



CHRISTIANI & NIELSEN

ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 91

Christiani & Nielsen (Thai) Public Company Limited

On Wednesday, 24th April 2024 at 10:30 hours

by electronic means (E-AGM)

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

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For further details, please contact:

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Ref. CNT/SET/004/2024

22nd March 2024

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

Subject: Invitation to the Annual General Meeting of Shareholders No. 91

- Attachments:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM) held on 15th December 2023.
 2. The Company's Annual Report 2023 attached to this Notice in the form of QR Code, containing financial statements for the financial year ended 31 December 2023 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. 91
 9. Request Form for a printed version of the 2023 Annual Report and/or this AGM Notice No. 91 (if required).
 10. Flowchart for attending the Meeting by electronic means (E-AGM No.91).

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. 91, will be held on Wednesday, 24th April 2024 at 10:30 hours by electronic means ("E-AGM"), to consider the following Agenda:

AGENDA

1. To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM) held on Friday 15th December 2023.

Facts and Reasons

A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM) held on Friday 15th December 2023, 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 Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM) held on Friday 15th December 2023 should be adopted by the Shareholders.

Voting Required

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

2. To acknowledge the Board of Directors' Report for year 2023.

Facts and Reasons

The Board of Directors' Report and the operating results for year 2023 presented in the Annual Report for year 2023 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)

Board's Opinion

The Board of Directors' Report for year 2023 should be acknowledged by the Shareholders.



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3. To consider and approve the Company's Audited Financial Statements for the fiscal year ended 31 December 2023.

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 2023	Year 2022
Total assets (million Baht)	6,487	6,202
Total liabilities (million Baht)	4,810	4,553
Total shareholders' equity (million Baht)	1,677	1,649
Total revenues (million Baht)	7,249	5,348
Net profit (loss) : (million Baht)	20	(219)
Net profit (loss) attributable to equity holders (Baht/share)	0.03	(0.21)

Board's Opinion

The Shareholders should approve the Audited Financial Statements for the fiscal year ended 31 December 2023.

Voting Required

This agenda item 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 2023.

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 2023, the net profit for year 2023 is Baht 72,346,314 and according to the Company's consolidated financial statements as of 31 December 2023, the net profit for year 2023 was Baht 19,768,757. As the Company has necessity to set aside cash for the business operations, there will be no dividend payment for the year 2023. The Board of Directors proposes the allocation of net profit and dividend payment as per details set out below.

- (1) The allocation of 3,617,316 Baht, equivalent to 5% of net profit for the year 2023 to legal reserve, after which the total legal reserve of the Company would be 101,043,716 Baht.
- (2) No dividend payment for the year 2023 due to the Company has necessity to set aside cash for the business operations.
- (3) Approve the allocation of the remaining amount of the net profit of Baht 68,728,998 to Retained Earnings.

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 2023 (Proposed year)	Year 2022 (Previous year)	Year 2021 (Previous year)
1. Net profit (loss) : (million Baht)	72.35	(183.82)	(111.65)
2. Number of shares (million shares)	1,027.904	1,027.904	1,027.904
3. Net profit (loss) : (Baht/share)	0.07	(0.18)	(0.11)
4. Total dividend payment (Baht/share)	Nil	Nil	Nil
5. Percentage of dividend payment/share	Nil	Nil	Nil

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



Board's Opinion

The Shareholders should approve the appropriated amount for legal reserve of Baht 3,617,316, no dividend payment for the year 2023 and approve the allocation of the remaining amount of the net profit of Baht 68,728,998 to Retained Earnings.

Voting Required

This agenda item 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 2023 to 31 December 2023. 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. 91	Period holding Director's position as of the AGM No. 94
1	Mr. Kirit Shah	Director and Vice Chairman of the Board of Directors Executive Committee Member Remuneration Committee Member Nomination Committee Member	13 years	16 years
2	Mr. Kasemsit Pathomsak	Independent Director and Chairman of the Board of Directors Chairman of Audit and Corporate Governance Committee Chairman of Remuneration Committee Chairman of Nomination Committee	12 years	15 years
3	Mr. Ishaan Shah	Director and Executive Committee Member	12 years	15 years
4	Mr. Kris Thirakaosal	Independent Director Audit and Corporate Governance Committee Member Remuneration Committee Member Nomination Committee Member	12 years	15 years

The Nomination Committee has considered the knowledge, experience and past performance as Director and capability of the candidates for nomination including the number and qualifications of Independent Directors. The Board of Directors, on the recommendation of the Nomination Committee, is of the opinion that the above four (4) Directors are eligible to be, and should be, nominated for re-election for a further 3 years term. The above four 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.

In addition, for Mr. Kasemsit Pathomsak and Mr. Kris Thirakaosal, Independent Directors, on the recommendation of the Nomination Committee, the Board of Directors has reviewed their independence and is of the opinion that they remain independent and should be re-elected as Independent Directors due to the following reasons:-

- (i) They fulfil the criteria under the definition and qualifications specified in the regulations of the SEC and the SET regarding Independent Directors;
- (ii) They are able to bring independence and objective judgment to the Board;
- (iii) Their wide range of business experience and understanding of the Company are of great benefit to shareholders/company and enables them to provide the Board with a diverse set of corporate expertise, skills and competence;



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- (iv) They have contributed sufficient time and attended all the Board meetings during their previous term for an informed and balanced decision making process;
- (v) They have exercised due care during their tenure as Independent Directors of the Company and carried out their professional duties in the interests of the Company and shareholders; and
- (vi) Their tenure as Independent Directors have not affected their independence in any manner.

The profiles of the above four (4) Directors, records of their attendance at the Board of Directors' meetings are attached as **Attachment 3**.

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

Board's Opinion

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

- | | |
|---------------------------|---|
| 1. Mr. Kirit Shah | Director and Vice Chairman of the Board of Directors
Executive Committee Member
Remuneration Committee Member and Nomination Committee Member |
| 2. Mr. Kasemsit Pathomsak | Independent Director and Chairman of the Board of Directors
Chairman of Audit and Corporate Governance Committee
Chairman of Remuneration Committee
Chairman of Nomination Committee |
| 3. Mr. Ishaan Shah | Director and Executive Committee Member |
| 4. Mr. Kris Thirakaosal | Independent Director
Audit and Corporate Governance Committee Member
Remuneration Committee Member and Nomination Committee Member |

Voting Required

This agenda item 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 2024.

