



# Invitation to the 2023 Annual General Meeting of Shareholders

Sahakol Equipment Public Company Limited

Wednesday, April 12, 2023 at 2:00 p.m.

At Meeting Room, 1st floor, Sahakol Equipment Public Company Limited

No.47/10 Soi Amornphan 4, Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok 10900

Start to the registration at 12.00 hrs.

(Translation)

March 27, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of Sahakol Equipment Public Company Limited

**Supporting Documents for Agendas of the 2023 Annual General Meeting of Shareholders**

- Enclosures
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
  2. Form56-1 One Report 2022, in QR Code
  3. Profiles and Working Experience of the Directors Who Retire by Rotation for Re-Election as Directors for Another Term
  4. Profiles and Working Experience of the Auditors and Audit Fees for the Year 2023
  5. Proposed amendments to Articles 25, 29, 31, 32, 33 and 44 of the Company's Articles of Association
  6. Documents or Evidences Required for the Meeting Attending, and Condition, Requirement, Procedure for Attending, Guidance of Proxy Appointment, Vote Casting and Vote Counting
  7. Proxy Form; Form A. and Form B. (Shareholder can download Proxy Form A., Form B., and Form C. from the Company's website at <https://www.sahakol.com/th/shareholder-info/>)
  8. Profiles of the Independent Director Proposed by the Company to Act as Proxy for Shareholders and Definition of the Independent Director
  9. Articles of Association of the Company with Respect to the Shareholders' Meeting
  10. Procedure for Attending the Shareholders' Meeting
  11. Map of the Meeting Venue
  12. Requisition Form for Form56-1 One Report 2022

Remark: If the shareholders would like to receive the print-out of the Form56-1 One Report 2022, please contact: Investor relations E-mail: [ircontact@sahakol.com](mailto:ircontact@sahakol.com) or Tel: 02-9410888 Ext. 66

The Board of Directors' Meeting of Sahakol Equipment Public Company Limited (the "Company") No. 3/2023 held on March 13, 2023 resolved to convene the 2023 Annual General Meeting of Shareholders on Wednesday, April 12, 2023 at 14.00 hrs. at the Main Meeting Room, 1<sup>st</sup> floor, Head Office of Sahakol Equipment Public Company Limited, 47/10 Soi Amornphan 4, Vibhavadeerangsit Road, Ladyao, Chatuchak, Bangkok 10900 to consider the following agenda items.

**Agenda Item 1 Matter to be informed by the Chairman**

Resolution This agenda item is for acknowledgement. No casting of votes in this agenda.

**Agenda Item 2 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders**

Facts and Rationale: The Company held the 2022 Annual General Meeting of Shareholders on April 22, 2022. The Company submitted the mentioned Minutes of the Meeting to the Stock Exchange of Thailand (“SET”) within 14 days and to the Ministry of Commerce as required by laws. Moreover, the said Minutes has already been uploaded on the Company’s website (<https://www.sahakol.com>). A copy of the Minutes was attached to this meeting invitation **Enclosure 1.**

Board of Directors’ opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders.

Resolution This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda Item 3 To consider and acknowledge the Company’s operating performance for the fiscal year ended December 31, 2022**

Facts and Rationale: The Company prepared the report of the Board of Directors concerning the business operation of the Company for the fiscal year ended 2022 as of December 31, 2022 showing the summary of Company’s operation during 2022. Details of which are presented in the Form56-1 One Report 2022 provided in QR Code, which was delivered to the shareholders, together with this meeting invitation **Enclosure 2.**

Board of Directors’ opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to acknowledge the Company’s operating performance for the fiscal year ended December 31, 2022.

Resolution This agenda item is for acknowledgement. No casting of votes in this agenda.

**Agenda Item 4 To consider and approve the Company’s report and consolidated financial statement for the fiscal year ended December 31, 2022**

Facts and Rationale: In compliance with the Public Limited Companies Act B.E. 2535, Section 112, and the Company’s Article of Association, Articles 39., stipulating that the Company shall arrange for preparation of the Statement of Financial Position and the Statements of Comprehensive Income as of the end of each fiscal year to be proposed to the shareholders’ meeting for consideration and approval at an annual general meeting of shareholders of every year.

In this regard, the Company has prepared a consolidated financial statement for the fiscal year ended December 31, 2022 and the audit report which were audited and certified by the auditor of the company, EY Office Limited, and reviewed by the Audit Committee. Details of which are presented in the Annual Report 2022 provided in QR Code, together with this meeting invitation **Enclosure 2**.

A summary of the key information in comparison with the previous years is as follows:

Financial Statement Details	unit: Million Baht Fiscal year ended on 31st December		
	2020	2021	2022
Total assets (Million Baht)	10,009.4	9,210.2	8,869.9
Total liabilities (Million Baht)	7,597.1	6,551.8	5,995.4
Shareholders' equity (Million Baht)	2,412.3	2,658.4	2,874.5
Total Revenues (Million Baht)	4,771.3	4,803.0	5,238.1
Cost of Services (Million Baht)	4,224.8	4,208.9	4,685.2
Gross Profit (Million Baht)	315.7	263.8	236.9
*Net Profit for the year (Million Baht)	241.0	350.8	308.0
Earnings per share (Baht per Share)	0.21	0.31	0.27

\*Net Profit for the year: Equity holders of the Company

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the Company's report and consolidated financial statement for the fiscal year ended December 31, 2022, which were approved by the Audit Committee and audited by the certified auditor of the Company.

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda Item 5 To consider and approve on the profit allocation and the dividend payment from the Company's operating performance for the fiscal year ended December 31, 2022.**

**Facts and Rationale:** In compliance with the Public Limited Companies Act B.E. 2535, Section 116, and the Company's Articles of Association, Article 45., stipulating that the Company is required to allocate not less than five (5) percent of the annual net profits as a legal reserve, deducted with the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital.

Currently, the Company has a total registered capital in the amount of Baht 1,149,160,000 with a legal reserve in the amount of Baht 114,916,000, equaling to 10 percent of registered capital of the Company. Therefore, is not required to allocate the net profit of 2022 to be the legal reserve fund pursuant to law.

However, having considered various factors in relation to distribution of dividend to shareholders, i.e. the performance of the Company, liquidity, investment, a Company's future operations plan and other factors such as economic and war situations effect to an uncertainty in the investments and production costs, it is deemed appropriate to

propose to the Meeting to consider and approve for the payment of dividends from the Company's operating results for the fiscal year ended December 31, 2022 at the rate of Baht 0.11 per share, totaling dividends in the amount of Baht 126,407,600,

In this regard, the Company stipulates a determination date on March 28, 2023 for the list of shareholders who shall be entitled to receive such dividend payment (Record Date). The dividend payment shall be made on May 11, 2023.

Board of Directors' opinion:

The Board deemed the proposal of the Chief Financial Officer acceptable and appropriate to propose the Annual General Meeting of Shareholders as follows:

1. As the Company has sufficient legal reserve fund as required by law not less than 10% of the company registered capital. Therefore, is not required to allocate the net profit of 2022 to be the legal reserve fund pursuant to law;
2. Approved the dividend payment for the fiscal year ended December 31, 2022 in the amount of Baht 126,407,600.
  - The first day of showing XD sign (exclude dividend date) shall be set on March 27, 2023.
  - The dividend payment shall be made on May 11, 2023 (subject to an approval of the 2023 Annual General Meeting of Shareholders).

In this regard, the dividend payment of the Company for the fiscal year ended December 31, 2022 is as follows:

Details of Dividend Payment	Year 2022	Year 2021	Year 2020
1. Net Profit Attribute to Shareholders of the Company (THB)	308.3	309.2	228.97
2. Number of Shares (Share)	1,149.2	1,149.2	1,146,45
3. Par Value (Baht/Share)	1.00	1.00	1.00
4. Dividend Payment Rate (Baht/Share)	0.1100	0.0800	0.0800
4.1. Interim Dividend	0.0000	0.0000	0.0000
4.2. Remaining Dividend	0.1100	0.0800	0.0800
5. Total Remaining Dividend (Baht/Share)	0.1100	0.0800	0.0800
6. Total Dividend Payment (Baht)	126.41	91.9	91.7
7. Dividend Payment Ratio (Percent)	41.0%	29.7%	40.6%

Resolution This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda Item 6 To consider and approve the election of directors to replace the directors who retired by rotation**

Facts and Rationale:

In compliance with the Public Limited Companies Act B.E. 2535, Section 71., and the Company's Article of Association Article 17., stipulating that at least one-third (1/3) of the total member of the directors must retire by rotation and if it is impossible for the number of directors to be divided into three, the number nearest to one-third (1/3) must retire and the retired directors will be eligible for re-election. The directors who shall retire in the first and second year after the registration of the

Company shall be selected by drawing. In the subsequent years, the directors who have held a position longest shall retire. At the 2023 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- |                              |   |
|------------------------------|---|
| 1) Mr. Sirichai Towiriyawate | Independent Director /<br>Chairman of Audit<br>Committee            |
| 2) Dr. Mongkon Laoworapong   | Independent Director /<br>Member of the Audit<br>Committee          |
| 3) Mr. Vitavat Sirison       | Director / Executive<br>Director / Chief Risk<br>Management Officer |
| 4) Mr. Prapas Vichakun       | Independent Director  |

For nominating the directors, the Company has made an announcement to invite the shareholders to propose the names of qualified candidates for the directorship via the Company's website and SET's channel during January 23 - February 24, 2023; however, no such proposal was made. In this regard, the Board (Excluding the Directors with interests in this matter) has considered the qualifications of the directors who would retire by rotation at the 2023 Annual General Meeting of Shareholders regarding the director qualifications, knowledge, competency, experience, expertise in various aspects, and independent expression of opinions including a provision of opinions and suggestion giving a great benefit to the Company's business operation. These directors had duly performed their duties with good efficiency.

For the best interests of the Company, the Company is of an opinion that these 4 directors had completed qualifications, without any prohibited characteristics under the laws, and deemed appropriate to propose that the Annual General Meeting of Shareholders to consider and approve re-election of the retiring directors to be the Company's directors for another term. The details of which are as shown in **Enclosure 3**.

