held on 21 April 2021**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 2 รับทราบรายงานประจำปี 2564 ของคณะกรรมการบริษัท

**Agenda 2 To acknowledge the Board of Directors' Report for year 2021.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2564 สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาต

**Agenda 3 To consider and approve the Company's Audited Financial Statements for the year ended 31 December 2021.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

**วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรและจ่ายเงินปันผลประจำปี 2564**

**Agenda 4 To consider and approve the allocation of profit and the dividend payment for the year 2021.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

**วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการใหม่ (นางเรณูชา ชาร์มา) แทนนางน้ำผึ้ง วงศ์สมิทธิ  
กรรมการอิสระที่ลาออกเมื่อวันที่ 4 มกราคม 2565 โดยมีผลตั้งแต่วันที่ 1 กุมภาพันธ์ 2565**

**Agenda 5 To consider and approve the appointment of a new director (Ms. Renuka Sharma) to replace Ms. Nampung Wongsmith Independent director who resigned on January 4, 2022, effective February 1, 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

**วาระที่ 6 พิจารณานุมัติการแต่งตั้งกรรมการของบริษัทที่ถึงกำหนดออกตามวาระกลับเข้าดำรงตำแหน่ง**

**Agenda 6 To consider and approve the re-appointment of the directors who will retire by rotation.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

การแต่งตั้งกรรมการทั้งหมด

Approve the appointment of all directors

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain



การแต่งตั้งกรรมการเป็นรายบุคคล

Approve the appointment of certain directors

1. ชื่อกรรมการ นายคุชรู คาลี วาเดีย  
Name of the director MR. KHUSHROO KALI WADIA
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
2. ชื่อกรรมการ นายจอห์น สก็อต ไฮเน็ค  
Name of the director MR. JOHN SCOTT HEINECKE
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ นายสุริยนต์ ตู้จินดา  
Name of the director MR. SURIYON TUCHINDA
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2565

**Agenda 7 To consider and approve the remuneration of directors for the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2565

**Agenda 8 To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain



- วาระที่ 9 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 75,000,000 บาท จากทุนจดทะเบียนเดิมจำนวน 1,102,904,144 บาท เป็นทุนจดทะเบียนใหม่จำนวน 1,027,904,144 บาท โดยการตัดหุ้นสามัญที่ได้จดทะเบียนไว้แล้วแต่ยังมีได้จำหน่ายออกจำนวน 75,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท พร้อมทั้งการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

**Agenda 9 To consider and approve the reduction of the Company's registered capital in the amount of Baht 75,000,000 from Baht 1,102,904,144 to Baht 1,027,904,144 by cancelling 75,000,000 unissued shares at Baht 1 par value per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายให้แก่บุคคลในวงจำกัด จำนวน 75,000,000 บาท จากทุนจดทะเบียนเดิมจำนวน 1,027,904,144 บาท เป็นทุนจดทะเบียนใหม่จำนวน 1,102,904,144 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 75,000,000 หุ้น ซึ่งมีมูลค่าที่ตราไว้หุ้นละ 1 บาท พร้อมทั้งการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

**Agenda 10 To consider and approve the increase of the Company's registered capital by means of General Mandate to specific investors by way of private placement in the amount of Baht 75,000,000 from Baht 1,027,904,144 to Baht 1,102,904,144 by issuing 75,000,000 new ordinary shares at Baht 1 par value per share and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain



วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 75,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่บุคคลในวงจำกัด และการมอบอำนาจให้คณะกรรมการบริษัทฯ สำหรับการจัดสรรหุ้นสามัญเพิ่มทุน

**Agenda 11 To consider and approve the allocation of not exceeding 75,000,000 new ordinary shares at Baht 1 par value per share by means of General Mandate to specific investors by way of private placement and authorization of the Board of Directors for the allocation.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

I/we do not grant for any voting in any Agenda item that may be different from specifying in the proxy.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we did not indicate nor clearly specify my/our voting instructions in any Agenda item or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signed ( ) Grantor

