



CHRISTIANI & NIELSEN

ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 90

Christiani & Nielsen (Thai) Public Company Limited

On Friday, 21 April 2023 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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CHRISTIANI & NIELSEN



Ref. CNT/SET/005/2023

21 March 2023

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

Subject: Invitation to the Annual General Meeting of Shareholders No. 90

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 89 held on 21 April 2022.
 2. The Company's Annual Report 2022 attached to this Notice in the form of QR Code, containing financial statements for the financial year ended 31 December 2022 and auditor's report.
 3. Attachment 3 to Agenda Item No. 5.
 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 and Directors.
 8. Privacy Notice for the Annual General Meeting of Shareholders No. 90
 9. Request Form for a printed version of the 2022 Annual Report and/or this AGM Notice No. 90 (if required).
 10. E-AGM 2023 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. 90, will be held on Friday, 21 April 2023 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. 89 held on Thursday 21st April 2022.

Facts and Reasons

A copy of the Minutes of the Annual General Meeting No. 89 held on Thursday 21st April 2022, 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. 89 held on Thursday 21st April 2022 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 2022.

Facts and Reasons

The Board of Directors' Report and the operating results for year 2022 presented in the Annual Report for year 2022 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
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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 2022 should be acknowledged by the Shareholders.

3. To consider and approve the Company's Audited Financial Statements for the fiscal year ended 31 December 2022.

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 2022	Year 2021
Total assets (million Baht)	6,202	5,552
Total liabilities (million Baht)	4,553	3,626
Total shareholders' equity (million Baht)	1,649	1,926
Total revenues (million Baht)	5,348	6,199
Net loss : (million Baht)	(219)	(130)
Net loss attributable to equity holders (Baht/share)	(0.21)	(0.13)

Board's Opinion

The Shareholders should approve the Audited Financial Statements for the fiscal year ended 31 December 2022.

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 2022.

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 2022, the net loss for year 2022 is Baht 183,819,105 and according to the Company's consolidated financial statements as of 31 December 2022, the net loss for year 2022 was Baht 218,576,838. Therefore, the Board of Directors proposes no dividend payment for the year 2022.

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 2022 (Proposed year)	Year 2021 (Previous year)	Year 2020 (Previous year)
1. Net profit (loss) : (million Baht)	(183.82)	(111.65)	73.01
2. Number of shares (million shares)	1,027.904	1,027.904	1,027.904
3. Net profit (loss) : (Baht/share)	(0.18)	(0.11)	0.07
4. Total dividend payment (Baht/share)	Nil	Nil	0.05
4.1 Aggregate interim dividend (Baht/share)	Nil	Nil	Nil
4.2 Final dividend (Baht/share)	Nil	Nil	0.05
5. Total dividend payment (million Baht)	Nil	Nil	51.40
6. Percentage of dividend payment/share	Nil	Nil	70*

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

Board's Opinion

The Shareholders should approve no dividend payment for the year 2022.

Voting Required

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

5. 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 2022 to 31 December 2022. 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 as below:

No	Name	Position(s)	Period holding Director's position as of the AGM No. 90	Period holding Director's position as of the AGM No. 93
1	Mr. Santi Grachangnetara	Independent Director Chairman of the Board of Directors	15 years	18 years
2	Mr. Surasak Osathanugraha	Director and Company Secretary Assistant to Managing Director (Finance and Accounting)* Executive Director Executive Committee Member Sustainability and Risk Management Committee Member	14 years	17 years
3	Mr. Suphon Tubtimcharoon	Independent Director	8 years	11 years
4	Mr. Vites Rattanakorn	Director Operations Director Executive Director Executive Committee Member Sustainability and Risk Management Committee Member	6 years	9 years

Mr. Santi Grachangnetara and Mr. Suphon Tubtimcharoon who retire by rotation, have excused themselves for re-appointment at the AGM No. 90, due to personal reasons. The Board of Directors would like to express its gratitude and appreciation for their valuable contributions during their tenure. Therefore, only Mr. Surasak Osathanugraha and Mr. Vites Rattanakorn are hereby nominated for re-election.

The Nomination Committee has considered the knowledge, experience and past performance as Director and capability of the candidates for nomination including the number and qualification of Directors. The Board of Directors, on the recommendation of the Nomination Committee, is of the opinion that the above two (2) directors are eligible to be, and should be, nominated for re-election.

1. Mr. Surasak Osathanugraha Director and Company Secretary
Assistant to Managing Director (Finance and Accounting)
Executive Director
Executive Committee Member
Sustainability and Risk Management Committee Member
2. Mr. Vites Rattanakorn Director
Operations Director
Executive Director | Executive Committee Member
Sustainability and Risk Management Committee Member

The above two (2) directors are mature and widely experienced. 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 two (2) directors, records of their attendance at the Board of Directors' meetings are attached as **Attachment 3**.

Board's Opinion

The Board of Directors after having considered the above two (2) directors' profiles (as enclosed) recommends that the following two (2) directors who are due to be retired by rotation be re-elected as they are competent and of benefit to the Company.

1. Mr. Surasak Osathanugraha Director and Company Secretary
Assistant to Managing Director (Finance and Accounting)
Executive Director
Executive Committee Member
Sustainability and Risk Management Committee Member

2. Mr. Vites Rattanakorn Director
Operations Director
Executive Director I Executive Committee Member
Sustainability and Risk Management Committee Member

Voting Required

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

6. To consider and approve the remuneration of Directors for the year 2023.

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 2022 is provided on pages 150-153 of the 2022 Annual Report.

The Board of Directors of the Company has resolved no change in the remuneration this year and set the remuneration, meeting allowance and bonus for directors for year 2023 as follows:

1. 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.

2. 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



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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 2023 and 2022.

Description	(Unit ; Baht)							
	Meeting Allowance				Remuneration		Bonus	
	Director		Director of Audit and Corporate Governance					
	Baht/Attendance/Person		Baht/Attendance/Person		Baht/Month/Person			
Year	2023 (Proposed year)	2022	2023 (Proposed year)	2022	2023 (Proposed year)	2022	2023 (Proposed year)	2022
1.Chairman of the Board	60,000	60,000	-	-	20,000	20,000	2% of cash	2% of cash
2.Director	30,000	30,000	-	-	10,000	10,000	dividend	dividend
3.Chairman of Audit and Corporate Governance	30,000	30,000	60,000	60,000	30,000	30,000	payment in prior year	payment in prior year
4.Member of audit and Corporate governance Committee	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	-	-	-	-	-	-		

Note: After the AGM, The Company's Board of Directors will consist of 10 Directors (from 12 presently until the AGM No. 90) including 3 Audit & Corporate Governance Committee Members and 4 Independent Directors

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 not less than two-thirds (2/3) of the total number of votes of the Shareholders attending the AGM and being eligible to vote.

7. To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2023.

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 2023.

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 2023, 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 2023 is Baht 2,750,000 excluding any out-of-pocket expenses, which is the same as that of year 2022.. 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 year.

	<u>Year 2023</u> (Proposed year)	<u>Year 2022</u>
Audit Fee	2,750,000	2,750,000
Non Audit Fee	-	-
Total	<u>2,750,000</u>	<u>2,750,000</u>

The three proposed auditors for year 2023 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 2023 and the proposed audit fees.

Voting Required

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

8. 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. 9 and Agenda Item No. 10 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.89 held on 21 April 2022.

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.

- 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 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. 8 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 (27 February 2023). 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



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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.

10. 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. 9 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:

- 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. 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 13 March 2023.