**Board of Directors' opinion:**

The Board, excluding the Directors who have conflict of interest in this matter, deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the election of directors to replace the directors who retired by rotation to be re-elected as follows:

- |                              |   |
|------------------------------|---|
| 1) Mr. Sirichai Towiriyawate | Independent Director /<br>Chairman of Audit<br>Committee            |
| 2) Dr. Mongkon Laoworapong   | Independent Director /<br>Member of the Audit<br>Committee          |
| 3) Mr. Vitavat Sirison       | Director / Executive<br>Director / Chief Risk<br>Management Officer |
| 4) Mr. Prapas Vichakun       | Independent Director  |

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

## Agenda Item 7 To consider and approve the remuneration of the Board of Directors for 2023

### Facts and Rationale:

In compliance with the Public Limited Companies Act B.E. 2535, Section 90, and the Company's Article of Association, Article 22., stipulating that the Company's directors are eligible to receive a remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or in other forms of benefits as determined by the shareholders' meeting which such distribution of remuneration may be specified in a fixed amount, or by a principle, and be prescribed subject to a criteria applicable from time to time or applicable until the shareholders' meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rules, considering the propriety of the remuneration of the directors by taking into the duties and responsibilities and comparison with the same industry and with the similar sizes. It deems appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors not exceeding Baht 5,000,000, which is the same amount approved by the 2022 Annual General Meeting of Shareholders as details below:

Remuneration of the Board of Directors	Year 2023 (Proposed year)	Year 2022
- Chairman of the Board	40,000 Baht/month	40,000 Baht/month
- Chairman of the Audit Committee	25,000 Baht/month	25,000 Baht/month
- Non-Executive Director	15,000 Baht/month	15,000 Baht/month
- Executive Director	-	-
<b>Meeting Allowances</b>		
- Non-Executive Director	15,000 Baht/meeting	15,000 Baht/meeting
- Member of the Audit Committee	10,000 Baht/meeting	10,000 Baht/meeting
- Executive Director	8,000 Baht/meeting	8,000 Baht/meeting
<b>Total Remuneration for Approval</b>	Not exceeding Baht 5,000,000	Not exceeding Baht 5,000,000 (Actual remuneration was Baht 2,175,000)

### Board of Directors' opinion:

The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of Directors of the Company for the year 2023, in the amount not exceeding Baht 5,000,000.

### Resolution

This agenda item required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting, **including** abstentions from the calculation base.

**Agenda Item 8 To consider and approve the appointment of the auditor and fix the audit fee for the year 2023**

Facts and Rationale:

In compliance with the Public Limited Companies Act B.E. 2535, Section 120, stipulating that the Annual General Meeting of Shareholders must appoint the external auditors and determine the audit fee of the Company every fiscal year, the Audit Committee had reviewed and considered the qualification, knowledge, experience, reliability and working record of each auditor including the appropriate audit fee and then resolved to propose to the Board of Directors to consider and concur the appointment of auditor for financial statements of the Company for the year 2023 as listed below;

Names of Auditors	Certified Public Accountant	Number of Years Audit for the Company
1) Mr. Vatcharin Pasarapongkul or	No. 6660	2
2) Ms. Waraporn Prapasirikul or	No. 4579	-
3) Ms. Isaraporn Wisutthiyan	No. 7480	-

The 3 auditors from EY Office Limited have fully qualified and have no relationship with or any vested interest in the Company, its subsidiaries, executives, major shareholders, or any related persons and therefore; are independent in the audit and provision of opinions on the Company's financial statements. In addition, none of above auditors have acted as the auditor of the Company for more than 5 consecutive fiscal years, the profiles and working experience of the auditors are as shown in **Enclosure 4**.

Furthermore, the Audit Committee has considered the audit fee of the Company for the fiscal year ended on December 31, 2023 and viewed that the proposed audit fee is suitable to the scope of services. It is deemed appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and approve the audit fee for the fiscal year ended on December 31, 2023 in the amount of Baht 1,700,000. The said audit fee is exclusive of other fees (Non-audit service fee) which will be billed per actual (if any). The details of which are as below:

Audit Fee	Year 2023 (Proposed Year)	Year 2022
**Annual Audit Fee and Quarterly Financial Statements Audit Fee (Baht)	1,700,000	1,700,000

Board of Directors' opinion:

The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and fix the audit fee for the year 2023 as follows:

Names of Auditors	Certified Public Accountant	Number of Years Audit for the Company
1) Mr. Vatcharin Pasarapongkul or	No. 6660	2
2) Miss Waraporn Prapasirikul or	No. 4579	-
3) Miss Isaraporn Wisutthiyan	No. 7480	-

The above auditors from EY Office Company Limited are to be the Company's auditors for the year 2023 and the audit fee is fixed at Baht 1,700,000.

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda Item 9 To consider and approve Increasing the credit line for issuing debentures by 100 million baht, which will bring the total credit line of all bonds to no more than 2,400 million baht.**

**Facts and Rationale:**

In order to prepare the Company to be in accordance with the future growth and investment plans, the Company's executive has the opinion and proposed to the Meeting that the Company should increase funding options through Increasing the credit line for issuing of debenture, the Company hereby proposed to the Meeting of the Board of Directors to consider and approve.

The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve Increasing the credit line for issuing of debenture for another Baht 100 million, which the total amount of all debentures is not exceeding Baht 2,400 million with the following details.

<u>Type</u>	All types of debentures, with name or unnamed registered debenture holders, unsubordinated debentures which are secured or unsecured, with or without debenture holders' representative.
<u>Currencies</u>	Thai Baht and/or United States Dollar and/or other currencies
<u>Total Limit of Debentures</u>	Total principal limit of the debentures at any time shall not exceed Baht 2,400 million. In case debentures are in foreign currencies, the exchange rate on the issue date shall be used for consideration of each issuance.  Refer to the resolution of the 2022 Annual General Meeting of Shareholders dated April 22, 2022, the Meeting has approved the total limit for the issuance and offering of debentures at any time not exceeding Baht 2,300 billion. As of February 28, 2023, the Company has an outstanding amount of the debentures which have been issued and offered for the total amount of Baht 1,689.20 million. This time, the Company has considered increasing the total amount for the issuance and offering of the

	Company's debentures by Baht 100 million, making the <b>Total Limit of Debentures at any time not exceeding Baht 2,400 million.</b>
<u>Par Value</u>	Baht 1,000 (One thousand).
<u>Interest Rate</u>	Depending on the market condition at the time of each issuance of debenture.
<u>Maturity</u>	The Board of Directors of the Company and/or a person assigned by the Board of Directors and/or Chief Executive Officer shall consider the determination of maturity of debenture depending on the appropriateness of the type of bond, type of payment and prevailing market conditions.
<u>Offering</u>	Offer domestically and/or internationally to the general public and/or institutional investors and/or high net worth investors and/or specific investors, which are offered for one time or several times and/or on a revolving basis. In addition, the issuance and offering can be on separate occasions. In case of the issuance and offering to existing debenture holders that are going to mature or be redeemed prior to maturity, in this regard, the Company shall comply with laws, rules, regulations or any other related notifications as well as obtain necessary approvals from relevant authorities.
<u>Special Condition</u>	If the Company redeems or repays the principal of debenture issued under the offering amount approved above, the Company may issue and offer additional debentures in substitution of the amount of the redeemed and repaid debenture.

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve Increasing the credit line for issuing debentures details as follows:

<u>Type</u>	All types of debentures, with name or unnamed registered debenture holders, unsubordinated debentures which are secured or unsecured, with or without debenture holders' representative.
<u>Currencies</u>	Thai Baht and/or United States Dollar and/or other currencies
<u>Total Limit of Debentures</u>	Total principal limit of the debentures at any time shall not exceed Baht 2,400 million. In case debentures are in foreign currencies, the exchange rate on the issue date shall be used for consideration of each issuance.  Refer to the resolution of the 2022 Annual General Meeting of Shareholders dated April 22, 2022, the Meeting has approved the total limit for the issuance and offering of debentures at any time not exceeding Baht

	2,300 billion. As of February 28, 2023, the Company has an outstanding amount of the debentures which have been issued and offered for the total amount of Baht 1,689.20 million. This time, the Company has considered increasing the total amount for the issuance and offering of the Company's debentures by Baht 100 million, making the <b>Total Limit of Debentures at any time not exceeding Baht 2,400 million.</b>
<u>Par Value</u>	Baht 1,000 (One thousand).
<u>Interest Rate</u>	Depending on the market condition at the time of each issuance of debenture.
<u>Maturity</u>	The Board of Directors of the Company and/or a person assigned by the Board of Directors and/or Chief Executive Officer shall consider the determination of maturity of debenture depending on the appropriateness of the type of bond, type of payment and prevailing market conditions.
<u>Offering</u>	Offer domestically and/or internationally to the general public and/or institutional investors and/or high net worth investors and/or specific investors, which are offered for one time or several times and/or on a revolving basis. In addition, the issuance and offering can be on separate occasions. In case of the issuance and offering to existing debenture holders that are going to mature or be redeemed prior to maturity, in this regard, the Company shall comply with laws, rules, regulations or any other related notifications as well as obtain necessary approvals from relevant authorities.
<u>Special Condition</u>	If the Company redeems or repays the principal of debenture issued under the offering amount approved above, the Company may issue and offer additional debentures in substitution of the amount of the redeemed and repaid debenture.

The Board of Directors of the Company and/ or a person assigned by the Board of Directors and/or Chief Executive Officer shall have the following powers:

- 1) To determine the details and other conditions in connection with the issuance and offering of debenture such as its name, offering procedures, amount of debenture of each issuance and offering, types of debentures, security, offering price per unit, maturity, redemption period, premature redemption period, interest rate, method of principal and interest repayment, allocation process, and details of offering;
- 2) To appoint financial advisors, and/or underwriter, and/or credit rating agencies of the issuer and/or other person with respect to the issuance and offering of debenture;

3) To negotiate, enter into, execute any relevant documents and agreements, and take any necessary actions for and in relation to the issuance and offering of debenture, including listing such debenture as a listed security on the bond's secondary market or other secondary market(s), and to obtain approval from relevant authorities.

**Resolution** A resolution on this agenda item must be approved by a vote of not less than three-fourth (3/4) of the total number of votes of shareholders attending the Meeting and casting their votes, **including** abstentions from the calculation base.

**Agenda Item 10 To Approve the Amendment of the Articles of Association of the Company to comply with the Public Limited Companies and details are set out in the draft new Articles of Association of The Company.**

**Facts and Rationale:** The Public Limited Company Act (No. 4) B.E. 2565 allows certain arrangements to be made through electronic methods such as permitting public limited companies to use electronic means for holding the board of directors' meetings or the shareholders' meetings as well as sending notices or documents and appointing proxies for the shareholders' meetings.

**Board of Directors' opinion:** The Board of Directors deems it appropriate to propose to the 2023 Annual General Meeting to consider and approve the amendments to Articles 25, 29, 31, 32, 33 and 44 of the Company's Articles of Association to comply with the Public Limited Company Act (No. 4) B.E. 2565. These amendments are shown in **Enclosure 5**.

**Resolution** A resolution on this agenda item must be approved by a vote of not less than three-fourth (3/4) of the total number of votes of shareholders attending the Meeting and casting their votes, **including** abstentions from the calculation base.