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. 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 2023 is provided on pages 151-153 of the 2023 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 2024 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



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2.1 The Chairman of audit and corporate governance committee shall receive remuneration of Baht 30,000 per month, meeting allowance of Baht 60,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 per attendance to the Board of Directors' meeting as mentioned in No. 1.2 above.

2.2 Each member of the audit and corporate governance committee shall receive remuneration of Baht 25,000 per month, meeting allowance of Baht 45,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 per attendance to the Board of Directors' meeting as mentioned in No. 1.2 above.

3. Bonus

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

The following table compares the remuneration of directors between 2024 and 2023.

(Unit: Baht)

Description	Meeting Allowance				Remuneration		Bonus		Any other compensation	
	Director		Audit & CG Committee		Baht/Month/Person		2023	2022	2023	2022
	Baht/Attendance/Person	Baht/Attendance/Person	Baht/Attendance/Person	Baht/Attendance/Person	2023	2022				
1. Chairman of the Board	60,000	60,000	-	-	20,000	20,000			-	-
2. Director	30,000	30,000	-	-	10,000	10,000	2% of total cash dividend payment, in prior year. The allocation of the approved Bonus within the Board members is subject to the discretion of the Board of Directors.	2% of total cash dividend payment, in prior year. The allocation of the approved Bonus within the Board members is subject to the discretion of the Board of Directors.	-	-
3. Chairman of Audit and CG Committee	30,000	30,000	60,000	60,000	30,000	30,000			-	-
4. Audit and 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	-	-	-	-	-	-			-	-

The Company's Board of Directors consist of 10 Directors including 3 Audit and 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 item requires 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 2024.

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 2024.

- | | |
|--|---|
| 1. Ms. Kamontip Lertwitworatop
<i>(Who has signed on the Audit Report of the Company and Subsidiary Financial Statements for 7 years from year 2014 – 2020 and as an auditor, she has done a good job.)</i> | CPA (Thailand) Registration No. 4377 and/or |
| 2. Ms. Patcharawan Koonarangsri
<i>(Who has signed on the Audit Report of the Company and Subsidiary Financial Statements for 3 years since year 2021 and as an auditor, she has done a good job.)</i> | CPA (Thailand) Registration No. 6650 and/or |
| 3. Mrs. Sarinda Hirunprasurtwutti | CPA (Thailand) Registration No. 4799 and/or |
| 4. Mr. Chawalit Chaluyampornbut | CPA (Thailand) Registration No. 8881 |



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The said auditors can act jointly and/or severally as the Company's auditors for the year 2024, and provided further that in the event that none of the said four (4) 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 four auditors.

The Audit and Corporate Governance Committee and the Board of Directors approved to propose to the AGM No. 91 for approval of the appointment of any of the above auditors from EY Office Limited as the statutory auditors of the Company for the year 2024 and fixed their remuneration at Baht 2.85 million. The four (4) proposed auditors are not the Company's shareholders and do not provide any consulting services to the Company.

The proposed fees increase of Baht 100,000 or 3.6% higher than the previous year, is primarily due to increased investments in new subsidiaries over the past three years, resulting in additional work and time required for the audit/review of the Group's Consolidated Financial Statements, along with related disclosures. Furthermore, the fees have remained constant for the past three years (from Year 2021 to Year 2023).

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.

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

	<u>Year 2024</u> (Proposed)	<u>Year 2023</u>	<u>Increase</u>
Audit Fee	2,850,000	2,750,000	100,000
Non Audit Fee	-	-	-
Total	2,850,000	2,750,000	100,000

The four proposed auditors for year 2024 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 2024 and the proposed audit fees.

Voting Required

This agenda item 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.90 held on 21 April 2023.



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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 item 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 (28 February 2024). For more information, please refer to Attachment 4 the Capital Increase Form (F 53-4)



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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	Baht 1	(One Baht)
	Divided into Ordinary shares	1,102,904,144 shares	(One thousand one hundred and two million, nine hundred and four thousand, one hundred and forty-four shares)
	Preference shares	-	-

Board's Opinion

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

Voting Required

This agenda item 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



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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 item 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 Thursday 14th March 2024.

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:

- 1) Mr. Suriyon Tuchinda, Independent Director, Age: 66 years
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- 2) Ms. Renuka Diwali Sharma, Independent Director, Age: 43 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 Friday, 19th April 2024** 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 2023 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 2023 Annual Report at the following link, apart from the QR Code attached to this Notice:

<https://cnt.listedcompany.com/misc/one-report/20240313-cnt-or2023-en.pdf>

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

(Mr. Surasak Osathanugraha)
Director and Company Secretary



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(Translation)

Minutes of the Extra-ordinary General Meeting of Shareholders No. 1/2023 Christiani & Nielsen (Thai) Public Company Limited

Time and Place

Held on 15 December 2023 at 10:00 a.m. via electronic devices (E-EGM).

Preliminary

Mr. Kasemsit Pathomsak, 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.

- The Board of Directors Meeting no. 472 held on 14 November 2023 resolved to hold this EGM via electronic media (e-Meeting or E-EGM) only. The Meeting is being held in compliance with the Emergency Decree on Electronic Meetings and is in accordance with all the measures, regulations and laws related to the meeting via electronic media.
- The Record Date to determine the list of shareholders who are eligible to attend the EGM No. 1/2023 is on 28 November 2023.
- The Company published the Invitation Letter to EGM No. 1/2023, on Company's website since 17 November 2023 which is in advance of the meeting date. The short form of notice of the meeting in which shareholders can access the full details via QR Code was sent to shareholders on 6 December 2023. The shareholders could 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.
- The E-EGM is organized by Quidlab Company Limited who are certified for e-Meeting by The Electronic Transactions Development Agency (ETDA).