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 Directors, to attend and vote on their behalf:



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- 1) Mr. Kasemsit Pathomsak, Independent Director, Age: 52 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 2) Mr. Kris Thirakaosal, Independent Director, Age: 46 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 3) Mr. Suriyon Tuchinda, Independent Director, Age: 65 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 4) Ms. Renuka Diwali Sharma, Independent Director, Age: 42 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 12th April 2023** via email or mail to the following address:

- By e-mail: 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 2022 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 2022 Annual Report at the following link, apart from the QR Code attached to this Notice:

<https://cnt.listedcompany.com/misc/one-report/20230315-cnt-or2022-en-02.pdf>

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

(Mr. Surasak Osathanugraha)
Director and Company Secretary



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(Translation)

Minutes of the Annual General Meeting of Shareholders No. 89 Christiani & Nielsen (Thai) Public Company Limited

Time and Place

Held on 21 April 2022 at 10:30 a.m. via electronic devices (E-AGM).

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 following.

- To reduce and prevent the chance of the spreading of Coronavirus Disease (COVID-19), the Board of Directors Meeting no. 461 held on 28 February 2022 resolved to hold this AGM via electronic media (e-Meeting or E-AGM). The Meeting is being held in compliance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and is in accordance with all the measures, regulations and laws related to the meeting via electronic media. The E-AGM is organized by Quidlab Company Limited who are certified for e-Meeting by The Electronic Transactions Development Agency (ETDA). The Meeting is also strictly in compliance with the guideline of Department of Disease Control regarding the prevention and control of Corona Virus 2019 (COVID-19) for meetings and seminars.
- 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 2022 (AGM) via Company's website during 1 October 2021 to 31 December 2021. No Agenda items were proposed by any Shareholder, and the Board resolved to fix the Agenda of the AGM with 11 Agenda items and set the Record Date to determine the list of shareholders who are eligible to attend the AGM 2022 on 14 March 2022.
- The Company published the Invitation Letter to Shareholders Meeting No. 89, on Company's website since 21 March 2022 which is in advance of the meeting date. The short form of notice of the meeting in which shareholders can access the full details including Annual Report via QR Code were sent to shareholders on 31 March 2022. The shareholders can also send questions in advance.
- To promote the shareholders' right to attend the meeting, the Company has encouraged 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.

Chairman asked **Mr. Surasak Osathanugraha**, Director (Finance & Accounting), Assistant to Managing Director, Risk Management Committee Member, Executive Committee Member and Company Secretary to introduce Chairman of Sub-committees, independent directors, directors, management, external auditor, legal advisor and translator who attend the meeting. Mr. Surasak will also inform further about meeting regulations, voting procedures and vote casting.

Mr. Surasak informed the meeting as follows:

- The Company's Board of Directors consists of 12 Directors. 1 Independent Director, Audit and CG Member and Chairperson of the Risk Management Committee, resigned from the Board effective 1 February 2022, before the end of her term. As a result, there are 11 Directors on the Board. The Nomination Committee considered and proposed to the Shareholder's approval the appointment of the Independent Director's replacement in Agenda item no. 5 at this Meeting.
- 11 Directors are attending the meeting electronically via electronic devices, representing 100% of the Board.

Independent Directors, Chairmen and Members of Sub-committees

Mr. Kasemsit Pathomsak	Independent Director Chairman of Audit & Corporate Governance Committee Chairman of Nomination Committee and Chairman of Remuneration Committee
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

Directors

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

Mr. Ishaan Shah Director | Executive Committee Member

Mr. John Scott Heinecke Director

Directors and Executive Directors (Management)

Mr. Khushroo Kali Wadia Director | Managing Director | Risk Management Committee Member and Executive Committee Member

Mr. Surasak Osathanugraha Director (Finance and Accounting) | Assistant to Managing Director | Risk Management Committee Member | Executive Committee Member and Company Secretary

Mr. Vites Ratanakorn Director | Operations Director and Executive Committee Member

Auditor

Miss Patcharawan Kunarangsi Certified Public Accountant No. 6650
EY Office Limited

Legal Advisor

Ms. Nutchra Phongpaiboon Suthee Phongpaiboon Law Office

Translator

Dr. Chanuntorn Katasaenee

Meeting Regulations

1. Meeting Regulations

1.1 Shareholders can download the registration and use of Quidlab E-meeting & Voting System via e-mail or download from http://www.cn-thai.co.th/investor_en.php. Shareholders and proxy holders attending via e-Meeting, after registration in the Quidlab E-meeting & Voting System and successfully completed the authentication process. Additional questions or issues on each agenda item can be sent via Quidlab E-meeting & Voting system in Real Time.

1.2 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 item and will allow shareholders to ask questions before voting on that agenda. In case shareholders/proxies wish to ask questions or express opinions, 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 send a voice message with the name of the proxy to the meeting as additional information). After all questions received in the Chat Box are answered, shareholders can ask the questions orally by pressing the "hand" button. Shareholders will be allowed to open the camera and microphone to ask the questions in queue. Any shareholders who have questions which do not correspond to the current agenda items that are being considered, please wait for the final part of the meeting.

1.3 In each Agenda item, Chairman will propose to the meeting to consider and vote on each agenda item, and 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 & Voting System for staff to deduct the votes in the said agenda. In this regard, shareholders, who do not submit their requests, will be considered to have voted as approving the said agenda item.

2. Voting Procedures

2.1 Agenda item nos. 1 to 11 (except Agenda item no. 2 which 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 sent to the Shareholders. The system will automatically count the votes and report the votes on the screen.

- 2.2 One shareholder will have one vote. If no one casts a vote for disapproval or abstention, the Agenda item is then considered approved.
3. In counting the Votes, Disapprove and Abstain Votes shall be deducted from total Votes. Votes in accordance with the Proxy Form B. (with specific details) received before the meeting are recorded in the Quidlab E-meeting & Voting System. 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 in to Quidlab E-meeting & Voting System to attend the meeting. The number of shareholders and proxy holders may vary in each Agenda item.
 5. For Agenda item nos. 5 and 6, Appointment of Company's directors, Shareholders will cast the vote for approval, disapproval or abstention, and the Company will count each vote for each Director separately for each Director.
 6. The resolution of the following Agenda items shall be as follows:
Agenda item no. 7 - Director's and Audit and Corporate Governance Committee's remuneration, the approved votes must not be less than 2/3rd of shareholders who are attending the Meeting and eligible to vote.
Agenda item nos. 9 and 10 - the approved votes must not be less than 3/4th of shareholders who are attending the Meeting and eligible to vote.
Other Agenda items - approved by the majority votes of shareholders who are attending the Meeting and casting their votes.
 7. Any Shareholder who would like to ask a question or needs clarification from directors or management, the Shareholder should follow the guidelines for E-AGM no. 1.2 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, Ms. Nuttcha Phongpaiboon from Suthee Phongpaiboon Law Office will be the witness for vote counting (Inspector) to ensure the transparency in accordance with law and company's Articles of Association by checking 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. 89 and announced that there were 34 Shareholders present at the Meeting in person and by proxy, holding shares in aggregate of 666,646,968 shares equal to 64.8550 percent of the paid-up shares. The total number of shares is not less than one-third (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 announced in the Invitation Letter for AGM No. 89.

The Chairman proceeded with the Meeting as under:

Agenda item no. 1

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

The Chairman asked the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 88 held on 21 April 2021, a copy of which was attached to the Invitation Letter earlier provided to the shareholders as Attachment 1 total 23 pages from pages 13-35 (Eng. 18 pages from pages 10-27) by going through the said Minutes, 5 pages at a time. A copy of the said minutes was also 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. 88. This agenda requires majority votes of the Shareholders attended the Meeting and casting their votes.

Resolution

The Meeting approved the Minutes of the Annual General Meeting of Shareholders No. 88 held on 21 April 2021 with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	225 Votes	Equivalent to 0.0000
Abstained	82 votes	Equivalent to 0.0000
Void	0 votes	Equivalent to 0.0000
Total	666,646,968 votes	Equivalent to 100.0000

Agenda item no. 2

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

The Chairman informed the meeting that the Board of Directors' report for the year 2021 was send along with the Invitation Letter earlier provided to the shareholders.