**Agenda Item 11 To consider other matters (If any)**

The Company has confirmed Tuesday, March 28, 2023 is the Record Date on which the shareholders whose names appear on the Company's share register book shall have the right to attend the 2023 Annual General Meeting of Shareholders.

The shareholders of Sahakol Equipment Public Company Limited are cordially invited to participate in the Meeting on Wednesday, April 12, 2023 at 14.00 hrs. at the Main Meeting Room, 1<sup>st</sup> floor, Head Office of Sahakol Equipment Public Company Limited, 47/10 Soi Amornphan 4, Vibhavadeerangsit Road, Ladyao, Chatuchak, Bangkok. The shareholders are suggested to register for attending the Meeting from 12.00 hrs.

If any shareholder wishes to appoint another person to attend the Meeting and vote as his or her behalf, please fill in and execute either the proxy in Form A. or Form B. where the details are shown in **Enclosure 7**. For foreign shareholders who deposit shares in safeguard of custodian in Thailand, please execute the proxy in Form C. which can be downloaded from the Company's website at (<https://www.sahakol.com/th/shareholder-info/>).

To protect the rights and benefits of shareholders who are unable to attend the Meeting in person and would like to appoint the Independent Director of the Company as their proxy to attend the Meeting and cast votes on their behalf, the shareholders can appoint the Independent Directors as follows:

- 1) Mr. Sirichai Towiriyawate
- 2) Mrs. Kingthien Bang-or
- 3) Dr. Mongkon Laoworapong

The profile of the Independent Director and relevant profile and working experience are detailed in **Enclosure 8** and please execute a proxy Form B. as appeared in the **Enclosure 7** and submit such Proxy Form B. together with supporting documentation as detailed in **Enclosure 6**. For the purpose of document verification, please submit all documentations to the Company by April 10, 2023 at

Investor Relation Department  
Sahakol Equipment Public Company Limited  
47/10 Soi Amorphan 4, Vibhavadi Rangsit Road,  
Lad Yao Sub-District, Chatuchak District, Bangkok 10900  
Tel: +66-2941-0888 ext. 66

The Company recommends that the shareholders study the Meeting Attending, and Condition, Requirement, Procedure for Attending, Guidance of Proxy Appointment, Vote Casting and Vote Counting as set out in **Enclosure 6** as well as the details on Procedure for Attending the Shareholders' Meeting as set out in **Enclosure 10**.

The Company will disclose the 2023 Annual General Meeting of Shareholders itinerary and agendas in advance on the Company's website (<http://www.sahakol.com>). In addition, any shareholders who would like to receive the Form56-1 One Report 2022 of the Company, kindly fill out the request form of the Form56-1 One Report 2022 in the **Enclosure 12** and send it by email to [ircontact@sahakol.com](mailto:ircontact@sahakol.com) or Tel: 02-941-0888 ext. 66

For any inquiries, please contact Mr. Surapol Ounsuwan, the Company Secretary at [surapol@sahakol.com](mailto:surapol@sahakol.com) or Tel: +66-2941-0888 ext. 66

Yours sincerely,  
Sahakol Equipment Public Company Limited

*-Signature-*

M.R. Pridiyathorn Devakula  
Chairman of the Board of Directors

## **Minutes of the 2022 Annual General Meeting of Shareholders**

### **Sahakol Equipment Public Company Limited**

#### **Date, Time and Meeting Venue**

The 2022 Annual General Meeting of Shareholders was held on April 22, 2022 at 14.00 hrs. in the Main Meeting Room at the Head Office of Sahakol Equipment Public Company Limited, 1st Floor, 47/10 Soi Amornphan 4, Vibhavadeerangsit Road, Ladyao Sub-District, Chatuchak District, Bangkok 10900.

#### **The Meeting Commencement**

Mr. Surapol Ounsuwan, Company Secretary, acted as the moderator for the 2022 Annual General Meeting of Shareholders ( the “ **Meeting**” ), of Sahakol Equipment Public Company Limited (the “**Company**” ), introducing the Directors, the Executive, the Auditor and the Independent Legal Advisors who attended the Meeting as follows:

#### **Attending Directors and Executives**

- |     |                   |              |  |
|-----|-------------------|--------------|--|
| 1.  | M.R. Pridiyathorn | Devakula     | Chairman of the Board  |
| 2.  | Mr. Noppun        | Muangkote    | Vice Chairman of the Board / Chairman of Executive Director                                    |
| 3.  | Mr. Sasavat       | Sirison      | Director / Executive Director / Chief Executive Officer  |
| 4.  | Mr. Vittavat      | Sirison      | Director / Executive Director / Chairman of Risk Management Director / Chief Operation Officer |
| 5.  | Mr. Kavut         | Sirison      | Director / Executive Director / Risk Management Director / Chief Financial Officer             |
| 6.  | Mr. Sirichai      | Towiriyawate | Independent Director / Chairman of Audit Committee   |
| 7.  | Mrs. Kingtien     | Bang-or      | Independent Director / Audit Committee   |
| 8.  | Dr .Mongkol       | Laoworapong  | Independent Director /Audit Committee  |
| 9.  | Mr. Chalee        | Ruksuthee    | Director   |
| 10. | Mr. Prapas        | Vichakul     | Independent Director   |
| 11. | Mr. Pichet        | Mahunsukon   | Independent Director   |
- (Attended the Meeting via electronic media)

#### **Attending Auditor**

- |    |               |               |  |
|----|---------------|---------------|--|
| 1. | Mr. Vatcharin | Pasarapongkul | Auditor from EY Office Company Limited |
|----|---------------|---------------|--|

**Attending Independent Legal Advisors**

1. Ms. Wichitphan Klaiubon Independent Legal Advisor from Legal Advisory Council Limited
2. Mr. Kittipoj Kittikachorn Independent Legal Advisor from Legal Advisory Council Limited
3. Ms. Kochapan Kingkaewjirakul Independent Legal Advisor from Legal Advisory Council Limited

In the Meeting, there were **18** shareholders and **22** proxies attending the Meeting, totaling **40** shareholders and proxies, representing **522,788,474** shares, equivalent to **45.49** percent of the total amount of the subscribed shares of the Company. Thus, the quorum was attained under the Articles of Association of the Company, which state that there must be no less than 25 shareholders and proxies or no less than a half of the total shareholders attending a meeting, and they must collectively hold no less than one-third of the total amount of the subscribed shares of the Company.

Prior to the 2022 Annual General Meeting of Shareholders, the Company had made an announcement to invite the shareholders to propose the names of qualified candidates for the position of a Director in advance via the Company's website and SET's channel between January 21, 2022 and February 25, 2022; however, no such proposal was made.

Prior to the commencement of the agenda, the Moderator informed the Meeting that regarding voting in each agenda item, if shareholders disapproved or abstained from voting, shareholders would vote in the ballot, raise their hand and hand over such ballot for voting in such agenda item to the staff. Subsequently, the Moderator explained to the Meeting regarding the voting principle and the vote count methods as well as which voting card would be deemed as invalid card (Details stated in the Invitation to the Meeting). The Moderator also informed the Meeting that prior to voting in each agenda item of the Meeting, attendees could make inquiries and provide suggestion with respect to such agenda item as deemed appropriate. Such shareholders or proxies were asked to announce their name and surname and inform the Meeting whether he/she was a shareholder or a proxy every time before making inquiries or providing suggestion. In case such inquiries or suggestions were not related to the considered agenda item, shareholders or proxies were requested to make suggestions or inquiries in the last agenda item.

Furthermore, the Moderator informed that the Company invited the auditor from EY Office Company Limited and the legal advisors from Legal Advisory Council Limited to answer any questions occurring from any agenda item to this Meeting for answering the relevant inquiries in each Agenda.

Afterwards, M.R. Pridiyathorn Devakula, the Chairman of the Board, presided over the Meeting (the “**Chairman**”), and declared the 2022 Annual General Meeting of Shareholders to be duly convened and proceeded to conduct the Meeting in line with the agenda items as specified as follows:

**Agenda 1 Matters to be informed by the Chairman**

The Chairman welcomed attendees and opened the Meeting. The agenda items would be announced in the following agenda.

**Resolution** This agenda was for acknowledgement only. No casting of votes in this agenda item was necessary.

**Agenda 2 To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders**

The Chairman informed the Meeting that the Company provided the Minutes of the 2021 Annual General Meeting of Shareholders, held on April 22, 2021 and submitted such minutes to the Stock Exchange of Thailand (“SET”) within 14 days and to the Ministry of Commerce as prescribed by laws, as well as uploaded such minutes on the Company’s website (<https://www.sahakol.com>), the details as shown in **Enclosure 1**, which the Company had delivered to shareholders along with the Invitation to the Meeting.

During this Agenda, there were **2** shareholders adding to the Meeting, holding **5,150,000** shares, resulting **42** attending shareholders and proxies in total, representing **527,938,474** shares, equivalent to **45.94** percent of the total amount of the subscribed shares of the Company.

The Chairman allowed the Meeting to provide suggestion and make inquiries on this agenda item. However, there were no shareholders who provided suggestions and made inquiries. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda item.

**Resolution of the Meeting** The Meeting adopted the Minutes of the 2021 Annual General Meeting of Shareholders held on April 22, 2021, as follows:

Approval	527,938,474	votes,	Equivalent to	100.00	%
Disapproval	0	votes,	Equivalent to	0.00	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (42)	527,938,474	votes,	Equivalent to	100.00	%

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 3 To consider and acknowledge the Company's operating performance for the fiscal year ended December 31, 2021**

The Chairman invited Mr. Sasavat Sirison, Chief Executive Officer, to report this agenda item to the Meeting. Mr. Sasavat Sirison reported to the Meeting the operating performance of the Company for the fiscal year ended December 31, 2021, as follows:

The Company had the total revenue for the year 2021 amounting to Baht 4,803 million, increasing by Baht 32 million or at 1 percent from the year 2020 with the total revenue amounting to Baht 4,771 million.

The gross profit, excluding depreciation (EBITDA), for the year 2021 amounted to Baht 1,604 million, decreasing by Baht 45 million or at 3 percent from the year 2020 with the gross profit amounting to Baht 1,649 million. The EBITDA margin decreased from 35 percent in 2020 to 34 percent in 2021.

The net profit in for the year 2021: Equity holders of the Company amounted to Baht 351 million, increasing by Baht 110 million or at 45 percent from the year 2020 that with the net profit amounting to Baht 241 million.

The Company had an interest-bearing debt to total equity decrease from 2.85 times in 2020 to 2.18 times in 2021 and such was expected to decline in 2022 and in years to come.

The long-term loan repayment and lease liabilities for the year 2021 amounted to Baht 1,553 million, increasing from the year 2020 with the long-term loan repayment and lease liabilities amounting to Baht 1,111 million due to loan repayment schedule of the bank and financial institution.