The Chairman asked **Mr. Surasak Osathanugraha**, Director and Company Secretary, Assistant to Managing Director (Finance and Accounting), Executive Director, Executive Committee Member and Sustainability and Risk Management Committee Member to introduce Chairmen of Sub-committees, independent directors, directors, management, external auditor and legal advisor who were present in the meeting. Mr. Surasak also informed further about meeting regulations, voting procedures, vote casting and Meeting quorum as follows.

10 Directors are attending the meeting electronically via electronic devices, representing 100% of the Board as under.

Independent Directors, Chairmen and Members of Sub-committees

Mr. Kasemsit Pathomsak	Independent Director Chairman of the Board of Directors Chairman of Audit and Corporate Governance Committee Chairman of Nomination Committee and Chairman of Remuneration Committee
Mr. Suriyon Tuchinda	Independent Director Chairman of Sustainability and Risk Management Committee Audit and Corporate Governance Committee Member
Mr. Kris Thirakaosal	Independent Director Audit and Corporate Governance Committee Member Nomination Committee Member and Remuneration Committee Member
Ms. Renuka Diwali Sharma	Independent Director
Directors	
Mr. Kirit Shah	Director Vice-chairman of the Board of Directors Executive Committee Member Nomination Committee Member and Remuneration Committee Member
Mr. Ishaan Shah	Director and Executive Committee Member
Mr. John Heinecke	Director

Executive Directors (Management)



Mr. Khushroo Wadia	Director, Managing Director Executive Director Executive Committee Member and Sustainability and Risk Management Committee Member
Mr. Surasak Osathanugraha	Director and Company Secretary, Assistant to Managing Director (Finance and Accounting) Executive Director Executive Committee Member and Sustainability and Risk Management Committee Member
Mr. Vites Ratanakorn	Director, Operations Director Executive Director Executive Committee Member and Sustainability and Risk Management Committee Member

Auditor

Miss Patcharawan Kunarangsri	Certified Public Accountant No. 6650 EY Office Limited
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Legal Advisor

Ms. Weerada Techatarnwanich	Suthee Phongpaiboon Law Office Independent Inspector for vote counting
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Meeting Regulations**1. Meeting Regulations**

- 1.1 Shareholders attending via Quidlab E-meeting & Voting System to view and listen the EGM will receive detail and Weblink. After registration in the Quidlab E-meeting & Voting System and successfully completed the authentication process, Shareholders can download the registration and use of Quidlab E-meeting & Voting System via e-mail or download from http://www.cn-thai.co.th/investor_en.php. 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, they are requested to 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, they are requested to 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. Duration of submission or asking the question in each agenda item is 1 minute.

2. Voting Procedures

- 2.1 For, Agenda item no. 1 and no. 2, 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-EGM 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. The resolution of the following Agenda items shall be as follows:
Agenda item no. 1 - approved by the majority votes of shareholders who are attending the Meeting and eligible to vote.
Agenda item no. 2 - the approved votes must not be less than 3/4th of shareholders who are attending the Meeting and eligible to vote.
6. Any Shareholder who would like to ask a question or needs clarification from directors or management, the Shareholder should follow the guidelines for E-EGM 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.
7. In this Meeting, Ms. Weerada Techatarnwanich from Suthee Phongpaiboon Law Office is 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

In the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM) there were 27 shareholders present at the Meeting in person and by proxy, holding shares in aggregate of 752,913,158 shares equivalent to 73.2474 percent of the total paid up shares which is not less than one - third of the total paid-up shares of the Company and therefore a quorum was formed pursuant to Article 12 of the Company's Articles of Association.

The Chairman opening the Meeting and proceed in accordance with the Agenda items announced in the Invitation Letter for the Extraordinary General Meeting of Shareholders No.1/2023 (E-EGM).

After the Chairman opened the Meeting, 1 Shareholder holding total 300 shares joined the Meeting, thus there were 28 Shareholders present at the EGM in person and by proxy, holding 752,913,458 shares in aggregate, equal 73.2474 percent of the paid-up shares of the Company.

The Chairman proceed with the Meeting as under:

Agenda item no. 1

To adopt the Minutes of the Annual General Meeting of Shareholders No. 90

The Chairman asked the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 90 held on 21 April 2023 a copy of which was attached to the Invitation Letter earlier provided to the shareholders as Attachment 1 total 16 pages from page 4-19 by going through the said Minutes, 1 page at a time.

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.90 held on 21 April 2023. This agenda required majority votes of the Shareholders attending and casting their votes.

Resolution

The Meeting **unanimously** approved the Minutes of the Annual General Meeting of Shareholders No. 90 held on 21 April 2023. The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	752,913,458 Votes	Equivalent to 100.0000
Disapproved	0 Votes	Equivalent to 0.0000
Abstained	0 votes	Equivalent to 0.0000
Void	0 votes	Equivalent to 0.0000
Total	752,913,458 votes	Equivalent to 100.0000

Agenda Item No.2

To consider and approve the issuance and offering of debentures of the company

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

**Mr. Surasak informed and proposed as follows:**

Due to the company's necessity to secure funds for operational purposes, debt repayment, business expansion, and/or working capital requirements, the company proposes that, at the shareholders' meeting, consideration be given to approving the issuance and offering of debentures not exceeding a total amount of 800 million baht. The details of the proposed debentures have been provided in the documents sent to shareholders along with the meeting invitation. However, the company has summarized the key details of the proposed debentures for the shareholders' consideration as follows:

Uses of Proceeds	For general business operations and/or repayment of debts and/or company's investments and/or working capital and/or any purposes which is subjected to the consideration and decision of the Board of Directors.
Type of Debentures	Bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange) in any types and forms, name-registered or no name-registered bond, secured or unsecured, guaranteed or non-guaranteed, subordinated or unsubordinated, callable or non-callable, issued with bondholders' representative or without bondholders' representative, having maturity or without maturity (perpetual), which depends on market sentiments at each issuance and offering periods.
Currency	Thai Baht and/or foreign currency using exchange rates at the time of each issuance and offering of the Debentures.
Value of Debentures	The principal amount of bond and fixed income instruments (not limited to bond, short term bond, bills of exchange and short-term bills of exchange) not exceeding THB 800,000,000 or equivalent in foreign currencies. In addition, the company will be able to issue and offer the bond and fixed income instruments (not limited to bond, short term bond, bills of exchange and short term bills of exchange) in one time and/or several times and/or in program, to issue and offer the bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange) in order to replace the existing bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange), which have any form of redemption, in a Revolving Basis, which the outstanding bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange) shall not, at all time, exceed the approved amount as above.
Tenor	Based on market conditions.
Interest Rate	Based on market conditions.
Offering	(1) Debentures can be offered in one or several occasions, and/or as project and/or as revolving. (2) Offer in Thailand and/or outside Thailand to general public, and/or private placement, and/or institutional investors domestically and/or internationally, and/or high net worth investors. The offering can be all at once or on several occasion in compliance with the Securities and Exchange Commission Notifications (and as amended), Capital Market Commission Notifications (and as amended), or any other related regulations which regulate at the time of the issuance and offering.
Authorization	The Board of Directors or the Board of Executive Committee or the Managing Director or the person who the Board of Director or the Board of Executive Committee or the Managing Director who is assigned to be authorized to perform the issuance and offering of the Debentures including but not limited to the following actions: (1) To determine the details with regard to the Debentures, including the type, name, offering amount, tenor, interest rate, guarantee, collateral, offering amount per unit, period of the offering, method of offering, method of allocation, terms of redemption, and other related details as it deems appropriate.



	<p>(2) To appoint a financial advisor and/or advisor and/or underwriter related to the issuance and offering of the Debentures and/or credit rating agency of the securities issuer and/or of the securities, Bondholders' Representative and/or Bond Registrar as well as to execute, amend, enter into negotiation of any agreement and/or documents, including to file documentation or evidence with the office of the Securities and Exchange Commission, Bank of Thailand, Stock Exchange of Thailand, Thai Bond Market Association and/or other agencies relating to the issuance and offering of the Debentures, as well as to undertake any acts necessary for to the completion of the issuance, offering and allocation of the debentures.</p> <p>(3) To negotiate, engage, sign, amend contracts and/or documents, as well as communicate, provide information, submit documents, evidence to the Office of the Securities and Exchange Commission, and/or any other relevant agencies involved in issuing and offering the aforementioned Debentures, as well as perform any necessary or related activities as deemed appropriate.</p>
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After the presentation made by Mr. Surasak Osathanugraha, 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 issuance and offering of debentures of the company with details as were presented.

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

Resolution

The Meeting unanimously approved the issuance and offering of debentures of the Company with a vote of not less than three-fourths (3/4th). The details of the votes were announced as follows:

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	752,913,458 Votes	Equivalent to 100.0000
Disapproved	0 Votes	Equivalent to 0.0000
Abstained	0 votes	Equivalent to 0.0000
Void	0 votes	Equivalent to 0.0000
Total	752,913,458 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 10.30 hours.

The Company recorded the entire E-EGM preceding, including all speeches, presentations, and discussions. The Company will be disclosing the VDO recording of this E-EGM on its website.

Christiani & Nielsen (Thai) Public Company Limited

- Signature -

Mr. Kasemsit Pathomsak
Chairman of the Meeting

- Signature -

Mr. Surasak Osathanugraha
Director and Company Secretary

The Company's Annual Report 2023 attached to this Notice in the form of QR Code,
containing financial statements for the financial year ended
31 December 2023 and auditor's report.





Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda Item No. 5
of The Annual General Meeting of Shareholders No. 91 to be held on Wednesday, 24th April 2024
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 91

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

- | | |
|----------------------------|------------------------------|
| 1. Mr. Kasemsit Pathomsak | 2. Mr. Kirit Shah |
| 3. Mr. Suriyon Tuchinda | 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. Ms. Renuka Diwali Sharma |


At the Annual General Meeting No. 91 to be held on Wednesday, 24 April 2024, 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. Kirit Shah | Director and Vice Chairman of the Board of Directors
Executive Committee Member
Remuneration Committee Member
Nomination Committee Member |
| 2. Mr. Kasemsit Pathomsak | Independent Director and Chairman of the Board of Directors
Chairman of Audit & Corporate Governance
Committee Chairman of Remuneration Committee
Chairman of Nomination Committee |
| 3. Mr. Ishaan Shah | Director and Executive Committee Member |
| 4. Mr. Kris Thirakaosal | Independent Director
Audit & Corporate Governance Committee Member
Remuneration Committee Member
Nomination Committee Member |

Information of Director Nominee in Agenda Item No. 5

MR. KIRIT SHAH

Position	Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member	
Date of appointment on the board	11 November 2011	
Age	70 years	
Education	Bachelor's Degree in Commerce from H.R. College of Commerce, Bombay, India	
Training	<p>• 2005 Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP), Class 57/2005</p>	
Work Experience	<p>• Aug, 2014 - Present Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member</p> <p>• 2011 - Aug, 2014 Vice Chairman Director Nomination Committee Member and Remuneration Committee Member Christiani & Nielsen (Thai) Public Company Limited Director, Christiani & Nielsen Energy Solutions Company Limited</p> <p>• Sep, 2023 - Present Director, CNES D1 Co., Ltd.</p> <p>• Sep, 2023 - Present Director, Gammon Engineering and Contractors Private Limited, India</p> <p>• 2018 - Present Director, Maxwin Apartment Limited</p> <p>• Mar, 2014 - Present Director and Remuneration Committee Member</p> <p>• 2007 - Present Director, Precious Shipping Public Company Limited</p> <p>• 1989 - 2002 Director, Thai Stick Company Limited</p> <p>• Present Director, Alva Aluminium Limited</p> <p>• Present Director, Caesar Events Asia Limited</p> <p>• Present Director, MJets Limited</p> <p>• Present Director, Maxwin Builders Ltd.</p> <p>• Present Director, Mega Lifesciences Public Company Limited</p> <p>• Present Director, Globex Corporation Limited</p> <p>• Present Director, Unistretch Limited</p> <p>• Present Director, Maestro Controls Limited</p> <p>• Present Executive Director, Graintrade Limited</p> <p>• Present Director, Premthai International Limited</p> <p>• 2011 - 2019 Director, International Seaports (Haldia) Private Limited, India</p> <p>• 1999 - 2003 Vice Chairman and Executive Director, Phoenix Pulp and Paper PCL</p> <p>• 1980 - 2003 Managing Director, G. Premjee Limited</p>	
Occupation	Company Director	