The Chairman asked **Mr. Vites Ratanakorn** to proceed with the pictures of some projects to be followed by **Mr. Khushroo Kali Wadia** who will present the report for the year 2021.

Mr. Vites presented pictures of some projects which were constructed by the Company and completed in year 2021.

After the presentation of projects by Mr. Vites, Mr. Khushroo further presented the Company's consolidated financial statements comparing year 2021 with year 2020 as under.

Consolidated Finance Statements

Unit: Million Baht

	2021	2020	Increase (Decrease)	% Increase (Decrease)
Construction Income	6,016	7,462	(1,447)	(19.4%)
Revenue from sales and services	159	64	95	150.5%
Total Income	6,199	7,540	(1,341)	(18.0%)
Gross Profit	177	373	(197)	(52.7%)
<i>Percentage of Gross Profit</i>	2.9%	5.0%		
Expected credit losses	53	3	50	1,653.3%
Admin. Expenses	249	286	(37)	(12.9%)
<i>Percentage of Admin Exp./Total Income (Excluding Bad Debts)</i>	4.0%	3.8%		
Operating Profit (Loss)	(101)	98	(199)	(202.2%)
Profit (Loss) before income tax	(105)	82	(187)	(227.8%)
Profit (Loss) for the year	(130)	76	(206)	(271.6%)
Net Profit (Loss) per Share (Baht/Share)	(0.13)	0.07	(0.19)	(271.4%)
Total Assets	5,552	6,361	(810)	(12.7%)
Total Liabilities	3,626	4,258	(632)	(14.9%)
Shareholders' Equity	1,926	2,103	(177)	(8.4%)



Backlog as at the end of the year	12,566	11,444	1,122	9.8%
Backlog as at 31 March 2021	10,081			
Backlog as at 31 March 2022	11,718			

Mr. Khushroo further explained major highlights for the operations of the year 2021 as under.

Although we did very well in 2020 when the 1st impact of COVID pandemic was felt and continued the similarly well in the 1st and 2nd quarters of 2021, when the Government mandated shutdown of labour camps and construction sites in Bangkok area happened, our operations were badly hit in the 3rd quarter of 2021.

Thereafter, after the announcement to open the camps and sites, with the shutdown still continuing in many sites outside Bangkok area due to the spread to our workers, staff and others in many other sites, the impact was felt in the 4th quarter as well.

With the above reasons from COVID starting from the 3rd quarter of 2021 the impact thereof is still being felt and continuing till date with the recentOMICRON wave.

Construction Income in year 2021 was 6,016MB which is a decrease of 1,447MB or 19% from year 2020 at 7,462MB. Total Income was 6,200MB which is the reduction from last year at 7,540MB or the reduction of 18%. The reductions came mainly from the mandated shutdowns as explained above and since we could not immediately secure new projects as and when our old projects were completed.

Gross profit from operations was 177MB, a decrease of 197MB or 53% from last year at 373MB. The drop was due to the drop in topline revenue from reasons explained above. Unfortunately, none of our clients have paid or agreed to pay the costs associated with the shut down and therefore, we were left paying for these expenses. However, we did receive some support from government with payments through Social Security system to alleviate part of our cost burden. But obviously we could not recover all our costs and losses which finally led to the reduction in Gross Profit.

Beyond that, we have to set a provision for credit loss of about 53MB on account of a long pending case which had stopped half way because the owner did not get the financing. As of now, we are still discussing and perhaps we should be able to recover something and write back this provision in time to come.

Admin. Expenses was 249MB, decreased from last year at 286MB or 13%. We managed to control Admin Expenses this year and reduce these on top of the reductions which we achieved in year 2020.

Operating Loss was (101MB) and loss before income tax was (105MB). Out of this loss, if we take out the provision, loss from operation is around (40MB). A large portion of this loss, around 30MB is purely on one account apart from shutdown, and that is, the sharp increases in steel prices since the start of COVID Pandemic due to the supply bottlenecks and logistic issues which entire world is facing which has led to a serious and very sharp increase in steel prices all over the world. As compared to pre COVID period, steel price is almost 70% higher. Therefore, we have losses from the projects which we are already doing and awarded earlier are based on old steel prices.

As a result, from the above factors, our Balance Sheet size has reduced. Total Assets was 5,552MB, decreased from 6,361MB or around 12%. Total Liabilities was 3,626MB, decreased from 4,258MB or 15% showing percentage of reduction which is higher than the reduction in total assets. Shareholders' Equity was 1,926MB, decreased from 2,103MB from the loss.

In terms of Tendering, during this period we are able to get one very large project value of more than 5,000MB which allow us to keep our backlog at 12,566MB at the end of this year which in fact is higher when compared to the last year.



Backlog as at 31 March 2022 is 11,718MB after deducting work done during the period of 3 months (Jan-Mar. 2022) and after adding certain other projects value which we were able to secure during the same period of around 800MB. However, the contracts secured in this period do come with extremely low margins, in some cases close to “0” representing an extremely high competitive environment.

The comparison of construction by Sector and Type of Work between year 2021 and 2020 is as under.

Construction Income by Sector	Year 2021		Year 2020	
	Value Million Baht	Percentage	Value Million Baht	Percentage
Private Sector	3,429	57%	4,776	64%
Government & State Enterprise	2,587	43%	2,686	36%

Construction Income by Type of Work	Year 2021		Year 2020	
	Value Million Baht	Percentage	Value Million Baht	Percentage
General Buildings	1,780	30%	2,825	38%
Factories, Industrial	1,447	24%	2,463	33%
Petrochemicals and Energy	1,350	22%	776	10%
Civil Works, Highways	1,080	18%	976	13%
Hotels & Residential	251	4%	422	6%
Commercial Buildings	108	2%	-	-%
Total	6,016	100%	7,462	100%

Income by sectors

This year, value of work done in Private sector was 3,429MB, reduced from 4,776MB. Government and State Enterprise was 2,587MB, reduced from 2,686MB. In terms of proportion the Government/State Enterprise sector, increased.

Income by type of works

This year, the percentage of Civil and Highway works projects from government is higher which reflects the reduced tenders from private sector. Value of work done in General Buildings is lower but still high percentage.

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 2021.

Agenda item no. 3

To consider approval of the Company's Audited Financial Statements for the fiscal year ended 31st December 2021

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

Mr. Surasak presented the Company's Audited Financial Statements for the fiscal year ended 31 December 2021 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:



Descriptions	Unit: Million Baht	
	Year 2021	Year 2020
Total Assets	5,552	6,361
Total Liabilities	3,626	4,258
Total Shareholders' Equity	1,926	2,103
Total Revenues	6,199	7,540
Net profit (Loss)	(130)	76
Net profit (Loss) per share (Baht/share)	(0.13)	0.07

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

- The Company determined to promote the compliance with anti-corruption policy by making it as a compulsory course for employees at all levels. During the year all staff who attended passed the test (100%).
- The anti-corruption policy is added as one of the conditions in the standard subcontractor agreement.
- The Company had reviewed and announced its Anti-Corruption Policy and conducted its internal audit in accordance with the guidelines established by the Private Sector Collective Action Coalition Against corruption Committee (CAC) and current business environment.
- The Company determined to sign its Declaration of Intent with CAC and with the target to be certified by CAC.
- The Company conducted corruption risk analysis in all company's activities and conducted internal audits to ensure that anti-corruption policy is being followed. In 2021, it was found that the Company's internal audit is effective and reduced the chances for corruption.
- The Company established the Whistleblowing/Complaints channel for reporting in case any corruption or violation was found. The channel is directed to Chairman of Audit and Corporate Governance Committee who is an Independent Director as part of the preventive and audit corruption activities in all business transactions to assure all stakeholders that the Company is doing its business with transparency, fairness and not involved in any corruption. In 2021, there was no whistleblower or complaints received.