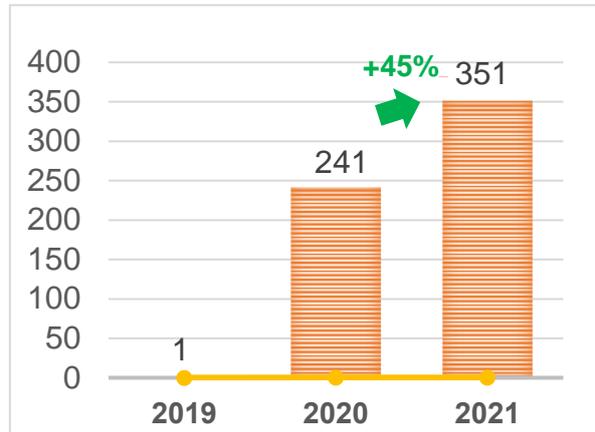
Financial costs decreased from Baht 316 million in the year 2020 to Baht 264 million in the year 2021 according to source of investment funds and cash flow management.

Unit: Million Baht



Unit: Million Baht

% rate of Net Profit



### Net Profit: Equity holders of the Company

#### Production of each project

##### Overburden removal

- Mae Moh 8 project produced up to 51.3 million cubic meters, decreasing by 5.3 million cubic meters from the year 2020 because there was no conveyor belt (Line B conveyor) from Mae Moh 7 project. Therefore, the accumulated production was at 110 percent of the contract.
- Hongsa project produced up to 19.1 million cubic meters, increasing by 4.3 million cubic meters from the year 2020 due to the higher number of machines and equipment that the Company provided in order to meet the expectation of clients. Hongsa O&M project produced up to 32.2 million cubic meters, increasing by 5.8 million cubic meters from the year 2020 due to the Company's work efficiency. Therefore, the accumulated production was at 103 percent of the contract.

##### Lignite removal

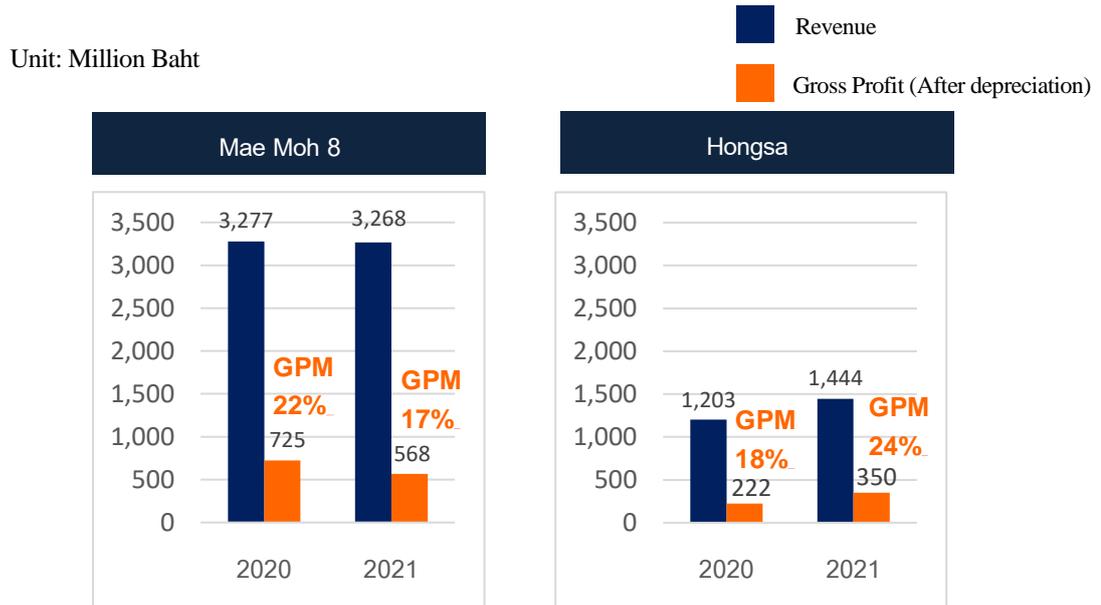
- Mae Moh 8 projects produced up to 5.6 million tons, increasing by 0.9 million ton from the year 2020 due to the efficiency and demand of Lignite from the Electricity Generating Authority of Thailand ("EGAT"). Therefore, the accumulated production was at 115 percent of the contract.
- Hongsa project produced up to 7.5 million tons, which was the same amount as the year 2020. Therefore, the accumulated production was at 103 percent of the contract.

#### Revenue and gross profit by project

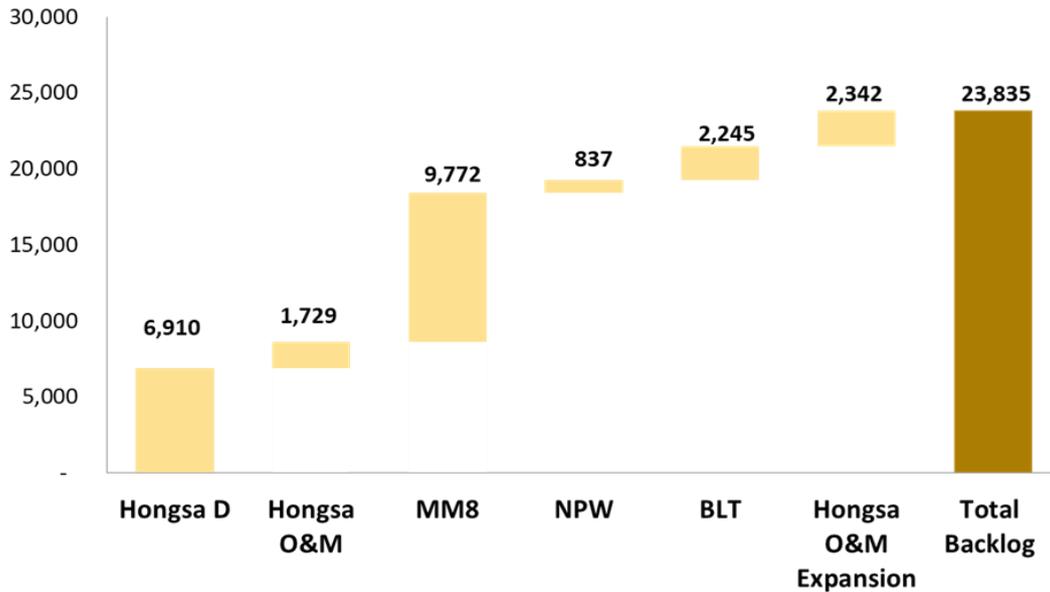
- The revenue of Mae Moh 8 Project from Overburden Removal in 2021 was Baht 3,268 million or at 68 percent of the total revenue, decreasing by Baht 8

million from 2020. Additionally, because of an increasing of the maintenance cost from the replacement of the deteriorating conveyor belt and a rise in oil price, the gross profit of the year 2021 was Baht 568 million, decreasing by Baht 157 million from the year 2020, which had the gross profit equivalent to Baht 725 million, leading to a decrease of the gross profit margin from 22 percent to 17 percent.

- The revenue of Hongsa Project from Overburden and Lignite Removal in 2021 was Baht 1,444 million or at 30 percent of the total revenue, increasing by Baht 241 million or at 20 percent from 2020, producing Baht 1,203 million due to a higher volume of the production from Overburden and Lignite Removal, despite the difficulties from a rise in costs to the bigger production volume according to the contract and the depreciation or the effect from COVID-19 pandemic about accessing working area and quarantine. In the year 2021, the gross profit was Baht 350 million, increasing by Baht 128 million or 58 percent from 2020 with a gross profit of Baht 222 million, leading to an increase of the gross profit margin from 18 percent to 24 percent.



Unit: Million Baht



The total work remaining (Backlog) at the end of the year 2021 was valued at Baht 23,835 million: Hongsa D project was valued at Baht 6,910 million, Hongsa O&M project was valued at Baht 1,729 million, Mae Moh 8 project was valued at Baht 9,772 million, Nort Pit wall project was valued at Baht 837 million, Build, Lease and Transfer (BLT) project was valued at Baht 2,245 million, and Hongsa O&M Expansion project was valued at Baht 2,342 million.

For the future projects, Mae Moh 10 project is expected to start calling for bids approximately in the year 2024, and Hongsa project is expected to start calling for bids approximately in the year 2025.

The Chairman further explained to the Meeting that the past rainy season was not difficult due to the Company's good operation management, and although the gross profit of Mae Moh 8 project had declined from the previous year, meanwhile, the gross profit of Hongsa project increased, resulting the net profit of the Company increasing.

The Chairman allowed the Meeting to provide suggestions and make inquiries on this agenda item. There were several shareholders who provided suggestions and made inquiries and the answers of such inquiries were made as follows:

<b>Mr.Sompong Chitawattanon</b>	inquired	If the executive of the Company could assure
A shareholder attending in person		the shareholders about bidding of Mae Moh

10 project and suggested the Company considered business diversification.

**Mr. Sasavat Sirison**  
Chief Executive Officer

clarified that The company was confident and would do the best. Due to the Company having some machines and equipment from the previous project that could be partly used. For the business diversification matter, he acknowledged appreciation for the suggestion and explained the company was in the process of consideration and proceeding.

**Mrs.Reweewan Chaikong**  
Proxy

inquired If she could have information on the progress of the expansion in industrial raw water business and asked if there was any issue and when revenue would be made from such business.

**Mr. Sasavat Sirison**  
Chief Executive Officer

clarified that The feasibility study had been done, starting with Phuket province due to its lack of water supply, seeking a water supply producer, and the demand of water supplier would continuously rise in the future. However, the main problem of this project was the lack of raw water source and no sustainable potential source, as well as the pandemic situation, so it was not suitable for investing in. The Company had to postpone this project and study for high potential, proper, and worthwhile investment in other areas or provinces.

**Mr.Sawong Kittisiripan**  
A shareholder attending in person

inquired

1. In the case of K-Factor value adjustment, if it was worth it when compared to the increasing cost.
2. In the case of legal reserve for the project in Myanmar, how long that would take.

**Mr. Kavut Sirison**  
Chief Financial Officer

clarified that

1. K -Factor value for adjustment was different for 2 projects. The Hongsa project

could be fully compensated while Mae Moh project could be partly compensated and calculated from interval, which was more or less 4 percent of the total cost. However, they felt assured the fuel cost would not be over the budget that was set at the beginning of this year because of forward negotiation with suppliers and operation management in order to reduce fuel consumption rate and increase productivity.

2. The Company had full legal reserve for investing in the sub-companies and advance payment for surveying and developing natural resources while the mining concessions remained, which meant it was possible for the Company to still operate the mine.