CHRISTIANI & NIELSEN

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Director and Remuneration Committee Member Precious Shipping Public Company Limited*
	Non-Listed Companies : 1. Director, Globex Corporation Limited 2. Director, Unistretch Limited 3. Director, MJets Limited 4. Director, Maxwin Builders Ltd.* 5. Director, Maestro Controls Limited* 6. Director, Gammon Engineering and Contractors Private Limited, India 7. Director, Maxwin Apartment Limited* 8. Director, Caesar Events Asia Limited* 9. Director, Alva Aluminium Limited* 10. Director, Thai Stick Company Limited*
Non-Connected Companies	Listed Companies : Director, Mega Lifesciences Public Company Limited
	Non-Listed Companies : 1. Executive Director, Graintrade Limited 2. Director, Premthai International Limited
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen Energy Solutions Company Limited* 2. Director, CNES D1 Co., Ltd.
Other Organizations	Nil

***Note:** Please refer to "CONNECTED TRANSACTIONS" on page 173 -175. of this Annual Report.

No. of Shares held (shares) as of year ended 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

Mr. Kirit Shah is the father of Mr. Ishaan Shah and Ms. Nichita Shah but has no family relationship with any of the other Directors or any of the Management Team.



CHRISTIANI & NIELSEN

Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Executive Director	9/9 times
Nomination Committee	2/2 times
Remuneration Committee	2/2 times
Annual General Meeting	1/1 times
Extra ordinary general Meeting	1/1 times


No. of shares held as of 31 December 2023	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. KASEMSIT PATHOMSAK

Position	Independent Director Chairman of the Board of Directors* Chairman of Audit and Corporate Governance Committee** Chairman of Nomination Committee Chairman of Remuneration Committee	
Date of appointment on the board	10 April 2012	
Age	53 years	
Education	Master of Science in Finance from Bentley College, MA, USA Bachelor of Science in Business Administration Northeastern University, Massachusetts, USA	
Training	<p>Graduate member of Thai Institute of Directors (IOD)</p> <p>.2016 Corporate Governance for Capital Market Intermediaries Program 12/2016</p> <p>.2010 Audit Committee Program 32/2010</p> <p>.2010 Monitoring the System of Internal Control and Risk Management 9/2010</p> <p>.2005 Director Accreditation Program (DAP) Class 48/2005</p> <p>.2003 Director Certification Program (DCP) Class 175/2003</p> <p>Capital Market Academy (CMA), The Stock Exchange of Thailand Capital Market Leader Program (Class 9)</p> <p>Commerce Academy, University of Thai Chamber of Commerce Top Executive Program in Commerce and Trade (TEPCoT) Class 7</p> <p>Tourism Authority of Thailand Tourism Management for Executives Class 1</p> <p>Institute of Metropolitan Development Navamindradhiraj University Urban Development Executive Program Class 1</p> <p>National Defense College National Defense Program Class 63</p>	
Work Experience		
• Apr, 2023 - Present	Independent Director Chairman of the Board of Directors* Chairman of Audit and Corporate Governance Committee** Chairman of Nomination Committee Chairman of Remuneration Committee	
• Feb, 2013 - Apr, 2023	Independent Director Chairman of Audit and Corporate Governance Committee Chairman of Nomination Committee Chairman of Remuneration Committee	



CHRISTIANI & NIELSEN

• Apr, 2012 - Feb, 2013	Independent Director Chairman of Audit Committee Christiani & Nielsen (Thai) Public Company Limited
• Dec, 2023 - Present	Independent Director Vice Chairman of the Audit Committee Eastern Water Resources Development and Management Public Company Limited
• Sep, 2022 - Present	Director, Starr International Insurance (Thailand) Public Company Limited
• Feb, 2022 - Present	Independent Director, A.J. Plast Public Company Limited
• May, 2021 - Present	Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee, Asian Alliance International 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	Vice Chairman, Board of Trade of Thailand
• 2005 - Present	Executive Chairman Merchant Partners Securities Public Company Limited
• Dec, 2021 - Oct, 2023	Independent Director Audit Committee Member of the Nomination and Remuneration Committee, CMO Public Company Limited
• Oct, 2019 - 2022	Member of the Board of Governor, The Civil Aviation Authority of Thailand
• Oct, 2019 - 2021	Sub-Committee on International Relation and Strategy, Parliament House
• 2010 - 2020	Director, UOB Kay Hian Securities (Thailand) Public Company Limited
Occupation	Executive Chairman Merchant Partners Securities Public Company Limited Merchant Partners Asset Management Limited



CHRISTIANI & NIELSEN

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies: 1. Director, WP Energy Public Company Limited 2. Independent Director, A.J. Plast Public Company Limited 3. Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee, Asian Alliance International Public Company Limited 4. Independent Director Vice Chairman of the Audit Committee, Eastern Water Resources Development and Management 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. Independent Director Audit Committee 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 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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.