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed ( ) Proxy

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed ( ) Proxy

- หมายเหตุ**  
**Remarks**
- 1 ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall grant a proxy to only one person. The number of shares held by a shareholder shall not be divided into several portions and granted to more than one proxy in order to divide the votes.
  - 2 วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
A proxy granted for the appointment of directors may be made for any particular director (s) or for all directors to be elected.
  - 3 ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
Any addition Agenda item other than specified above can be specified in the attachment to the proxy form (form B).
  - 4 กรรมการอิสระที่บริษัทฯ กำหนดให้เป็นผู้รับมอบฉันทะจากผู้ถือหุ้น ไม่มีมีส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ยกเว้นวาระที่ 7 ค่าตอบแทนกรรมการ  
Independent directors may be appointed as a grantee, as specify in this form, have no gain and loss in any Agenda item except in Agenda7 Remuneration of Directors.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.  
Attachment to Proxy Form (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท

คริสเตียนีและนิลสัน (ไทย)

จำกัด (มหาชน)

A proxy is granted by a shareholder of

Christiani & Nielsen (Thai)

Public Company Limited

ในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 89 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 21 เมษายน 2565 เวลา 10.30 น.

For Annual General Meeting of Shareholders no. 89 by electronic means (E-AGM) to be held on 21 April 2022 time 10.30 a.m.

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

or such other date, time and place as may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda re: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda re: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda re: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

ลงลายมือชื่อ

Signed

วันที่

( \_\_\_\_\_ )

ผู้มอบฉันทะ

Grantor

ลงลายมือชื่อ

Signed

วันที่

( \_\_\_\_\_ )

ผู้รับมอบฉันทะ

Proxy

Date:





CHRISTIANI &amp; NIELSEN

## **Articles of Association Re: Shareholders Meeting**

### **Chapter III** **Shareholders' Meeting**

**Article 9.** “A general shareholders' meeting shall be called by the Board of Directors at least once a year. This meeting shall be called "Annual General Meeting". Such general meeting shall be held within four months from the end of accounting period of the Company. Any other shareholders' meeting shall be called "Extraordinary General Meeting”.

The Board of Directors may summon an extraordinary meeting whenever the Board thinks fit or when the shareholders holding not less than ten percent of total issued shares gather their names to make a written request for the Board of Directors to summon an extraordinary shareholders' meeting. Such letter shall clearly specify agenda of the meeting and reasoning for summoning such meeting. The Board of Directors shall accordingly hold a meeting of shareholders within 45 days of the date of receipt of such request from the shareholders.

In the event that the Board of Directors does not hold a shareholders' meeting within the period prescribed in the previous paragraph, the shareholders who made the request or any other shareholders with the required aggregate number of shareholding may call a shareholders' meeting within 45 days of the end of the aforementioned period. This meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors. The Company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of any shareholders' meeting summoned by the shareholders as prescribed in paragraph 3 of this Article is not formed in accordance with the Articles of Association of the Company, all the shareholders who called the meeting as prescribed in in paragraph 3 of this Article shall jointly reimburse the Company the necessary costs incurred for holding such meeting.”

**Article 10.** A notice summoning every general meeting shall be sent to all shareholders whose names appear in the share register as of the date the notice is sent and to the registrar, at least seven (7) days prior to the meeting. The notice shall be sent by registered mail or airmail and shall indicate the place, date and time of the meeting, the agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details, with clear indication whether they be submitted just for information, for approval or for consideration, including opinion of the Board of Directors. The notice summoning the meeting shall be advertised in a newspaper for three (3) consecutive days, at least three days prior to the meeting.

The designation of the place of the meeting of shareholders to be in any area or province within the Kingdom shall be made at the disposal of the directors and the place shall be specified in the notice.

**Article 11.** A shareholder who according to the share register of the company is domiciled outside of Thailand may appoint a proxy by cablegram, telegram or telex, and



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the same shall be accepted if it purports to be sent by that shareholder. The appointment of a proxy by cablegram, telegram or telex shall be confirmed in a reasonable time by an instrument duly executed by that shareholder. Subject to the foregoing, instrument appointing proxies shall be in such form and be executed subject to the relevant provisions of the law.