**Resolution** This agenda item was for acknowledgement. No casting of votes in this agenda item was necessary.

**Agenda 4 To consider and acknowledge the Company's report and the consolidated financial statement for the fiscal year ended December 31, 2021**

Before getting into this agenda item, the Moderator informed the Meeting about the resolution of the Meeting that this agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, excluding abstentions from the calculation base.

The Chairman invited Mr. Kavit Sirison, Chief Financial Officer, to report this agenda item to the Meeting.

Mr. Kavit Sirison reported to the Meeting that in compliance with the Public Companies Limited Act B.E.2535, Section 112 and The Company's Article of Association, Articles 39, the Company had prepared a report and consolidated financial statements for the fiscal year ended December 31, 2021 for which the said statements would be audited by the certified auditor and reviewed by the Audit Committee from EY Office Company Limited prior to proposing for the Shareholders' consideration and approval. A summary of the key information in comparison with the previous year is as follows:

**Consolidated Financial Statement**

Details	Fiscal year ended on 31 <sup>st</sup> December		
	2019	2020	2021
Total Assets (Million Baht)	11,106.2	10,009.4	9,210.2
Total Liabilities (Million Baht)	8,941.3	7,597.1	6,551.8
Shareholders' equity (Million Baht)	2,164.9	2,412.3	2,658.4
Total Revenues (Million Baht)	4,772.9	4,771.3	4,803.0
Total Cost and Expenses (Million Baht)	4,389.0	4,224.8	4,208.9
Financial cost (Million Baht)	389.3	315.7	263.8
*Net profit for the year (Million Baht)	1.1	241.0	350.8
Earnings per share (Baht per Share)	0.001	0.21	0.31

*\*Net profit for the year (Equity holder of the Company)*

Mr. Kavit Sirison also reported the following details to the Meeting:

- 1) The maintenance cost; increasing by Baht 260 million from the conveyor belt replacement, which was approximately Baht 400 million for the whole year, resulting in Mae moh project 8 being able to resume operating until completion. The maintenance cost at 22.3 percent of the total revenue in 2021
- 2) Fuel cost; increasing by Baht 134 million due to the increased fuel price during the end of 2021. The fuel cost at 15.4 percent of the total revenue in 2021
- 3) Depreciation cost; was at 20.3 percent of the total price, decreasing by Baht 97 million partly due to the machines from Mae Mor 7 project which had already completed the project and depreciation had been completely calculated.
- 4) Cost of hiring the contractor and the machine rental fee; the efficient machine management of the Company led to the fewer times of hiring the contractor, value Baht 235 million, which the Company has been continuously following for 2 years.

Overall, the net profit in 2021 of Baht 350.8 million increased by Baht 109.8 million from 2020.

The operating cash flow of the year 2021 was at Baht 1,335 million, which was a better amount, increasing by Baht 108 million from 2020 while the Company had the cash flow from investing of Baht 119 million, decreasing by Baht 299 million from 2020. Thus, the Company had repaid the debt at the amount of Baht 1,300 million, which affected a decrease in financial cost and debt to equity ratio.

It was deemed appropriate to propose to the Meeting to consider and approve the Company's report and the consolidated financial statement for the fiscal year ended December 31, 2021, which were audited by the certified auditor, reviewed by the Audit Committee, and had approval from the Board of Directors.

During this Agenda, there were 2 shareholders adding to the Meeting, holding 1,650,000 shares, resulting 44 attending shareholders and proxies in total, representing 529,588,474 shares, equivalent to 46.0848 percent of the total amount of the subscribed shares of the Company.

The Chairman allowed the Meeting to provide suggestions and make inquiries on this agenda item. There were several shareholders who provided suggestions and made inquiries and the answers of such inquiries were made as follows:

**Mrs. Reweewan Chaikong** inquired As Russia-Ukraine War had caused a rise in the oil price, and assuming it would continue occurring, as well as inflation, would such affect the Company and how would the Company handle the situation.  
Proxy from Thai Investors Association

**Mr. Kavit Sirison** clarified that In the year 2022, the Company assumed that the Company was able to control the cost in regards to the maintenance cost (e.g., conveyor belt) as had already happened since 2021. There was a fixed cost for the main spare parts of machines as agreed with the Vendors since the beginning, so the cost could not be raised. Thus, such cost would not be affected by the situation in this circumstance.  
Chief Financial Officer  
For the interest, the Company predicted that if the interests changed by 1 %, it would affect the Company by approximately Baht 35 million. However, the Company had also evaluated that the rise in interest rate would not cause a significant impact . Moreover, the Company had consulted with the financial institution about the tools to mitigate the risk for the rise in interest and was in the process of studying the use of such tools.

**Resolution of the Meeting** The Meeting approved the report and the consolidated financial statement for the fiscal year ended December 31, 2021, detailed as follows:

Approval	528,076,174	votes,	Equivalent to	100.00	%
Disapproval	0	votes,	Equivalent to	0.00	%
Abstention	1,512,300	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.00	%

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 5 To consider and acknowledge the allocation of profit from the Company’s operating performance for the fiscal year ended December 31, 2021 as a legal reserve and the dividend payment from the Company’s operating performance for the fiscal year ended December 31, 2021**

The Moderator reported to the Meeting that there would be an allocation of profit from the Company’s operating result of the fiscal year ended December 31, 2021 as the legal reserve in the amount of Baht 20,265,723, equaling 6 percent of the net profit for the fiscal year ended December 31, 2021, and there would be a dividend payment for the fiscal year ended December 31, 2021 to the shareholders whose names appeared in the book of shareholders' registration on April 1, 2022, which is the date that the Board of Directors stipulated as the record date for the list of shareholders who would be entitled to receive such dividend payment at the rate of Baht 0.08 per share, totaling dividends in the amount of Baht 91,932,800 on May 11, 2022.

The Board of Directors then agreed to propose the Meeting to consider the allocation of profit from the Company’s operating performance for the fiscal year ended December 31, 2021 as a legal reserve and the dividend payment from the Company’s operating performance for the fiscal year ended December 31, 2021.

The Chairman allowed the Meeting to provide suggestions and make inquiries on this agenda item. There were several shareholders who provided suggestions and made inquiries and the answers of such inquiries were given as follows:

**Mr. Noppadol Wattanapisit** inquired As the Company had made a high net profit  
A shareholder attending in over the past year, why the Company  
person decreased the rate of dividend payment.

**M.R. Pridiyathorn Devakula** clarified that Due to the uncertain global situation, the  
Chairman of the Board Company thought it was important to keep  
such money for the sake of the Company’s

security.

**Resolution of the Meeting** The Meeting approved the allocation of profit as a legal reserve from the Company's operating performance for the fiscal year ended December 31, 2021 and the dividend payment from the Company's operating performance for the fiscal year ended December 31, 2021, detailed as follows:

1. Approved the allocation of profit as a legal reserve from the Company's operating performance for the fiscal year ended December 31, 2021, as the legal reserve in the amount of Baht 20,265,723, equaling 6 percent of the net profit for the fiscal year ended December 31, 2021

Approval	529,588,474	votes,	Equivalent to	100.0000	%
Disapproval	0	votes,	Equivalent to	0.0000	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

2. Approved dividend payment from the Company's operating performance for the fiscal year ended December 31, 2021, to the shareholders whose names appeared in the book of shareholders' registration on April 1, 2022, which is the date that the Board of Directors stipulated as the record date for the list of shareholders who shall be entitled to receive such dividend payment at the rate of Baht 0.08 per share, totaling dividends in the amount of Baht 91,932,800 on May 11, 2022

Approval	528,513,174	votes,	Equivalent to	99.7900	%
Disapproval	1,075,300	votes,	Equivalent to	0.2030	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 6 To consider and acknowledge the election of four directors who will retire by rotation as the Company's directors to resume their position for another term**

The Moderator informed the Meeting that in compliance with Section 71 of the Public Companies Limited Act B.E. 2535 and Article 17. of Company's Article of Association, at least one-third (1/3) of the total members of the directors had to retire by rotation and if it was impossible for the number of directors to be divided into three, the number nearest to one-third had to retire and the retired directors would be eligible for re-election. The directors who would retire in the first and second year after the registration of the Company would be selected by drawing lots. In the subsequent years, the directors who had held office longest would retire. At the 2022 Annual General Meeting of Shareholders, there were 4 directors who were due to retire by rotation as follows:

- |    |                       |  |
|----|-----------------------|--|
| 1) | Mr. Noppun Muangkote  | Vice Chairman of the Board /<br>Chairman of Executive Director                           |
| 2) | Mr. Kavut Sirison     | Director / Executive Director / Risk<br>Management Director / Chief<br>Financial Officer |
| 3) | Mr. Chalee Ruksuthee  | Director   |
| 4) | Mr. Pichet Mahunsukon | Independent Director   |

In this regard, the Board, which was exclusive of the Directors who had a conflict of interest in this matter, had reviewed the qualifications of the directors who would retire by rotation at the 2022 Annual General Meeting of Shareholders and viewed that these 4 directors had full qualification, did not possess any prohibited characteristics under laws and well and carefully performed their duties. Therefore, it was deemed appropriate to propose the Annual General Meeting of Shareholders consider and approve re-election of the said directors who would retire by rotation to be The Company's directors for another term, the details of which are as shown in **Enclosure 3**.

The Chairman allowed the Meeting to provide suggestion and make inquiries on this agenda item. However, there were no shareholders who provided suggestions and made inquiries. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda item.