Note : *Appointed as the Chairman of the Board of Directors with effect from 21 April 2023

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



CHRISTIANI & NIELSEN

Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Audit & CG Committee	5/5 times
Nomination Committee	2/2 times
Remuneration Committee	2/2 times
Annual General Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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

MR. ISHAAN SHAH

Position Director | Executive Committee Member
Date of appointment on the board 10 April 2012
Age 35 years
Education Bachelor of Science in Business Administration,
Concentration in Finance and Law,
University of Southern California, Los Angeles, USA



Training

- 2011 **Graduate member of Thai Institute of Directors (IOD)**
Director Certification Program (DCP)

Work Experience

- Aug, 2014 - Present Director | Executive Committee Member
- Apr, 2012 - Aug, 2014 Director, **Christiani & Nielsen (Thai) Public Company Limited**
- Feb, 2023 - Present Director, **Christiani & Nielsen DCM Co., Ltd.**
- Sep, 2020 - Present Director, **CNES D1 Co., Ltd.**
- 2019 - Present Director, **International Seaports (Haldia) Private Limited, India**
- 2016 - Present Director, **Christiani & Nielsen (Myanmar) Limited**
- Mar, 2014 - Present Director, **Maxwin Apartment Limited**
- 2011 - Present Director, **Precious Shipping Public Company Limited**
- 2008 - Present Director, **Globex Corporation Limited**
- Present Director, **Maxwin Builders Limited**
- Present Director, **Ambika Tour Agency Limited**
- Present Director, **Thai Stick Company Limited**
- Present Director, **Alva Aluminium Limited**
- Present Director, **Caesar Events Asia Limited**
- Present Director, **Mega Lifesciences Public Company Limited**
- Present Director, **Geepee Air Service Limited**
- Present Director, **Graintrade Limited**
- Present Director, **Unistretch Limited**
- Present Director, **Maestro Controls Limited**
- Present Director, **InsurExcellence Life Insurance Brokers Limited**
- Present Director, **InsurExcellence Insurance Brokers Limited**
- Present Director, **CE Lime (Thailand) Limited**

Occupation

Company Director



CHRISTIANI & NIELSEN

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Director, Precious Shipping Public Company Limited*
	Non-Listed Companies : 1. Director, Globex Corporation Limited 2. Director, Unistretch Limited 3. Director, Maxwin Builders Limited* 4. Director, Ambika Tour Agency Limited 5. Director, Maestro Controls Limited* 6. Director, CE Lime (Thailand) Limited* 7. Director, Maxwin Apartment Limited* 8. Director, Caesar Events Asia Limited* 9. Director, Alva Aluminium Limited* 10. Director, Thai Stick Company Limited*
Non-Connected Companies	Listed Companies : Director, Mega Lifesciences Public Company Limited
	Non-Listed Companies : 1. Director, Geepee Air Service Limited 2. Director, Graintrade Limited 3. Director, InsurExcellence Insurance Brokers Limited 4. Director, International Seaports (Haldia) Private Limited, India
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen (Myanmar) Limited 2. Director, CNES D1 Co., Ltd. 3. Director, Christiani & Nielsen DCM Co., Ltd.*
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page 173 - 175 of this Annual Report.

No. of Shares held (shares) as of year ended 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
By himself (Victor Co., Ltd.)	94,372,280	-	-	-	94,372,280
By his spouse and minor children (if any)	-	-	-	-	-

Mr. Ishaan Shah is the son of Mr. Kirit Shah and younger brother of Ms. Nishita Shah but has no family relationship with any of the other Directors or any of the Management Team.



CHRISTIANI & NIELSEN

Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	6/7 times
Executive Director	9/9 times
Annual General Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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

MR. KRIS THIRAKAOSAL

Position	Independent Director Audit and Corporate Governance Committee Member Nomination Committee Member Remuneration Committee Member	
Date of appointment on the board	6 December 2012	
Age	47 years	
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	
Training	Graduate member of Thai Institute of Directors (IOD) • 2018 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	
• 2023 - Present	Executive Director	
• 2008 - 2014	Managing Director Thai-Australian Resources Co., Ltd.	
• 2019 - 2022	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.	
• 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	Executive Director, Thai-Australian Resources Co., Ltd.	



CHRISTIANI & NIELSEN

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Executive Director, Thai-Australian Resources 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 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Audit & CG Committee	5/5 times
Nomination Committee	2/2 times
Remuneration Committee	2/2 times
Annual Generation Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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 a professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/services, money borrowing or lending	Nil



CHRISTIANI & NIELSEN

Selective Procedure for Independent Directors

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

Qualifications of Independent Directors

- a Holding shares not exceeding 0.80 per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
- b Neither being nor used to be an executive director, employee, staff, advisor who receives salary or other kinds of compensation from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling persons or other juristic person may have conflicts of interests (present and during less than 2 years prior to the date of appointment).
- c They must not be a blood relative, legal relative, related person or close relative of any executive director, executive officer, major shareholder or controlling person in/of the Company.
- d Neither having nor used to have a business relationship pursuant to the regulations of the Securities and Exchange Commission and also must be free of any present, direct or indirect, financial or other interest in the management and business of the Company, its subsidiaries, associated companies, or its major shareholders.
- e neither being nor used to be an auditor or a provider of any professional services including those as legal advisor or financial advisor from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person ant not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relations has ended not less than 2 years prior to the date of appointment.
- f They must not be acting as a nominee or representative of any Director, major shareholder or shareholders, who are a relative of any major shareholders of the Company.
- g Not undertaking any business of same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner, or being an executive director, employee, staff, advisor who receives salary or controlling person or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- h They must be able to carry out their duties, exercise their judgement, and report the committee's performances, which are assigned by the Board of Directors without being influenced by Executive Directors or major shareholders of the Company, including related persons or relatives.
- i not having any other characteristics which cause the inability to express independent opinions.
- j Being able to provide equitable protection to benefit of all shareholders, and being able to prevent any conflict of interests might be occurred between the Company and executives, major shareholders, or any other company having similar major shareholders. May be appointed by the Board of Directors to make decision in a group (collective decision) regarding business operation for the Company, subsidiaries, affiliate or juristic person which may have conflicts of interest.