The progress of the policy was disclosed on page 44 and page 152-153 (Eng. page 45 and page 156-157) of the Company's Annual Report 2021.

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 Financial Statements and Auditor's Report for the fiscal year ended 31st December 2021. This agenda requires a majority votes of the shareholders attending the meeting and casting their votes.

Resolution

The Meeting approved the Financial Statements and Auditor's Report for the fiscal year ended 31 December 2021 with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	307 Votes	Equivalent to 0.0000
Abstained	0 votes	Equivalent to 0.0000
Void	0 votes	Equivalent to 0.0000
Total	666,646,968 votes	Equivalent to 100.0000

Agenda item no. 4

To consider and approve the allocation of net profit, and dividend payment 2021.

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

Mr. Surasak informed the meeting that it is 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 for the year ended and 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 is 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.

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 no dividend payment for year 2021. This agenda requires a majority votes of the shareholders attending the meeting and casting their votes.

Resolution

The Meeting approved no dividend payment for year 2021 since Company has net loss in a year as proposed with the majority votes as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,886 Votes	Equivalent to 100.0000
Disapproved	0 Votes	Equivalent to 0.0000
Abstained	82 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 votes	Equivalent to 100.0000

Agenda item no. 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.



The Chairman asked **Mr. Kasemsit Pathomsak, Chairman of Nomination Committee** to proceed with this agenda item.

Mr. Kasemsit informed the Meeting that Ms. Nampung Wongsmith, who was also supposed to retire by rotation in this Meeting, had 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 resignation letter on January 4, 2022). The Nomination Committee proposed to the Board of Directors to consider the appointment of Ms. Renuka Diwali 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 Diwali Sharma and the definition of Independent Director are attached as Attachment 3 page 47 (Eng. Page 39) in the Invitation to AGM No. 89.

Ms. Renuka Diwali Sharma has no relationship or conflict of interest with the Company, its subsidiaries, management or major shareholders that may obstruct her independent judgment. The Board of Directors are of the opinion that Ms. Renuka Diwali 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 Diwali Sharma as Independent Director-in replacement of Ms. Nampung Wongsmith.

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 appointment of Ms. Renuka Diwali Sharma as an Independent Director to replace Ms. Nampung Wongsmith. This agenda requires a majority votes of the shareholders attending the meeting and casting their votes.

Resolution

The Meeting approved the appointment of Ms. Renuka Diwali Sharma as an Independent Director to replace Ms. Nampung Wongsmith with the majority votes as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	307 Votes	Equivalent to 0.0000
Abstained	0 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

Agenda item no. 6

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

The Chairman asked **Mr. Kasemsit, Chairman of Nomination Committee** to proceed with this agenda item.

Mr. Kasemsit informed the meeting that 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 first. 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, and since Ms. Nampung Wongsmith, who was also supposed to retire by rotation, has resigned with effect from February 1, 2022, the remaining three Directors that are due to retire by rotation are nominated for re-election as below:



No	Name	Position	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	Director	11 years	14 years
2	Mr. John Scott Heinecke	Director	9 years	12 years
3	Mr. Suriyon Tuchinda	Independent Director	3 years	6 years

Mr. Kasemsit added that the Nomination Committee has considered the knowledge, experience and past performance as Director and capability of the candidates for nomination. The Board of Directors have considered and are of the opinion that 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 above three Directors are eligible to be, and should be, nominated for re-election for another term. The profiles of the above three Directors, records of their attendance at the Board of Directors' meetings are attached as **Attachment 3** on page 39-46 (Eng. Page 32 to 38) of the Invitation to AGM No. 89.

Mr. Kasemsit further stated that the nominated Independent Director, is capable of expressing opinions independently and in accordance with the relevant criteria and has no relationship or conflict of interest with the Company, its subsidiaries, management or major shareholders that may obstruct their independent judgment. The selection procedure and qualifications of Independent Director are mentioned on page 47 (Eng. 39) of the Invitation to AGM No. 89.

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 from all shareholders attending the Meeting and shall announce the counting votes on the screen. This agenda item requires majority votes of the shareholders attending the meeting and casting their votes.

Resolution

6.1

The Meeting approved the appointment of Mr. Khushroo Kali Wadia as a Director, with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	660,496,661 Votes	Equivalent to 99.0774
Disapproved	6,150,307 Votes	Equivalent to 0.9226
Abstained	0 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

6.2

The Meeting approved the appointment of Mr. John Scott Heinecke as a Director with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	307 Votes	Equivalent to 0.0000
Abstained	0 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000



6.3

The Meeting approved the appointment of Mr. Suriyon Tuchinda as an Independent Director a with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	307 Votes	Equivalent to 0.0000
Abstained	0 votes	Equivalent to 0.0000
Void	0 votes	Equivalent to 0.0000
Total	666,646,968 votes	Equivalent to 100.0000

Agenda item no. 7**To consider approval of the remuneration for directors for the year 2022.**

The Chairman asked **Mr. Kasemsit, Chairman of Remuneration Committee** to proceed with this Agenda Item.

Mr. Kasemsit informed the Meeting regarding the remuneration for directors where according to the Public Limited Companies Act B.E. 2535 Section 90, any money or other kinds of assets 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' regular remuneration, meeting allowance and bonus with no other compensations paid by the Company in 2021 is provided on page 136-139 (Eng. Page 139 to 143) of the 2021 Annual Report.

The Board of Directors proposes the remuneration of Directors and Audit and Corporate Governance Committee Members for year 2022 including remuneration, meeting allowance and bonus, with no other compensation 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 proposed no dividend payment to shareholders in year 2021 due to the loss. Therefore, the Board of Directors proposed no bonus payment for the year 2021 to directors.



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

Description	Meeting Allowance				Remuneration		Bonus	
	Director		Audit and CG Committee		Baht/Month/Person		2022	2021
	Baht/Attendance/Person		Baht/Attendance/Person		2022	2021		
1 Chairman of the Board of Directors	60,000	60,000	-	-	20,000	20,000	2% of total cash dividend payment of prior year.	2% of total cash dividend payment of prior year.
2 Director	30,000	30,000	-	-	10,000	10,000		
3 Chairman of Audit & CG Committee	30,000	30,000	60,000	60,000	30,000	30,000	The allocation of Bonus payment is subject to the judgement of Board of Directors.	The allocation of Bonus payment is subject to the judgement of Board of Directors.
4 Audit & CG Committee	30,000	30,000	45,000	45,000	25,000	25,000		
5 Chairman of other Sub-committees	-	-	-	-	-	-		
6 Member of other Sub-committees	-	-	-	-	-	-		

At present the Company's Board of Directors consist of 11 directors (after the appointment of new Independent Director in Agenda item no. 5, Board of Directors will consist of 12 directors) including 3 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 item 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 at the same rate as last year, as proposed. The resolution was passed by more than two-thirds of votes cast by all shareholders who were present and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	307 Votes	Equivalent to 0.0000
Abstained	0 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

Agenda item no. 8

To consider approval of the appointment of the Company's Auditors and fix their remuneration for the year 2022.

The Chairman asked **Mr. Kasemsit, Chairman of Audit & 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.

The Audit and Corporate Governance Committee had considered and found it is 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 2022. EY Office Limited has performed its duty as an auditor since 2014 and done a good job. The proposed auditors from EY Office Limited are as follows:

- Ms. Patcharawan Koonarangsri Certified Public Accountant No. 6650 **and/or**
- Mrs. Sarinda Hirunprasurtwutti Certified Public Accountant No. 4799 **and/or**
- 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 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 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.

Mr. Kasemsit proposed the annual fee of Baht 2,750,000 which is the same as that of year 2021, excluding any out-of-pocket expenses. However, since 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.