**Resolution of the Meeting** The Meeting approved the election of 1) Mr. Noppun Muangkote, 2) Mr. Kavut Sirison, 3) Mr. Chalee Ruksuthee, and 4) Mr. Pichet Mahunsukon who would retire by rotation as The Company's directors for another term of office, by electing individually, detailed as follows:

- 1) Approved the election Mr. Noppun Muangkote as Vice Chairman of the Board / Chairman of Executive Director, detailed as follows:

Approval	502,346,074	votes,	Equivalent to	97.7500	%
Disapproval	11,541,400	votes,	Equivalent to	2.2500	%
Abstention	15,701,000	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

- 2) Approved the election Mr. Kavit Sirison as Director / Executive Director / Risk Management Director / Chief Financial Officer, detailed as follows:

Approval	508,724,874	votes,	Equivalent to	97.7800	%
Disapproval	11,541,400	votes,	Equivalent to	2.2200	%
Abstention	9,322,200	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

- 3) Approved the election Mr. Chalee Ruksuthee as Director, detailed as follows:

Approval	517,972,074	votes,	Equivalent to	97.7800	%
Disapproval	11,541,400	votes,	Equivalent to	2.1800	%
Abstention	75,000	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

- 4) Approved the election Mr. Pichet Mahunsukon as Independent Director, detailed as follows

Approval	518,047,074	votes,	Equivalent to	97.8200	%
Disapproval	11,541,400	votes,	Equivalent to	2.1800	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (42)	529,588,474	votes,	Equivalent to	100.0000	%

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 7 To consider and acknowledge the remuneration of the Board of Directors for 2022**

The Chairman informed the Meeting that in compliance with Section 90 of the Public Companies Limited Act B.E. 2535 and Article 22. of Company's Articles of Association, The Company's directors were eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or in other forms of benefits as determined by the shareholders' meeting. In addition, such distribution of remuneration would be specified in a fixed amount, or in principle, or the remuneration criteria prescribed applicable from time to time or applicable until the shareholders' meeting resolved to change such. Moreover, the directors would be entitled to receive any other welfare according to The Company's rules considering the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the Board of Directors and comparison with the same industry and with the similar size. It was deemed appropriate to propose the 2022 Annual General Meeting to approve remuneration of the Board of Directors for 2022 not exceeding Baht 5,000,000 as details below:

<b>Remuneration of the Board of Directors</b>	<b>Year 2022 (Proposed year)</b>	<b>Year 2021</b>
Chairman of the Board	40,000 Baht/month	40,000 Baht/month
Chairman of the Audit Committee	25,000 Baht/month	25,000 Baht/month
Non-Executive Director	15,000 Baht/month	15,000 Baht/month
Executive Director	-	-
<b>Meeting Allowances</b>		
Non-Executive Director	15,000 Baht/meeting	15,000 Baht/meeting
Member of the Audit Committee	10,000 Baht/meeting	10,000 Baht/meeting
Executive Director	8,000 Baht/meeting	8,000 Baht/meeting
<b>Total Remuneration for Approval</b>	<b>Not exceeding Baht 5,000,000</b>	<b>Not exceeding Baht 5,000,000</b> (Actual remuneration was Baht 2,625,000)

The Moderator informed the Meeting that the remuneration of the Board of Directors for 2022 was the same as the remuneration of the Board of Directors for 2021, which did not exceed Baht 5,000,000. However, the Chairman further informed the Meeting that the exact amount of the payment of the remuneration of the Board of Directors for 2021 was only Baht 2,625,000. Despite the increased net profit over the past year, there was no increased dividend payment for shareholders, so the remuneration of the Board of Directors would not be increased either .

The Chairman allowed the Meeting to provide suggestion and make inquiries on this agenda item. However, there were no shareholders who provided suggestions and made inquiries. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda item.

**Resolution of the Meeting** The Meeting approved the remunerations of the Board of Directors for 2022, detailed as follows:

Approval	428,343,049	votes,	Equivalent to	80.8800	%
Disapproval	0	votes,	Equivalent to	0.0000	%
Abstention	101,245,425	votes,	Equivalent to	19.1200	%
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

**Resolution** This agenda item required not less than two-thirds (2/3) of shareholders who attended the Meeting, **including** abstentions from the calculation base.

**Agenda 8 To consider and acknowledge the appointment of the auditors from EY Office Company Limited to be the auditors of the Company for the fiscal year ended December 31, 2022**

The Chairman clarified to the Meeting that in compliance with Section 120 of the Public Companies Limited Act B.E. 2535, the Annual General Meeting of Shareholders had to appoint the external auditors and determine the audit fee of the Company every fiscal year. The Audit Committee deemed appropriate to propose the Board of Directors to consider and appoint the auditors from EY Office Company Limited as the 2022 external auditors of Company, as follows:

- 1) Mr. Vatcharin Pasarapongkul Certified Public Accountant No. 6660 and/or
- 2) Ms. Waraporn Prapasirikul Certified Public Accountant No. 4579 and/or
- 3) Ms. Isaraporn Wisutthiyan Certified Public Accountant No. 7480

Furthermore, the Audit Committee has considered the audit fee of the Company for the fiscal year ended on December 31, 2022 and viewed that the proposed audit fee was suitable to the scope of services. It was deemed appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and approve the audit fee for the fiscal year ended on December 31, 2022 in the amount of Baht 1,700,000, increasing by Baht 100,000 from 2021. The said audit fee is exclusive of other fees (Non-audit service fee), which would be billed per actual cost (if any), the details of which are as below:

*unit : Baht*

<b>Audit Fee</b>	<b>Year 2022 (Proposed Year)</b>	<b>Year 2021</b>
Audit Fees for annual financial statement and quarterly financial statements of the Company	1,700,000	1,600,000

It was deemed appropriate to propose the Meeting to appoint the auditors from EY Office Company Limited for the fiscal year ended on December 31, 2022, and fix the audit fee in the amount not exceeding Baht 1,700,000.

The Chairman allowed the Meeting to provide suggestion and make inquiries on this agenda item. However, there were no shareholders who provided suggestions and made inquiries. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda item.

**Resolution of the Meeting** The Meeting approved the appointment of the auditor and to fix the audit fee not exceeding Baht 1,700,000 for 2022, detailed as follows:

Approval	529,588,474	votes,	Equivalent to	100.0000	%
Disapproval	0	votes,	Equivalent to	0.0000	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

**Resolution** This agenda item required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 9 To consider and acknowledge the decrease of the Company's registered capital by cutting off remaining ordinary shares from unexercised ESOP Warrant amounting to 840,000 shares, resulting in the remaining registered shares amounting to 1,149,160,000 shares and the amendment of Clause 4. of the Memorandum of Association to be in line with the decrease of the Company's registered capital**

The Chairman invited the Moderator to report the details about the decrease of the Company's registered capital to the Meeting. The Moderator reported to the Meeting that referring to the resolution of the Extraordinary General Meeting of Shareholders 1/2016, held on July 15, 2016, such meeting approved to increase the Company's registered capital for supporting the use of ESOP Warrants that were issued and offered to the Directors and the Company's employees for 20,000,000 shares, specifying the last of exercising the warrants on October 11, 2022, after exercising e the warrants and registering the paid-up share capital. At present, the Company had unexercised warrants

for 840,000 shares. In order to comply with the law, it was deemed appropriate to propose the Meeting to consider the decrease of the Company's registered capital by cutting off remaining ordinary shares from unexercised ESOP Warrants amounting to 840,000 shares, resulting in the remaining registered shares amounting to 1,149,160,000 shares and the amendment of Clause 4. of the Memorandum of Association to be in line with the decrease of the Company's registered capital, detailed as follows:

Clause 4.	Registered Capital Amount	1,149,160,000	Baht
	Consisting of	1,149,160,000	shares
	With value per share of	1.00	Baht
	Which consisted of		
	Common stock	1,149,160,000	shares
	Preferred shares	-	shares

The Chairman allowed the Meeting to provide suggestion and make inquiries on this agenda item. However, there were no shareholders who provided suggestions and made inquiries. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda item.

**Resolution of the Meeting** The Meeting approved the decrease of the Company's registered capital and the amendment of Clause 4. (registered capital) of the Memorandum of Association, detailed as follows:

Approval	529,588,474	votes,	Equivalent to	100.0000	%
Disapproval	0	votes,	Equivalent to	0.0000	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

**Resolution** This agenda item required not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting, **including** abstentions from the calculation base.

**Agenda 10 To consider and acknowledge the issuance and offering of debenture for Baht 700 million, making the total limit of debentures at any time not exceeding Baht 2,300 million**

The Chairman reported to the Meeting that in order to prepare the Company to be in accordance with future growth and investment plans, the Company's executive had the opinion and proposed to the Meeting that the Company should increase funding options through an issuance and offering of the

Company's debentures referring to the resolution of the 2021 Annual General Meeting, 22 April 2021, which agreed that the total amount of all debentures should not exceed Baht 1,600 Million, in which on February 28, 2021, the Company had the outstanding amount of the issued and paid-up debentures in total at Baht 1,600 Million. It was deemed appropriate to propose the Meeting to consider the issuance and offering of debenture for Baht 700 million, making the total limit of debentures at any time not exceeding Baht 2,300 million and propose to the Board of Director to consider and approve an issuance and offering of the Company's debentures.

The Board of Director proposed to the Meeting to consider and approve the issuance and offering of debenture for Baht 700 million, making the total limit of debentures at any time not exceeding Baht 2,300 million.

The Chairman allowed the Meeting to provide suggestion and make inquiries on this agenda item. However, there were no shareholders who provided suggestions and made inquiries. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda item.

**Resolution of the Meeting** The Meeting approved the issuance and offering of debenture for Baht 700 million, making the total limit of debentures at any time not exceeding Baht 2,300 million, detailed as follows:

Approval	529,588,474	votes,	Equivalent to	100.0000	%
Disapproval	0	votes,	Equivalent to	0.0000	%
Abstention	0	votes,	Not constituted as vote		
Voided	0	votes,	Not constituted as vote		
Total (44)	529,588,474	votes,	Equivalent to	100.0000	%

**Resolution** This agenda item required not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting, **including** abstentions from the calculation base.

**Agenda Item 11 To consider other matters (If any)**

There were several shareholders who provided suggestions and made inquiries and the answers of such inquiries were made as the following summary:

**Mr. Noppadol Wattanapisit** inquired  
A shareholder attending in person

Why in 2022, the company tended to have a high volume of expenses as in Quarter 4 of 2021, Mae Moh 8 project from the maintenance fee of the conveyor belt replacement at

approximately Baht 185 million?

<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	In the past year, there was a high volume of expenses of Baht 400 million, which exceeded 2022 by about Baht 100 million. However, besides what was said, no such expenses would be held in 2022.
<b>Mr. Noppadol Wattanapisit</b> A shareholder attending in person	inquired	If the Company could provide the progress of and update on the Build, Lease, and Transfer project (BLT)?
<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	The Build, Lease, and Transfer project (BLT) was well done with regards the contract and in the negotiation process with the Suppliers for purchasing and installing supplies at the end of this year. Also, negotiations had already been made with the financial institution.
<b>Mr. Kavit Sirison</b> Chief Financial Officer	further clarified that	The construction period (3 years) was the time to realize the cost and income in terms of the percentage of completion method, but if getting into the executing period, the rental fee would be taken part.
<b>Mr. Noppadol Wattanapisit</b> A shareholder attending in person	inquired	If the Company had any solution for access in Myanmar for the recent rapid rise of the coal price situation.
<b>M.R. Pridiyathorn Devakula</b> Chairman of the Board	clarified that	The Company was willing to return to operate the project in Myanmar, if possible, but unfortunately, due to the situation in Myanmar being uncertain and everything being shut down, nobody could communicate to one

another. It was a situation which the Company could not control.