**Article 12.** At a shareholders' meeting there shall be not less than twenty five (25) shareholders including proxies (if any) or not less than half of the total number of shareholders and holding altogether not less than one-third of the total issued shares attending the meeting to constitute a quorum.

In case it appears that at any shareholders' meeting if within one hour after the time appointed for the meeting the quorum prescribed is not present, 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 and a notice summoning the meeting shall be sent to the shareholders not less than seven (7) days before the meeting and at such subsequent meeting no quorum shall be necessary.

**Article 13.** In casting votes at a general meeting, whether on a show of hands or on a poll, each shareholders shall have one vote for each share of which he is the holder.

#### **Chapter IV** **Directors**

**Article 14.** A Director need not be a shareholder in the Company.

**Article 15.** Except as provided in Article 28, the shareholders' meeting shall elect the directors with the following procedures:-

- (1) A shareholder shall have votes equal to the number of shares held by him.
- (2) Each shareholder shall apply all the votes he has according to (1) in the election of one or more directors but shall not be permitted to share or split the votes in the said election.
- (3) The persons receiving respective votes from the highest votes downwards shall be the elected directors equal to the number of directors permitted or to be then elected. In the event that the elected directors in the lower order have equal votes and the number is in excess of the number permitted or to be then elected, the chairman of the meeting shall have a casting vote.

**Article 16.** At every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire. The retiring director may be re-elected.

**Article 17.** The Company Directors shall be five (5) in number and not less than half of the total number of directors shall have residence within the Kingdom.

**Article 18.** Apart from retirement by rotation, the directors shall vacate office upon:

- (a) Death;
- (b) Resignation;



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- (c) Loss of qualifications or disqualification under Section 68 of Public Limited Company Act, B.E. 2535;
- (d) Removal by resolution of the shareholders' meeting passed under Article 19;
- (e) Removal by a court order.

**Article 19.** The shareholders' meeting may pass a resolution removing any director prior to retirement by a vote of not less than three-fourths of the shareholders attending the meeting and having the rights to vote and having shares collectively at not less than half of the number of shares held by shareholders attending the meeting and having the voting rights.

**Article 26.** The Company's authorized Directors, whose joint signatures with the Company's seal shall bind the Company, shall be any two Directors designated by the Board of Directors or by a general meeting of shareholders.

**Article 27.** Any director wishing to resign from his office shall submit his resignation letter to the Company and the resignation shall be effective on the date the resignation letter reaches the Company.

**Article 28.** In case a directorship becomes vacant for reasons other than retirement by rotation, the Board of Directors shall elect a person who has the qualifications and who is not disqualified under Section 68 of Public Limited Company Act B.E. 2535 as replacement at the following meeting of the Board of Directors, unless the remaining duration of the director's term of office is less than two months. The replacing director shall hold office for the remaining term of office of the director whom he replaces.

The resolution of the Board of Directors under the first paragraph shall be supported by vote of not less than three-fourths of the remaining directors.

**Privacy Notice for the Annual General Meeting of Shareholders No. 89  
of  
Christiani & Nielsen (Thai) Public Company Limited**

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Christiani & Nielsen (Thai) Public Company Limited (the “Company”), as the Data Controller (as defined the Personal Data Protection Act, B.E. 2562 (“PDPA”)), believes that data privacy of its individual stakeholders including shareholders & their proxies, directors, legal counsel, auditors and other meeting attendees (the “Data Subjects”) is important and should be treated with utmost care. The Company announced its [Personal Data Protection Policy](#) (“Policy”) on 1<sup>st</sup> March 2022, which adheres to the PDPA by way of prescribing the Company’s process of data collection, use and disclosure, and other rights of Data Subjects. The Data Subjects can learn more about the Policy on the Company’s website per the given above or the QR Code in this Notice.

This Privacy Notice is for the Data Subjects’ acknowledgement of the details of the collection, use and disclosure of Personal Data (as defined in the Policy) of the Data Subjects in relation to the Annual Meeting of Shareholders No. 89 (“AGM”). It is necessary for the Company to collect and/or use Data of the Data Subjects (e.g., name, surname, address, telephone number, photo, shareholders number, email address, IP address etc.) for the AGM that is submitted to the Company.