The following is the summary of the auditor's remuneration.

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

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 2022 and their remuneration. This agenda item requires majority vote of the shareholders attending the meeting and casting their votes.

Resolution

The Meeting approved the appointment of the Company's Auditors for the year 2022 and their remuneration as proposed with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,661 Votes	Equivalent to 100.0000
Disapproved	82 Votes	Equivalent to 0.0000
Abstained	225 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

Agenda item no. 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 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** to proceed with Agenda item nos. 9-11

Mr. Surasak informed the Meeting that the Agenda item nos. 9 to 11 in this Meeting are related to each other. If any of the agenda items nos. 9 to 11 is not approved by the shareholders, the agenda item which has already been approved shall be canceled and the other agenda items shall not be further proposed for consideration. As a result, Agenda items 9-11 would be deemed unapproved by the Shareholders.

Mr. Surasak proposed the Meeting to allow him to proceed with the 3 agenda items in one time and then will come back to each Agenda item, respectively for consideration and approval by the Shareholders.



Mr. Surasak stated that the resolution of Annual General Meeting of Shareholders in year 2021 resolved for the Company's capital increase by means of General Mandate and allocated for private placement in the amount of Baht 75,000,000. However, up to this Annual General Meeting of Shareholders none of the new shares were issued. 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. 9 to 11 and in accordance with the Section 136 of the Public Limited Companies Act B.E. 2535 (as 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 nos. 10 and 11 below, 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 par value of Baht 1 per share, which were authorized by means of General Mandate and allocated for private placement by the Annual General Meeting of Shareholders (AGM) No. 88 held on 21 April 2021. Process of capital reduction are as follows:

1. To decrease the Company's registered capital in the amount of Baht 75,000,000.
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	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	-

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 shares	75,000,000 shares	1,027,904,144 shares
Ordinary Shares (Baht)	Baht 1,102,904,144	Baht 75,000,000	Baht 1,027,904,144

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 shares
Ordinary Shares (Baht)	Baht 1,027,904,144

The Chairman asked the Meeting to consider and approve the reduction of Company's registered capital in the amount of Baht 75,000,000 and the amendment to Clause 4 of the Company's



Memorandum of Association. This agenda item 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 Baht 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 who were present and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	660,496,661 Votes	Equivalent to 99.0774
Disapproved	307 Votes	Equivalent to 0.0000
Abstained	6,150,000 Votes	Equivalent to 0.9225
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

Agenda item no. 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 par value of Baht 1 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 Baht 75,000,000. The process of capital increase are as follows:

- To increase the Company's registered capital in the amount of Baht 75,000,000, representing approximately 7.3 percent of the Company's paid-up capital.
- 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	Baht 1,102,904,144 (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	Baht 1 (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 9)	Number of Shares Proposed for Capital Increase	New Registered Capital (after capital increase in Agenda 10)
Ordinary Shares (with par value of Baht 1 per share)	1,102,904,144 shares	1,027,904,144 shares	75,000,000 shares	1,102,904,144 shares
Ordinary Shares (Baht)	Baht 1,102,904,144	Baht 1,027,904,144	Baht 75,000,000	Baht 1,102,904,144

The Chairman asked the Meeting to consider and approve the increase of Company's registered capital 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 par value of Baht 1 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 item 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 Baht 75,000,000 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 who were present and eligible to vote. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	660,496,461 Votes	Equivalent to 99.0774
Disapproved	507 Votes	Equivalent to 0.0001
Abstained	6,150,000 Votes	Equivalent to 0.9225
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

Agenda item no. 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 (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 10 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:

- 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. Tor.Jor. 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. 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. 9 the reduction of Company's Capital and the subsequent amendments to Company's Memorandum of Association; 2) Agenda item no. 10 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. 11 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 nos. 9 to 11.

The Chairman asked the Meeting to consider and approve the allocation of 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) as proposed. This agenda item requires majority votes of the Shareholders attending the meeting and casting their votes.

Resolution

The Meeting approved the allocation of 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 as proposed with the majority votes. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	666,646,461 Votes	Equivalent to 99.9999
Disapproved	507 Votes	Equivalent to 0.0001
Abstained	0 Votes	Equivalent to 0.0000
Void	0 Votes	Equivalent to 0.0000
Total	666,646,968 Votes	Equivalent to 100.0000

The Chairman asked for any other matters for discussion or questions to be asked or request for more explanations in any agenda items.

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 12:00 hours.

- Signature -
Mr. Surasak Osathanugraha
Director and Company Secretary

- Signature -
Mr. Santi Grachangnetara
Chairman of the Meeting

The Company's Annual Report 2022 attached to this Notice in the form of QR Code, containing financial statements for the financial year ended 31 December 2022 and auditor's report.





CHRISTIANI & NIELSEN

Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda Item No. 5
of The Annual General Meeting of Shareholders No. 90 to be held on 21 April 2023,
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 90

Agenda Item No. 5 To consider and approve the reappointment of 4 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 twelve 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 Tubtimcharoon |
| 11. Mr. Suriyon Tuchinda | 12. Ms. Renuka Diwali Sharma |

At the Annual General Meeting No. 90 to be held on 21 April 2023, 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 who are due to retire by rotation, as below:

- | | |
|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1) Mr. Santi Grachangnetara* | Independent Director
Chairman of the Board of Directors |
| (2) Mr. Surasak Osathanugraha | Director and Company Secretary
Assistant to Managing Director
Executive Director (Finance and Accounting)*
Executive Committee Member
Sustainability and Risk Management Committee** |
| (3) Mr. Suphon Tubtimcharoon* | Independent Director |
| (4) Mr. Vites Rattanakorn | Director
Operations Director
Executive Director I Executive Committee Member
Sustainability and Risk Management Committee |

Note* Mr. Santi Grachangnetara and Mr. Suphon Tubtimcharoon have excused themselves from re-nomination for another term due to personal reasons. Therefore, only Mr. Surasak Osathanugraha and Mr. Vites Rattanakorn are hereby nominated for re-election.



CHRISTIANI & NIELSEN

**Information of Director Nominee in Agenda Item No. 5****MR. SURASAK OSATHANUGRAHA**

Nominated to be re-elected as	Director(Executive Director)
Current Position	Director and Company Secretary Assistant to Managing Director Executive Director (Finance and Accounting)* Executive Committee Member Sustainability and Risk Management Committee**
Date of appointment on the board	1 December 2009
Age	54 years
Education	Master of Finance, Chulalongkorn University Bachelor of Laws, Chulalongkorn University Bachelor in Accountancy, Assumption University Certified Public Accountant (CPA) No. 8290

Training

	Graduate member of Thai Institute of Directors (IOD)
• 2022	Hot Issue for Directors - What Directors Need to Know About Digital Assets? Class 3/2022
• 2015	Anti-Corruption: The Practical Guide (ACPG) Class 19/2015
• 2012	Director Certification Program (DCP) Class 157/2012
• 2012	Company Reporting Program (CRP) Class 4/2012
• 2010	Company Secretary Program (CSP) Class 34/2010
• 2022	The Securities and Exchange Commission, Thailand Final Call : PDPA Onboarding

Accounting Training

• 2022	Accounting review techniques for effective preparing financial statements - 5 hrs. Internal Auditing Certificate Program (IACP) Class 22 (Course 12) 3 hrs. Important Accounting transaction on financial statement for accountants 6 hrs.
• 2021	CFO 2022 NYC Management Co., Ltd. Continuing development course in accounting knowledge 18 hours
• 2020	TFRS Course 9 (for Non-Financial Institutions) - 7 hrs. TFRS Course 16 Lease Agreement - 7 hrs. NYC Management Co., Ltd.