<b>Mr. Noppadol Wattanapisit</b> A shareholder attending in person	inquired	If the Company could forecast when Myanmar would get back on track
<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	The said matter was beyond the Company's knowledge as it was a national political issue. However, the Company hopes that the situation of Myanmar to finally get back on track in the near future
<b>Mr. Noppadol Wattanapisit</b> A shareholder attending in person	inquired	If the Company could give an estimation of the operation performance in the upcoming quarter due to the brilliant operation performance in the previous quarter?
<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	At present, the Company's operation and turnover had completely followed the plan.
<b>Mr. Sawong Kittisiripan</b> A shareholder attending in person	inquired	If the Company could clarify the number in Note. 13 and Note. 16 of the footnotes to financial statement since they were inconsistent?
<b>Mr. Kavut Sirison</b> Chief Financial Officer	clarified that	Note. 13 was about the impairment of the investment when the Company invested in the sub-company in Myanmar. Note. 16 was about an advance payment for the survey and development that the Company recently impaired this amount in 2021 due to the Company's hard time. To conclude, the Company had 2 payments: 1) investing in the sub-company and 2) survey and development, all together approximately Baht 90 million as

appeared in the report.

**Mr. Noppadol Wattanapisit** inquired  
A shareholder attending in person

That as 2022 seemed to be a challenging year, what the Company's executive saw as a Positive Opportunity.

**M.R. Pridiyathorn Devakula** clarified that  
Chairman of the Board

In 2022, the Company operation was not any less than in 2021. However, although 2022 did not have any special points, the Company expected that 2023 would.

There were no further shareholders who provided suggestions and made inquiries for consideration of the Meeting. The Chairman expressed his appreciation to all meeting attendees and proposed that the Meeting be adjourned at 15.15 hours.

Signed.....-signed-.....

M.R. Pridiyathorn Devakula  
Chairman of the Board of Directors

Signed.....-signed-.....

(Mr. Surapol Ounsuwan)  
Company Secretary  
Minutes of the Meeting Recorder

Preliminary Information of the retired Directors being proposed for Re-election			
Name – Last Name	Mr.Sirichai Towiriyawate		
Age	56 years		
Type of Director proposed for election	Independent Director (Nominated for re-election)		
Current Position in SQ	Independent Director/Chairman of Audit Committee (Nominated for re-election)		
Starting Date of Directorship	2 March 2015		
Tenure	8 years 1 month (number of service tenures, provided that he is reelected: 11 years 1 month)		
Educational Background	- Bachelor degree of Engineering, Chulalongkorn University - Master degree of Business Administration University of Florida,USA		
Director's Certificates	<u>Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP) 244/2017 - Risk Management Program for Corporate Leader (RCL) 1/2015 - Director Accreditation Program (DAP) 79/2009		
Working Experience and Directorship / Executive in other Company			
Position in Company	2015-Present	Independent Director/Chairman of Audit Committee	Sahakol Equipment PCL.
Position in Other Listed Companies ( 2 Organizations)	2015- Present	Vice President Investment and Risk Management	Principal Capital PCL.
	2016- Present	Audit Committee	Firetrade Engineering PCL.
Position in Non Listed Companies (0 Organizations)			
Position in Other company that compete with / relate to Company that may cause conflict of interest	-None-		
Shareholding in SQ	150,000 shares (0.01%)		
Attendance of Meeting in 2021	<ul style="list-style-type: none"> <li>▪ Annual General Shareholders' Meeting 1 out of 1 (100%)</li> <li>▪ The Board of Directors' Meeting 5 out of 5 (100%)</li> <li>▪ The Audit Committee Meeting 4 out of 4 (100%)</li> </ul>		
Qualified According to Related Laws and Does Not Have Prohibited Qualifications	-Yes-		
Illegal Record in Past 10 years	-None-		
Relationship with Management -	-None-		



Skill & Expertise	Possess extensive knowledge and experiences involve finance, banking, capital market and corporate governance.
Criteria for Nominating Directors	The Board of Directors has considered that Mr.Sirichai Towiriyawate possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect Mr.Sirichai-Towiriyawate as the director of the Company.

Preliminary Information of the retired Directors being proposed for Re-election			
Name – Last Name	Dr.Mongkol Laoworapong		
Age	53 years		
Type of Director proposed for election	Independent Director (Nominated for re-election)		
Current Position in SQ	Independent Director/ Member of Audit Committee (Nominated for re-election)		
Starting Date of Directorship	2 March 2015		
Tenure	8 years 1 month (number of service tenures, provided that he is reelected: 11 years 1 month)		
Educational Background	<ul style="list-style-type: none"> <li>- Bachelor degree of Accounting Thammasat University</li> <li>- Master degree of Accounting Thammasat University</li> <li>- Ph.D. Business Administration (Accounting) Thammasat University</li> </ul>		
Director's Certificates	<p><b><u>Thai Institute of Directors (IOD)</u></b></p> <ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) BJC/2004</li> <li>- Director Certification Program (DCP) 88/2007</li> <li>- Audit Committee Program (ACP) 18/2007</li> <li>- Monitoring the Internal Audit Function (MIA) 3/2008</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE) 15/2012</li> <li>- How to Measure the Success of Corporate Strategy (HMS) 3/2013</li> <li>- Chartered Director Class (CDC) 8/2014</li> <li>- Boardroom Success through Financing and Investment (BFI) 5/2018</li> </ul>		
<b>Working Experience and Directorship / Executive in other Company</b>			
Position in Company	2015-Present	Independent Director/ Member of Audit Committee	Sahakol Equipment PCL.
Position in Other Listed Companies ( 5 Organizations)	2018	Independent Director	AEON Thana Sinsap (Thailand) PCL.
	2019–Present	Audit Committee	AEON Thana Sinsap (Thailand) PCL.
	2016–Present	Audit Committee	Applied DB Industrial PCL.
	2011–Present	Audit Committee/Independent Director	C.P.L. Group PCL.
	2022- Present	Director	Union Textile Industries PCL.
Position in Non Listed Companies ( 7 Organizations)	2009–Present	Instructor (Accounting)	Thammasat University
	2015–Present	Director	Charoensin Asset Co.,Ltd.
	2021–Present	Director	Quality Assurance Service Co.,Ltd.
	2022- Present	Director / Chairman of Audit Committee / Member of Risk Committee	Public Warehouse Organization
	2022- Present	Director	Computer Union Co.,Ltd.
	2022- Present	Director	Computer Union Systems Co.,Ltd.
	2022- Present	Independent Director	P A P Exim Co.,Ltd.
Position in Other company that compete with / relate to Company that may cause conflict of interest	-None-		
Shareholding in SQ	150,000 shares (0.01%)		
Attendance of Meeting in 2021	<ul style="list-style-type: none"> <li>▪ Annual General Shareholders' Meeting 1 out of 1 (100%)</li> </ul>		



Preliminary Information of the retired Directors being proposed for Re-election	
<ul style="list-style-type: none"> <li>▪ The Board of Directors' Meeting</li> <li>▪ The Audit Committee Meeting</li> </ul>	<p>5 out of 5 (100%)</p> <p>4 out of 4 (100%)</p>
Qualified According to Related Laws and Does Not Have Prohibited Qualifications	-Yes-
Illegal Record in Past 10 years	-None-
Relationship with Management -	-None-

<b>Skill &amp; Expertise</b>	Possess extensive knowledge and experiences involve finance and corporate governance.
<b>Criteria for Nominating Directors</b>	The Board of Directors has considered that Dr.Mongkol Laoworapong possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect Dr.Mongkol-Laoworapong as the director of the Company.

Preliminary Information of the retired Directors being proposed for Re-election	
Name – Last Name	Mr.Vitavat Sirison
Age	58 years
Type of Director proposed for election	Director (Nominated for re-election)
Current Position in SQ	Director/ Executive Director/ Chairman of the Risk Management Committee (Executive Director)
Starting Date of Directorship	2 March 2015
Tenure	8 years 1 month (number of service tenures, provided that he is reelected: 11 years 1 month)
Educational Background	- Bachelor of Engineer Chulalongkorn University
Director's Certificates	<u>Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP) 94/2012
<b>Working Experience and Directorship / Executive in other Company</b>	
Position in Company	2015-Present Director/ Executive Director/ Chairman of the Risk Management Committee Sahakol Equipment PCL.
Position in Other Listed Companies ( 0 Organizations)	
Position in Non Listed Companies ( 5 Organizations)	2003- Present Vice Chairman SVPK Co.,Ltd. Present Director Sahakol Power Co.,Ltd. Present Director Two and Four Property Co.,Ltd. Present Director Wanngam Co.,Ltd. Present Director Ban Rung Arroon Co.,Ltd.
Position in Other company that compete with / relate to Company that may cause conflict of interest	-None-
Shareholding in SQ	6,101,025 shares (0.54%)
Attendance of Meeting in 2021	<ul style="list-style-type: none"> <li>▪ Annual General Shareholders' Meeting 1 out of 1 (100%)</li> <li>▪ The Board of Directors' Meeting 5 out of 5 (100%)</li> <li>▪ The Audit Committee Meeting 4 out of 4 (100%)</li> </ul>
Qualified According to Related Laws and Does Not Have Prohibited Qualifications	-Yes-
Illegal Record in Past 10 years	-None-
Relationship with Management -	-None-



Skill & Expertise	Possess extensive knowledge and experiences involve Engineering.
Criteria for Nominating Directors	The Board of Directors has considered that Mr.Vitavat Sirison possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect Mr.Vitavat Sirison as the director of the Company.

Preliminary Information of the retired Directors being proposed for Re-election			
Name – Last Name	Mr.Prapas Vichakun		
Age	67 years		
Type of Director proposed for election	Independent Director (Nominated for re-election)		
Current Position in SQ	Independent Director (Non-Executive Director)		
Starting Date of Directorship	15 March 2018		
Tenure	5 years (number of service tenures, provided that he is reelected: 5 years)		
Educational Background	- Bachelor of Science Program in Geology Chulalongkorn University - Master of Science Program in Geology - New Mexico Institute of Mining and Technology, U.S.A.		
Director's Certificates	<u>Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP) 186/2014		
Working Experience and Directorship / Executive in other Company			
Position in Company	2018-Present	Independent Director	Sahakol Equipment PCL.
Position in Other Listed Companies (1 Organizations)	Present	Director/ Independent Director	PSG Corporation PCL.
Position in Non Listed Companies (0 Organizations)			
Position in Other company that compete with / relate to Company that may cause conflict of interest	-None-		
Shareholding in SQ	-None-		
Attendance of Meeting in 2021	<ul style="list-style-type: none"> <li>▪ Annual General Shareholders' Meeting 1 out of 1 (100%)</li> <li>▪ The Board of Directors' Meeting 5 out of 5 (100%)</li> </ul>		
Qualified According to Related Laws and Does Not Have Prohibited Qualifications	-Yes-		
Illegal Record in Past 10 years	-None-		
Relationship with Management -	-None-		



#### Information for Considering an Election of Independent Director

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years	
1. Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee	-None-
2. Being a professional service provider (i.e., auditor, lawyer)	-None-
3. Having the significant business relations that may affect the ability to perform independently	-None-

Skill & Expertise	Possess extensive knowledge and experiences involve corporate governance and policy development.
Criteria for Nominating Directors	The Board of Directors has considered that Mr.Prapas Vichakun possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect Mr.Prapas-Vichakun as the director of the Company.