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

(F 53-4)

Capital Increase Report Form**Christiani & Nielsen (Thai) Public Company Limited****28 February 2024**

Christiani & Nielsen (Thai) Public Company Limited (“**Company**”) would like to notify the resolutions of the meeting of the Board of Directors No. 474 held on 28 February 2024 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. 91 to approve the capital increase and share allocation

The Annual General Meeting of the Shareholders No. 91 (the “AGM”) is scheduled to be held on Wednesday, 24 April 2024 at 10.30 hours, by electronic means (“E-AGM”), to consider and approve the following matters:-

- The share register will be closed to share transfers in order to determine the right to attend this meeting from _____ until the meeting has been duly convened. Or
- The eligible shareholders for the shareholders’ meeting shall be recorded on 14 March 2024 (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. 474	28 February 2024
9.2	Record Date for the purpose of determining the eligible shareholders to attend the AGM No. 91	14 March 2024
9.3	Annual General Meeting of the Shareholders No. 91	24 April 2024
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 2024** 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 22nd April 2024, 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. Suriyon Tuchinda, Independent Director, Age: 66 years
Address: 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260
- Ms. Renuka Diwali Sharma, Independent Director, Age: 43 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 2024** 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 คริสเตียนีและนิลเสน (ไทย) จำกัด (มหาชน) (“บริษัทฯ”)
being a shareholder of **Christiani & Nielsen (Thai) Public Company Limited (The “Company”)**
เลขทะเบียนผู้ถือหลักทรัพย์ _____ รวม _____ หุ้น
Shareholder’s Registration No holding the total amount of shares

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 91 ในวันที่ 24 เมษายน 2567 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. 91 of the Company on Wednesday, 24th April 2024 at 10:30 hours by

เข้าร่วมประชุม E-AGM ด้วยตนเอง และขอให้บริษัทฯ ส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) พร้อม
เว็บลิงค์ (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) พร้อมเว็บลิงค์ (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 เพื่อใช้
ในการตรวจสอบสิทธิในการเข้าร่วมการประชุม E-AGM ให้แก่บริษัทฯ ภายในวันศุกร์ที่ 12 เมษายน 2567 ผ่านช่องทางต่อไปนี้

• ทางอีเมล: ir@cn-thai.co.th หรือ

• ช่องทางไปรษณีย์: หน่วยงาน “นักลงทุนสัมพันธ์” บริษัท คริสเตียนีและนิลเสน (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 Friday, 12th April 2024 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. SURIYON TUCHINDA

Age 66 years

Nationality Thai

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

Training

- 2004
- 2001

Thai Institute of Directors (IOD)

Director Certification Program (DCP)

University of Pennsylvania (Wharton)

Management Development Program

Work Experience

- Apr, 2022 - Present
- Feb, 2020 - Apr, 2022
- 2019 - Feb, 2020
- 2020 - Present
- 2019 - Present
- 2017 - 2018
- 2013 - 2017
- 2009 - 2013
- 2005 - 2009

Independent Director | Chairman of Sustainability and Risk Management Committee | Audit and Corporate Governance Committee Member

Independent Director | Audit and Corporate Governance Committee Member

Independent Director, **Christiani & Nielsen (Thai) Public Company Limited**
Secretary General and Chairman of Commission on Commercial Law and Practice and Executive Board of **ICC Thailand National Committee**
Chairman of the Border Trade Subcommittee and Vice President of ASEAN and Logistics, **The Federation of Thai Industries**

Advisor, Office of the President, **SCG Cement Building-Material Co., Ltd.**

Head of Steel, Starch & Home and Living Product Division, **SCG Trading**

Executive Director, **Eastern Economic Corridor Office (EECO)**

Head of Steel & Home Improvement Product Division

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**

SCG Distribution: Special Assignment at **Thailand Management Association**
- CEO, **Thailand Management Association (TMA)**
- Director, **Japanese Management Association Consulting (JMAC)**

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

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

Directorship and positions held in other companies and other organizations

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

No. of Shares held (shares) as of year ended 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Audit & CG Committee	5/5 times
Sustainability and Risk Management Committee	4/4 times
Annual Generation Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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 43 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

Training

- 2022
- 2021

Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 326/2022 (English)
Director Accreditation Program (DAP) Class 183/2021 (English)

Work Experience

- Apr, 2022 - Present
- Nov, 2022 - Present
- Jan, 2020 - Nov, 2022
- Jan, 2016 - Jan, 2020
- May, 2011 - Jan, 2016
- Aug, 2006 - May, 2011

Independent Director
Christiani & Nielsen (Thai) Public Company Limited
Managing Director
Head of Legal, APAC
BayWa r.e. (Thailand) Co., Ltd.
Regional Legal Counsel and Head of Compliance Greater China
Brookfield Greater China/TerraForm Global Inc.
Legal Counsel Thailand and Head of Compliance APAC
SunEdison Asia
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 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
By herself	-	-	-	-	-
By her spouse and minor children (if any)	-	-	-	-	-

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

Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	6/7 times
Annual Generation Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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)

**Proxy Form
Form 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 ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Ordinary shares shares in total which are entitled to cast votes; and
 หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Preferred shares shares in total which are entitled to cast votes,

(3) ขอมอบฉันทะให้ I/We wish to appoint

(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) **นายสุริยนต์ ตูจินดา** อายุ **66** ปี อยู่บ้านเลขที่ **727**
 Name **MR. SURIYON TUCHINDA** Age **66** 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) **นางเรณูกา ดิวารี ชามา** อายุ **43** ปี อยู่บ้านเลขที่ **727**
 Name **MS. RENUKA DIWALI SHARMA** Age **43** 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) 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

(5) 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญประจำปี
ผู้ถือหุ้น ครั้งที่ 91 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่พุธที่ 24 เมษายน 2567 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.91 by electronic means (E-AGM) to be held on Wednesday 24th April 2024 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ซึ่งได้จัดขึ้นในศุกร์วันที่ 15 ธันวาคม
2566

**Agenda Item No.1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
held on Friday 15th December 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 2 รับทราบรายงานประจำปี 2566 ของคณะกรรมการบริษัท

Agenda Item No.2 To acknowledge the Board of Directors' Report for 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 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2566 ลสิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2566
ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาต

**Agenda Item No.3 To consider and approve the Company's Audited Financial Statements for the year
ended 31 December 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ระเบียบวาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรและจ่ายเงินปันผลประจำปี 2566

Agenda Item No.4 To consider and approve the allocation of profit and the dividend payment 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <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 นายกิริต ชาท်