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Tax Course for Accountants and Systematic Taxation - 6 hrs.
 Dharmniti Training and Seminar Co., Ltd.
 Basic employee benefit, Class 2/20 - 6 hrs.
 Federation of Accounting Professions
 The Thai Patronage of His Majesty the King

Work Experience

- Nov, 2022 - Present Assistant to Managing Director | Executive Director | Executive Committee Member | Director (Finance and Accounting)* | Sustainability and Risk Management Committee Member* | Company Secretary
- 2009 - Aug. 2012 Assistant to Chief Executive Officer
Christiani & Nielsen (Thai) Public Company Limited
- 2017 - Present Director, **Christiani & Nielsen (Cambodia) Co., Ltd.**
- 2016 - Present Director, **Christiani & Nielsen (Myanmar) Limited**
- 2004 - 2009 Vice President-Internal Audit | **Natural Park PCL**
 Managing Director, **Park Cuisine Co., Ltd. (Natural Park PCL's subsidiary)**
 Managing Director, **Park Gourmet Co., Ltd. (Natural Park PCL's subsidiary)**
- 2000 - 2004 Assistant Vice President (Financial Planning & Budgeting Division)
Bank of Asia (ABN AMRO Member), UOB Bank
- 1994 - 2000 Accounting Manager, Tax Advisor & Attorney-at-law
George & Killeen P.C. Ltd.

Occupation

Assistant to Managing Director (Finance and Accounting)
 Christiani & Nielsen (Thai) Public Company Limited

Note : * The person who takes the highest responsibility of finance and accounting in the Company

** The board resolved to re-designate from Risk Management Committee on 14 November 2022

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 : 1. Director, CNT Holdings Limited* 2. Director, Christiani & Nielsen (Myanmar) Limited 3. Director, Christiani & Nielsen (Cambodia) Co., Ltd.
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page .173-178... of this Annual Report.



CHRISTIANI & NIELSEN

No. of Shares held (shares) as of year ended 2022

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
The Board of Directors	6/6 times
The Executive Directors	8/8 times
The Sustainability and Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 times

No. of shares held as of 31 December 2022	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - 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 & NIELSEN

Information of Director Nominee in Agenda Item No. 5

MR. VITES RATANAKORN



Nominated to be re-elected as	Director (Executive Director)
Current Position	Director Operations Director Executive Director Executive Committee Member Sustainability and Risk Management Committee
Date of appointment on the board	24 April 2017
Age	57 years
Education	Master of Business Administration, University of Warwick, UK Master of Science, Construction Management, University of Bath, UK Bachelor Engineering (Civil Engineering), Kasetsart University

Training

- 2017

Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 236/2017

Work Experience

- Nov, 2022 - Present
Operations Director | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member
- 2017 - Nov, 2022
Operations Director | Executive Director | Executive Committee Member
- Feb, 2016 - Dec, 2016
Technical, HRD Director and Strategy Director
- Sep, 2012 - Feb, 2016
Assistant to Technical Director
- 2009 - Aug, 2012
Senior Manager, QSHE
(Quality Safety Health Environment & Construction Development)
- 1998 - 2008
Senior Commercial Manager, Senior Manager Construction
Christiani & Nielsen (Thai) Public Company Limited
- 1996 - 1998
Commercial Manager
Christiani & Nielsen (UK) Ltd in England
- 1993 - 1995
Commercial Manager, Fashion Island Project, Bangkok
Christiani & Nielsen (Thai) Public Company Limited
- 2019 - Present
Director, **Christiani & Nielsen Energy Solutions Company Limited**
- 2017 - Present
Director, **Christiani & Nielsen (Cambodia) Co., Ltd.**
- 1993
Cost Engineer
Tara Widnells Ltd. (Australia) Bangkok Branch
- 1989 - 1990
Design Engineer
Waterman Consulting Engineering Partnership in London



CHRISTIANI & NIELSEN

Occupation

Operations 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 : 1. Director, Christiani & Nielsen (Cambodia) Co., Ltd. 2. Director, Christiani & Nielsen Energy Solutions Company Limited* 3. Director, CNES D1 Co., Ltd.
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page.. 173-178...of this Annual Report.

No. of Shares held (shares) as of year ended 2022

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
The Board of Directors	6/6 times
The Executive Directors	8/8 times
The Sustainability and Risk Management Committee	1/1 times
The Annual General Meeting of Shareholders	1/1 times



CHRISTIANI & NIELSEN

No. of shares held as of 31 December 2022	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - 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

(F 53-4)

Capital Increase Report Form**Christiani & Nielsen (Thai) Public Company Limited****27 February 2023**

Christiani & Nielsen (Thai) Public Company Limited (“**Company**”) would like to notify the resolutions of the meeting of the Board of Directors No. 468 held on 28 February 2023 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 ¹	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. -

¹ 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. 90 to approve the capital increase and share allocation

The Annual General Meeting of the Shareholders No. 90 (the “AGM”) is scheduled to be held on Friday, 21 April 2023 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 13 March 2023 (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

No.	Procedures of the capital increase	Date/Month/Year
9.1	Meeting of the Board of Directors No. 468	27 February 2023
9.2	Record Date for the purpose of determining the eligible shareholders to attend the AGM No. 90	13 March 2023
9.3	Annual General Meeting of the Shareholders No. 90	21 April 2023
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 12th April 2023** via e-mail or mail to the following address:

- By e-mail: 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 18th April 2023, 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. Kasemsit Pathomsak, Independent Director, Age: 52 years
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Mr. Kris Thirakaosal, Independent Director, Age: 46 years
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Mr. Suriyon Tuchinda, Independent Director, Age: 65 years
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Ms. Renuka Diwali Sharma, Independent Director, Age: 42 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 **12th April 2023** via e-mail or mail to the following address:

- By e-mail: 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
 - 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
สัญชาติ _____
Nationality
I/We
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 คริสเตียนีและนิลสัน (ไทย) จำกัด (มหาชน) (“บริษัทฯ”)
being a shareholder of **Christiani & Nielsen (Thai) Public Company Limited (The “Company”)**
เลขทะเบียนผู้ถือหุ้นหลักทรัพย์ _____ รวม _____ หุ้น
Shareholder’s Registration No holding the total amount of shares

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 90 ในวันศุกร์ ที่ 21 เมษายน 2566 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. 90 of the Company on Friday 21st April 2023 at 10:30 hours by

เข้าร่วมประชุม E-AGM ด้วยตนเอง และขอให้บริษัทฯ ส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) พร้อม
เว็บลิงก์ (Web Link) เพื่อเข้าร่วมประชุมมายังอีเมล (e-mail) ของข้าพเจ้าดังนี้ _____

Attending the E-AGM the meeting in person. Please send the Username and Password and Web link for attending the E-AGM to my/our e-mail address at

มอบฉันทะให้ นาย/นาง/นางสาว _____ เข้าร่วม

ประชุมแทน และขอให้บริษัทฯ ส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) พร้อมเว็บลิงก์ (Web Link) เพื่อเข้าร่วม
ประชุมมายังอีเมล (e-mail) ของข้าพเจ้าดังนี้ _____

Proxies Mr./Mrs./Ms. _____

Attending a meeting instead. Please send the Username and Password and Web link for attending the E-AGM to my/our e-mail address at _____

ลงชื่อ _____ ผู้ถือหุ้น
Signed Shareholder
()
ลงชื่อ _____ พยาน
Signed Witness
()

หมายเหตุสำคัญ:

โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมการประชุม E-AGM ให้แก่บริษัทฯ ภายในวันพุธที่ 12 เมษายน 2566 ผ่านช่องทางต่อไปนี้

• ทางอีเมล: ir@cn-thai.co.th หรือ

• ช่องทางไปรษณีย์: หน่วยงาน “นักลงทุนสัมพันธ์” บริษัท คริสเตียนีและนิลสัน (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 Wednesday, 12th April 2023 to the Company via e-mail or mail to the following address:

By e-mail: 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

Profile of Independent Director for Shareholders' Proxies



Name MR. KASEMSIT PATHOMSAK
Age 52 years
Nationality Thai
Education Master of Science in Finance from Bentley College, MA, USA
 Bachelor of Science in Business Administration Northeastern University
 Massachusetts, USA

Training

Graduate member of Thai Institute of Directors (IOD)
 .2016 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 (DAP) Class 48/2005
 .2003 Director Certification Program (DCP) Class 175/2003

Capital Market Academy (CMA), The Stock Exchange of Thailand
 Capital Market Leader 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 Committee

• Sep, 2022 - Present Director, **Starr International Insurance (Thailand) Public Company Limited**

• 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**



CHRISTIANI & NIELSEN

Attachment 6

- 2016 - 2018
- 2010 - 2020
- 2003 - 2004
- 1999 - 2003

Director and Audit Committee, **Asia Aviation Public Company Limited**
 Director, **UOB Kay Hian Securities (Thailand) Public Company Limited**
 President of **BT Securities Ltd.**
 Country Director, Investment Banking-Thailand
CLSA Securities (Thailand) Co., Ltd.