**1. Purpose of collection, use and disclosure of Personal Data:**

The Company may collect, use or disclose Personal Data of the Data Subjects in accordance with the purpose and the legal basis as follows:

**1.1 Legal Obligations**

The Company may collect and use Personal Data of the Data Subjects for the purpose of summoning, arranging, and conducting the AGM including verifying identity and the right of the Data Subject for attendance at the AGM and for carrying out any actions (including dividend payments) according to the AGM agenda and the relevant laws and regulations.

**1.2 Legitimate Interests**

The Company may collect and use Personal Data of the Data Subjects for the purpose of preparing the minutes of the AGM, and keeping the records of the AGM including the attendance as well as any other activities in relation to the AGM.

The Company may take photographs, voice recordings, and video recordings during the AGM, which may contain Personal Data of the Data Subjects for the purpose of recording, reporting, and/or publicizing such records on the Company’s website.

**2. Sources of Personal Data:**

The Company collects Personal Data of the Data Subjects directly from the Data Subjects. The Company may also acquire Personal Data of the Data Subjects from credible third parties such as Thailand Securities Depository Co., Ltd. (TSD) and/or securities companies.

**3. Disclosure of Personal Data:**

The Company may disclose Personal Data of the Data Subjects as required by laws and/or regulations. The Company may disclose Personal Data of the Data Subjects to a third party which is involved in organizing the AGM including but not limited to an electronic meeting platform provider and/or a mailing service provider.

The Company discloses the minutes of the AGM which contain Personal Data of the Data Subjects to the relevant authorities, and also discloses the minutes, the photographs, and the video recordings of the AGM on its website.

The Company ensures that such disclosure shall be only to the extent necessary.

**4. Retention of Personal Data:**

The Company may keep Personal Data of the Data Subjects so long as it is necessary for the accomplishment of the objectives as stated above. In this regard, the Company expects to keep Personal Data of the Data Subjects for a period of 10 years from the date of receiving the Personal Data. The Company will destroy or anonymize such data after the said period.

**5. Right of Data Subjects:**

Data Subjects are entitled to request any action regarding their Personal Data such as Right to Withdraw Consent, Right of Access, Right to Rectification, Right to Erasure, Right to Restriction of Processing, Right to Data Portability, and Right to Object. Data Subjects may exercise any of the said actions in accordance with the Company's Personal Data Protection Policy.

**6. Contact Information:****Data Controller:****Christiani & Nielsen (Thai) Public Company Limited**

☎ + 66 2 338 8000      ✉ cnt@cn-thai.co.th

**Data Protection Officer:****Mr. Surasak Osathanugraha**

☎ +66 2 338 8100      ✉ surasakos@cn-thai.co.th

Learn more about your rights as a Data Subject  
in our **Personal Data Protection Policy**







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**Request for the Company's 2021 Annual Report (hard copy)**

To: Shareholders  
Christiani & Nielsen (Thai) Public Company Limited

Please be informed that if you would like to request for the Company's 2021 Annual Report (hard copy), kindly fill out the information below and send this request to the fax number +66 2 338 8090, the Company will deliver it to you by mail.

Name of shareholders: \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone number : \_\_\_\_\_

Or you may directly contact the Company at:

**Christiani & Nielsen (Thai) Public Company Limited**

727 La Salle Road

Bangna Tai, Bangna District,

Bangkok 10260

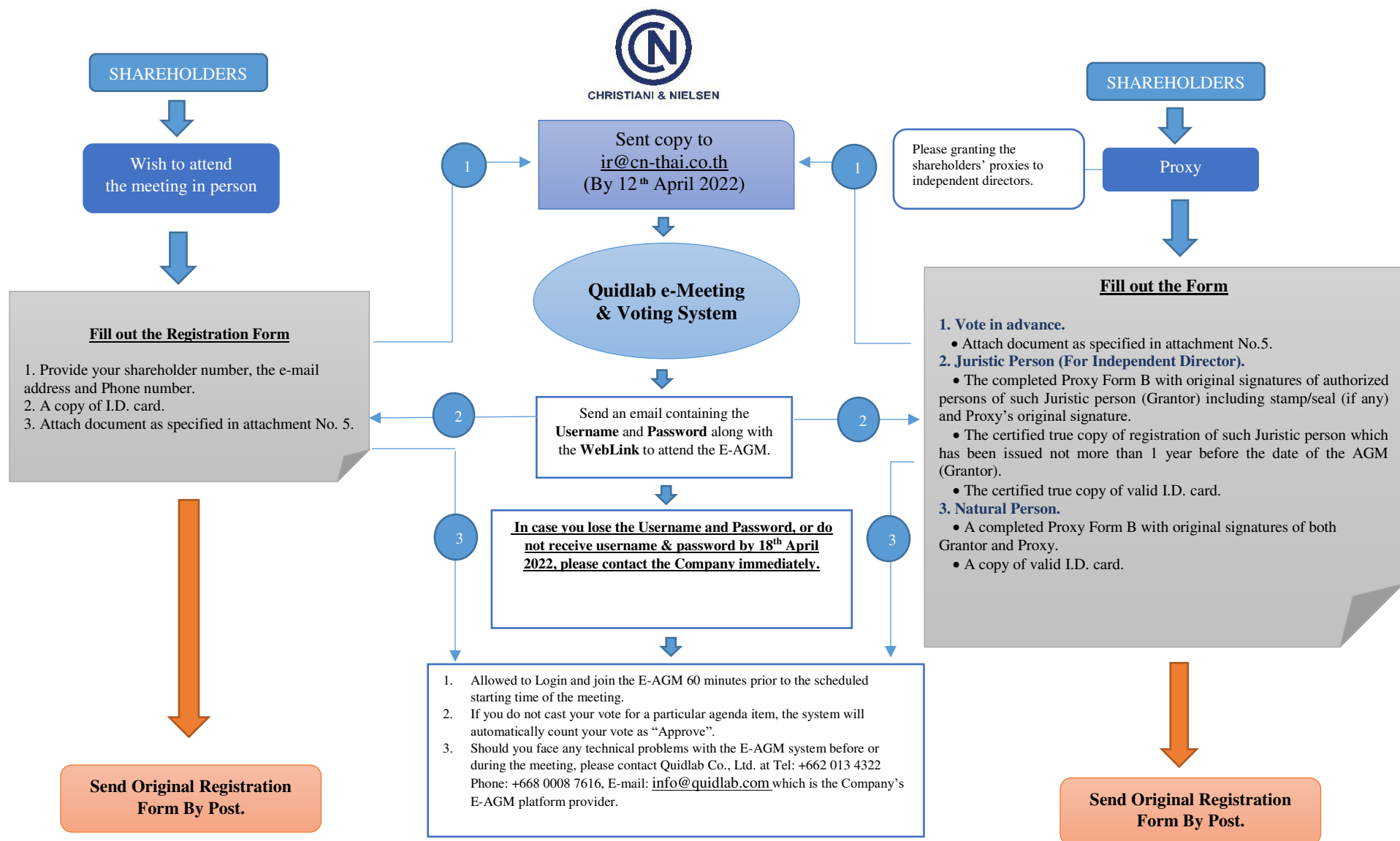
Tel. +66 2 338 8000

Contact person: Ms. Orawan Chaipetch Ext. 8039





## AGM 2022 Flowchart for attending the Meeting by electronic means (E-AGM)



### How to ask question in advance

- E-mail: [ir@cn-thai.co.th](mailto:ir@cn-thai.co.th)
- Tel: +662 338 8077 / +662 338 8079
- Address: Investor Relations  
727 La Salle Road, Bangna Tai, Bangna District,  
Bangkok 10260.

### How to Vote

1. After login, Shareholder can click on Vote Link menu to Disapprove or Abstain if does not wish to approve any agenda.
2. Click on Ask Question or Send Audio link to ask question, if any.

### How to install Quidlab e-Meeting & Voting System application

Quidlab E-AGM system does not require any software or App installation. It works with latest browsers.  
The email with the **username** and **password** will also include detailed instructions which we advise you to read prior to start of the meeting.



**CHRISTIANI & NIELSEN**

**CHRISTIANI & NIELSEN (THAI) PUBLIC COMPANY LIMITED**

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