Name of the director MR. KIRIT SHAH

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

2. ชื่อกรรมการ นายเกษมสิทธิ์ ปฐมศักดิ์

Name of the director MR. KASEMSIT PATHOMSAK

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

3. ชื่อกรรมการ นายอิษฏ์ชาญ ชาท်

Name of the director MR. ISHAAN SHAH

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

4. ชื่อกรรมการ นายกฤษณ์ วีระเกาศัลย์



Name of the director MR. KRIS THIRAKAOSAL

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ สำหรับปี 2567

Agenda Item No.6 To consider and approve the remuneration of directors for the year 2024

- (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 2567

Agenda Item No.7 To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2024

- (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 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 form (form B).
- 4 กรรมการอิสระที่บริษัทฯ กำหนดให้เป็นผู้รับมอบฉันทะจากผู้ถือหุ้น ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ยกเว้นระเบียบวาระที่ 6 ค่าตอบแทนกรรมการ
Independent directors may be appointment as grantee, as specify in this form, 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 บริษัทคริสเตียนีและนิลสัน (ไทย) จำกัด (มหาชน)
A proxy id granted by a shareholder of **Christiani & Nielsen (Thai) Public Company Limited**
ในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 91 โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 24 เมษายน 2567
เวลา 10.30 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
For Annual General Meeting of Shareholders no. 91 by electronic means (E-AGM) to be held on Wednesday 24th April
2024 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
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Approve Disapprove Abstain

ระเบียบวาระที่

Agenda item No.

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Approve Disapprove Abstain

ระเบียบวาระที่

Agenda item No.

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 (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
(.....)



CHRISTIANI & NIELSEN

Articles of Association Re: Shareholders Meeting**Chapter III**
Shareholders' Meeting

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

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

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

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

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

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

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



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- (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. 91
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. 91 (“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 2023 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 2023 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 2023 Annual report
- The AGM No.91 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,

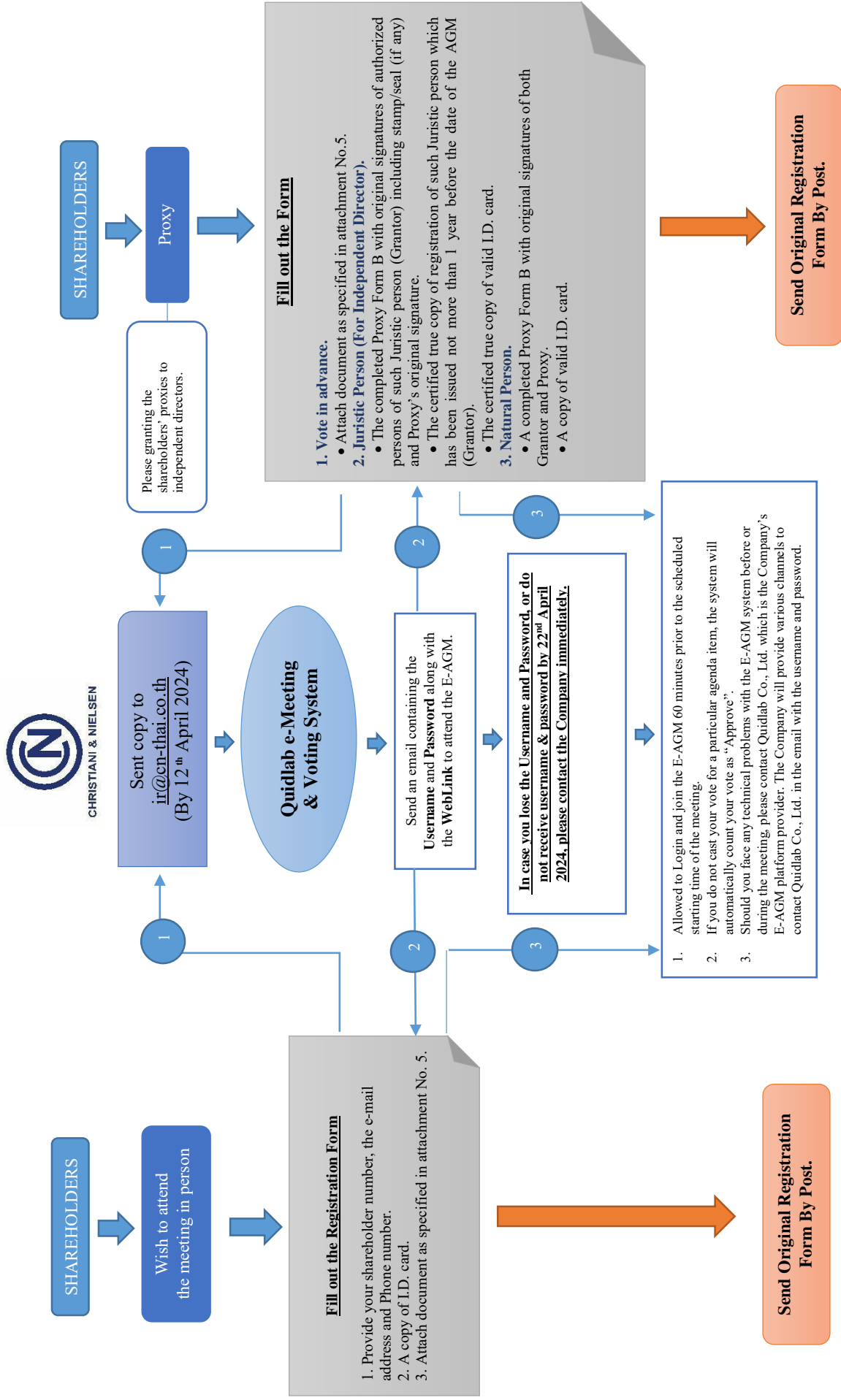
Bangkok 10260

Tel. +66 2 338 8000

Contact person: Ms. Orawan Chaipetch Ext. 8035



Flowchart for attending the Meeting by electronic means (E-AGM No.91)



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

-  Tel : +66 2 338 8000 Fax : +66 2 338 8090
-  Homepage : www.cn-thai.co.th
-  E-mail : cnt@cn-thai.co.th