Occupation

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

Note : *Audit Committee Member who has adequate expertise and experience to review creditability of the financial statement.

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 4. Director, Starr International Insurance (Thailand) 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 2022

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
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

No. of shares held as of 31 December 2022	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - 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. KRIS THIRAKAOSAL
Age	46 years
Nationality	Thai
Education	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

Trainings

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

Work Experience

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

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 2022

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
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

No. of shares held as of 31 December 2022	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - 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. SURIYON TUCHINDA

Age 65 years

Nationality Thai

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

Trainings

- 2004 **Thai Institute of Directors (IOD)**
Director Certification Program (DCP)
- 2001 **University of Pennsylvania**
Management Development Program

Work Experience

- Apr, 2022 - Present Independent Director | Chairman of Sustainability and Risk Management Committee* | Audit and Corporate Governance Committee Member
- Feb, 2020 - Apr, 2022 Independent Director | 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**
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
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**
- Energy Committee **Thai Chamber of Commerce**
- 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



CHRISTIANI & NIELSEN

Attachment 6

- Director, The **Joint Standing Committee on Commerce Industry and Banking**

- Director, **WTO Committee**

- Managing Director **International Chamber of Commerce, Thailand**

- 1995 - 1999
- 1992 - 1995
- 1990 - 1992
- 1988 - 1990
- 1987 - 1988

Deputy Corporate Treasurer, Corporate Treasurer office

TQM Manager, Cement TQM office

Training Officer, Marketing Training Department

Coordinator, Customer Service Center

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 Materials Co., Ltd.

Note : *The board resolved to re-designate from Risk Management Committee on 14 November 2022

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 2022

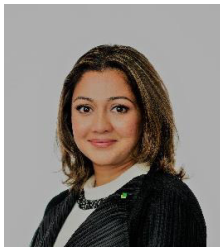
Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

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

Meeting in 2022	Meeting Attendance in 2022
The Board of Directors	6/6 times
The Audit and Corporate Governance Committee	5/5 times
The Sustainability and Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 times

No. of shares held as of 31 December 2022	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - 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 MS. RENUKA DIWALI SHARMA

Age 42 years

Nationality Malaysia

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

Trainings

- 2022 Graduate member of Thai Institute of Directors (IOD)
Director Certification Program (DCP) Class 326/2022 (English)
- 2021 Director Accreditation Program (DAP) Class 183/2021 (English)

Work Experience

- Apr, 2022 - Present Independent Director
Christiani & Nielsen (Thai) Public Company Limited
- Nov, 2022 - Present Managing Director
- Jan, 2020 - Nov, 2022 Head of Legal, APAC
BayWa r.e. (Thailand) Co., Ltd.
- 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

Managing Director
BayWa r.e. (Thailand) 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 :
	Director, BayWa r.e. Vietnam Co. Ltd. Managing Director, BayWa r.e. (Thailand) 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 2022**

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
The Board of Directors	5/5 times

No. of shares held as of 31 December 2022	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - 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

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

Duty Stamp
Baht 20
ติดอากรแสตมป์
20 บาท

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

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่

I/We nationality residing/locate at No

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท คริสเตียนีและนีลเสน (ไทย) จำกัด (มหาชน)

Being a shareholder of **Christiani & Nielsen (Thai) Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding shares in total which are entitled to cast votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Ordinary shares shares in total which are entitled to cast votes; and

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Preferred shares shares in total which are entitled to cast votes,

(3) ขอมอบฉันทะให้ I/We wish to appoint

(โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว/please tick in front only on proxy)

(1) อายุ ปี อยู่บ้านเลขที่

Name Age years, residing No.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) **นายเกษมสิทธิ์ ปฐมศักดิ์** อายุ **52** ปี อยู่บ้านเลขที่ **727**

Name **MR. KASEMSIT PATHOMSAK** Age **52** years, residing No. **727**

ถนน **ลาซาล** ตำบล/แขวง **บางนาใต้** อำเภอ/เขต **บางนา**

Road **La Salle** Tambol/Khaeng **Bangna Tai** Amphur/Khet **Bangna**

จังหวัด **กรุงเทพฯ** รหัสไปรษณีย์ **10260** หรือ

Province **Bangkok** Postal Code **10260** or

(3) **นายภรณ์ วีระกาศัลย์** อายุ **46** ปี อยู่บ้านเลขที่ **727**

Name **MR. KRIS THIRAKAOSAL** Age **46** years, residing No. **727**

ถนน **ลาซาล** ตำบล/แขวง **บางนาใต้** อำเภอ/เขต **บางนา**

Road **La Salle** Tambol/Khaeng **Bangna Tai** Amphur/Khet **Bangna**

จังหวัด **กรุงเทพฯ** รหัสไปรษณีย์ **10260** หรือ

Province **Bangkok** Postal Code **10260** or



(4) นายสุรียนต์ ตูจันดา อายุ 65 ปี อยู่บ้านเลขที่ 727
 Name MR. SURIYON TUCHINDA Age 65 years, residing No. 727
 ถนน ลาซาล ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
 Road La Salle Tambol/Khaeng Bangna Tai Amphur/Khet Bangna
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10260 หรือ
 Province Bangkok Postal Code 10260 or

(5) นางเรณุกา ดิวาลี ชามา อายุ 42 ปี อยู่บ้านเลขที่ 727
 Name MS. RENUKA DIWALI SHARMA Age 42 years, residing No. 727
 ถนน ลาซาล ตำบล/แขวง บางนาใต้ อำเภอ/เขต บางนา
 Road La Salle Tambol/Khaeng Bangna Tai Amphur/Khet Bangna
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10260 หรือ
 Province Bangkok Postal Code 10260 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญประจำปี
 ผู้ถือหุ้น ครั้งที่ 90 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 21 เมษายน 2566 เวลา 10.30 น.
 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

To be my/our proxy to attend and vote on my/our behalf at Annual General Meeting of
 Shareholders no.90 by electronic means (E-AGM) to be held on 21 April 2023 Time 10.30 a.m.
 or such other date, time and place as may be adjourned.

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

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 89 ซึ่งได้จัดขึ้นในวันที่ 21 เมษายน
 2565

Agenda Item No.1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 89 held on 21 April 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ระเบียบวาระที่ 2 รับทราบรายงานประจำปี 2565 ของคณะกรรมการบริษัท

Agenda Item No.2 To acknowledge the Board of Directors' Report for year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2565 สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2565
ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาต

Agenda Item No.3 To consider and approve the Company's Audited Financial Statements for the year ended 31 December 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ระเบียบวาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรและจ่ายเงินปันผลประจำปี 2565

Agenda Item No.4 To consider and approve the allocation of profit and the dividend payment for the year 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ระเบียบวาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการของบริษัทที่ถึงกำหนดออกตามวาระกลับเข้าดำรงตำแหน่ง

Agenda Item No.5 To consider and approve the re-appointment of the directors who will retire by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการชุด
- Approve the appointment of all directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล
- Approve the appointment of certain directors
1. ชื่อกรรมการ นายสุรศักดิ์ โอสถานเคราะห์
- Name of the director MR. SURASAK OSATHANUGRAHA
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
2. ชื่อกรรมการ นายวิเทศ รัตนากร
- Name of the director MR. VITES RATANAKORN
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |



3. ชื่อกรรมการ

Name of the director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. ชื่อกรรมการ

Name of the director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2566

Agenda Item No.6 To consider and approve the remuneration of directors for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566

Agenda Item No.7 To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 8 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 เพื่อสอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda Item No.8 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 per 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) To proxy is entitled to cast the vote on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 9 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 Item No.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 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) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve | Disapprove | Abstain |

ระเบียบวาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 75,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่บุคคลในวงจำกัด และการมอบอำนาจให้คณะกรรมการบริษัทฯ สำหรับการจัดสรรหุ้นสามัญเพิ่มทุน

Agenda Item No.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 and authorization of the Board of Directors for the allocation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 not clearly specifying 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 matter, then 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.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
Any addition Agenda item other than specified above can be specified in the attachment to the proxy from (from B).
- 4 กรรมการอิสระที่บริษัทฯ กำหนดให้เป็นผู้รับมอบฉันทะจากผู้ถือหุ้น ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ยกเว้นระเบียบวาระที่ 6 ค่าตอบแทนกรรมการ
Independent directors may be appointment as grantee, as specify in this from, have no gain and loss in any Agenda item expect in Agenda Item No. 6 Remuneration of Directors.

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัทคริสเตียนีและนีลสัน (ไทย) จำกัด (มหาชน)
A proxy id granted by a shareholder of **Christiani & Nielsen (Thai) Public Company Limited**
ในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 90 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 21 เมษายน 2566
เวลา 10.30 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
For Annual General Meeting of Shareholders no. 90 by electronic means (E-AGM) to be held on Friday 21st April 2023
at 10.30 hours or such other date, time and place as may be adjourned.

ระเบียบวาระที่

Agenda item No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To proxy must cast the votes in accordance with the following instructions:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่

Agenda item No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To proxy must cast the votes in accordance with the following instructions:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่

Agenda item No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่

Agenda item No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To proxy is entitled to cast the vote on my/our behalf at its own discretion.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To proxy must cast the votes in accordance with the following instructions:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)



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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. 90
of
Christiani & Nielsen (Thai) Public Company Limited**

Christiani & Nielsen (Thai) Public Company Limited (the “Company”), as the Data Controller (as defined by 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 1st 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 the Data Subjects. The Data Subjects can learn more about the Policy on the Company’s website per the link 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 General Meeting of Shareholders No. 90 (“AGM”). It is necessary for the Company to collect and/or use Personal Data of the Data Subjects (e.g., name, surname, address, telephone number, photo, identification number, 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**





CHRISTIANI & NIELSEN

**Requisition form for a printed version
of the Company's 2022 Annual Report & AGM Notice (Printed version)**

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

Please be informed that if you would like to request for the Company's 2022 Annual Report (hard copy) and/or the AGM notice of the Company, 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.

Please select the document that you want to receive in a printed version:

- The 2022 Annual report
- The 1/2023 AGM Notice

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,

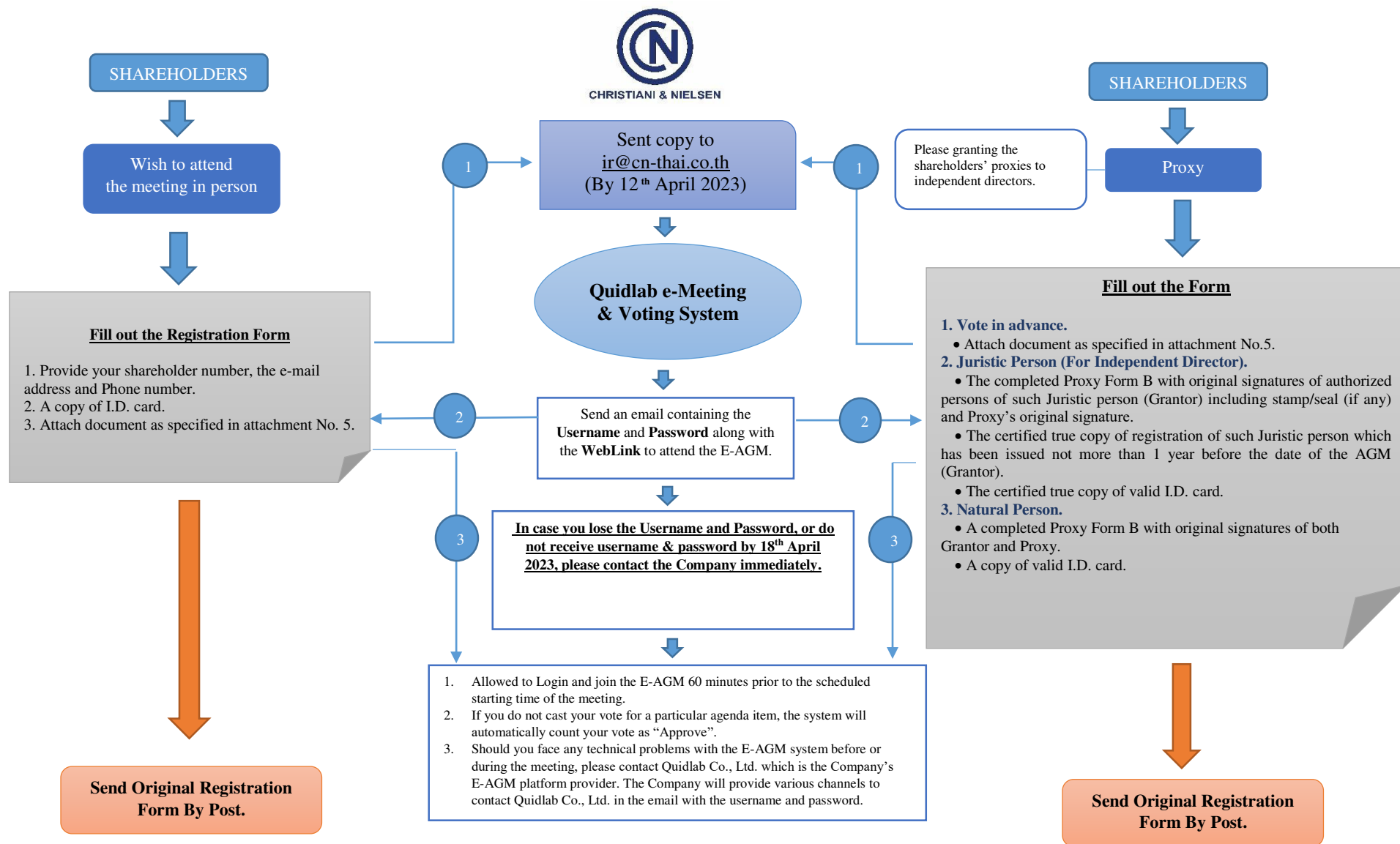
Bangkok 10260

Tel. +66 2 338 8000

Contact person: Ms. Orawan Chaipetch Ext. 8035



AGM 2023 Flowchart for attending the Meeting by electronic means (E-AGM)



How to ask question in advance

- E-mail: 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

727 La Salle Road, Bangna Tai, Bangna Bangkok 10260

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Homepage : www.cn-thai.co.th

E-mail : cnt@cn-thai.co.th