**Profiles and Work Experience of Auditors**

**Vatcharin Pasarapongkul**

*Partner*

EY Office Limited

Certified Public Accountant No. 6660



**Profiles and Work Experience**

- Working Period : 1999 - present
- Professional Qualification : Certified Public Accountant (Thailand)  
Thai SEC-approved auditor
- Academic Qualification : Master of Science in Accounting, Thammasat University  
Bachelor of Science in Accounting, Thammasat University
- Experience : More than 22 years of public accounting experience with EY serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the telecommunications, manufacturing, services, and real estate industries.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : EY Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex 193/136-137  
Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone : 0 2264-9090  
Facsimile : 0 2264-0789  
E-mail : Vatcharin.pasarapongun@th.ey.com

## Profiles and Work Experience of Auditors

### **Waraporn Prapasirikul**

*Partner*

EY Office Limited

Certified Public Accountant No. 4579



### **Profiles and Work Experience**

- Working Period : 1991 - present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification : Master's degree in Business Administration, Thammasat University  
Bachelor of Accounting, Thammasat University
- Experience : 30 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. Waraporn leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, she has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Waraporn has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : EY Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone : 0 2264-9090  
Facsimile : 0 2264-0789  
E-mail : [waraporn.punnopakorn@th.ey.com](mailto:waraporn.punnopakorn@th.ey.com)

### Profiles and Work Experience of Auditors

#### **Isaraporn Wisutthiyan**

*Partner*

EY Office Limited

Certified Public Accountant No. 7480



#### **Profiles and Work Experience**

- Working Period : 1993 - present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification : Bachelor of Accounting, Assumption University
- Experience : Isaraporn has over 20 years' experience in audit with EY Office Limited in a number of different industries, serving both Thai and multinational clients and also in the SET and MAI clients. She worked for a number of years on audits in the telecommunications industry and otherwise has a broad range of experience in oil and gas, transport, manufacturing and trading industries. In recent years however, she has built up a large portfolio of experience in the power and utilities, retail business, e-commerce. Isaraporn's experience also includes leading internal control reviews of Thai subsidiaries of multinationals to ensure compliance with Sarbanes-Oxley and due diligence work.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : EY Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone : 0 2264-9090  
Facsimile : 0 2264-0789  
E-mail : [isaraporn.wisutthiyan@th.ey.com](mailto:isaraporn.wisutthiyan@th.ey.com)

Amendments to the Company's Articles of Association (AOA) in compliance with  
the amendment to the Public Limited Company Act

Existing version	Proposed Amendment
<p><b>Article 25.</b> In summoning a meeting of the board of directors, the chairman or the person assigned by the chairman shall serve a notice of meeting to the directors not less than seven (7) days prior to the meeting date, unless it is an urgent case to protect the rights and benefits of the Company, a meeting may be summoned by other means and an earlier meeting date may be fixed.</p>	<p><b>Article 25.</b> The chairman of the board shall call for the meeting of the board of directors.</p> <p style="padding-left: 40px;">In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than three (3) days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by electronic means or any other means and an earlier meeting date may be chosen. In a case that the directors requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</p> <p style="padding-left: 40px;">In case it is necessary or urgent to preserve the rights or benefits of the Company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days as from the date of receipt of such request.</p> <p style="padding-left: 40px;">In the case that the chairman of the board does not perform according to the third paragraph, the directors who have requested the meeting of the board of directors may jointly call for the meeting of the board of directors, for the consideration of the requested matter, to be held within fourteen (14) days as from the date of completion of the period under the third paragraph.</p>

Existing version	Proposed Amendment
	<p align="center">In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors. In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.</p>
<p><b>Article 29</b> The board of directors shall hold a meeting at least once every three (3) months at the province in which the head office is located or the province nearby or any other place.</p>	<p><b>Article 29</b> The meeting of the board of director shall be held at least once (1) every three (3) months at the province in which the head office of the Company is situated or a neighboring province or Bangkok or at other place in the Kingdom of Thailand determined by the chairman of the board or any person authorized by the chairman of the board, or the meeting may be operated by electronic media. In such event, the location of the Company's head office shall be deemed as the place of meeting.</p>
<p><b>Article 31</b> The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.</p> <p>Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.</p> <p>One or several shareholders holding shares representing not less than twenty five (25) shareholders of total number of issued and sold shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within one (1) month from the date of receipt of the request of the shareholders.</p>	<p><b>Article 31</b> The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.</p> <p>or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within such period, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article</p>

Existing version	Proposed Amendment
	<p>may call for the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p> <p>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send notice of meeting to shareholders by electronic means provided that the shareholders have already sent their requests or given consent to the Company or the board of directors.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required in this Article of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
<p><b>Article 32</b> In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The venue of the meeting may be in the province in which the head office of the Company is located or other place as the board of directors</p>	<p><b>Article 32</b> In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper or an electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In a case where the</p>

Existing version	Proposed Amendment
<p>may determine.</p>	<p>shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</p> <p>The meeting of shareholder shall be held in the locality in which the head office of the Company is situated or a neighboring province or Bangkok or at other place in the Kingdom of Thailand determined by the board of directors or any person authorized by the board of directors, or the meeting may be operated by electronic media in accordance with the laws on electronic meetings. In such event, the location of the Company's head office shall be deemed as the place of meeting.</p>
<p><b>Article 33</b> A quorum of a meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.</p> <p>In the event that a quorum of any meeting of shareholders is not formed as required under the first paragraph after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be</p>	<p><b>Article 33</b> A quorum of a meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.</p> <p>In the event that a quorum of any meeting of shareholders is not formed as required under the first paragraph after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be</p>

Existing version	Proposed Amendment
<p>required.</p>	<p>required.</p> <p>In the meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"><li>(1) Number of shares held by the grantor;</li><li>(2) Name of the proxy;</li><li>(3) The number of times that the proxy is granted to attend and vote.</li></ol> <p>The appointment of a proxy as mentioned in paragraph three may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and can be proven that the proxy has been appointed by the shareholder itself</p>
<p><b>Article 44</b> No dividends shall be paid otherwise than out of profits. If the Company has the accumulated losses, no dividend shall be paid.</p> <p>The dividends shall be distributed according to the number of shares, with each share receiving an equal amount, except where the Company issues preferential shares and provided that the preferential shares shall be entitled to dividend which differs from ordinary shares, then the dividend shall be distributed as provided</p>	<p><b>Article 44</b> No dividends shall be paid otherwise than out of profits. If the Company has the accumulated losses, no dividend shall be paid.</p> <p>The dividends shall be distributed according to the number of shares, with each share receiving an equal amount, except where the Company issues preferential shares and provided that the preferential shares shall be entitled to dividend which differs from ordinary shares, then the dividend shall be distributed as provided</p>

Existing version	Proposed Amendment
<p>accordingly, whereas such payment of dividend shall be approved by a meeting of shareholders.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the interim dividends have been paid, such interim dividend payment shall be reported to the shareholders at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of such dividend payment shall also be published in a newspaper for at least three (3) consecutive days.</p>	<p>accordingly, whereas such payment of dividend shall be approved by a meeting of shareholders.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the interim dividends have been paid, such interim dividend payment shall be reported to the shareholders at the next meeting of shareholders.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days. In a case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of such dividend payment by electronic means in accordance with the relevant laws and regulations.</p>

## **Guidelines for Appointment of Proxy, Registration, Documents for Registration and Vote Casting and Counting**

### **Appointment of Proxy**

In the event that any shareholder is unable to attend the meeting in person, the shareholder can appoint any person or an independent director of the Company as his/her proxy to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for shareholders' meeting, as follows:

Form A. is a general form that is simple and uncomplicated;

Form B. is an explicit form that sets out specific details of authorization;

Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, the Company has enclosed Proxy Form A. and Form B. with this Invitation. Shareholders can download Proxy Form A. , Form B. , and Form C. from the Company' s website at <http://www.sahakol.com/th/shareholder-info/>

The appointment of proxy can be done as follows:

1. Shareholders (other than shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) may choose to use either Proxy Form A. or Form B. In any case, only one type of the proxy forms can be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each agenda item;
2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository can only choose Form C;
3. A shareholder can appoint any person to be his/her proxy as he/she wishes or appoint an independent director of the Company whose details are shown in **Enclosure 8** to be his/her proxy. If the shareholders choose to appoint an independent director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B, indicate his/her vote on each agenda item, and deliver the such proxy form together with supporting documents to Sahakol Equipment Public Company Limited, Investor Relations, 47/10 Soi Amorphan 4, Vibhavadirangsit Road, Lad Yao Sub-district, Chatuchak District, Bangkok, 10900, Telephone No. 02-9410888, Ext 66. For convenience purposes of reviewing documents, please have the documents delivered to the Company no later than April 10, 2023
4. A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately;

5. A proxy form must be correctly and completely filled in, signed by a grantor and a proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide stamp duty for those who attend the meeting by proxy;
6. A proxy must present a registration form, a proxy form and other documents for registration to attend the meeting.

## **Registration**

The Company will open for the shareholders and/or proxies to register and verify the documents from 12.00 a.m on. Wednesday, April 12, 2023 at Meeting Room of Sahakol Equipment Public Company Limited, 1st floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, as detailed in the Map of the Meeting Venue in **Enclosure 11**.

The Company reserves the rights to refuse the shareholders' and/or proxies' request to withdraw the registration after the meeting begins, and to register after the meeting is adjourned.

## **Documents for Registration**

### **1. Individual**

#### 1.1 Self-attending

A valid photo identification document issued by a government official, e.g., identification card, government identification card, driving license, or a passport. In case of name or surname change, documentary evidence to such effect must also be presented.

#### 1.2 Proxy

- (a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- (b) A copy of an identification document of the grantor issued by a government official as referred in Clause 1.1, which has been certified as true and correct by the grantor;
- (c) An identification document of the proxy issued by a government official as referred in Clause 1.1.

## 2. **Juristic Person**

### 2.1 Self-attending by an authorized representative(s)

- (a) An identification document of the authorized representative(s) issued by a government official as referred in Clause 1.1;
- (b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified as true and correct copy by the authorized representative(s).

### 2.2 Proxy

- (a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- (b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s);
- (c) A copy of an identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a government official as referred in Clause 1.1, which has been certified as true and correct by such authorized representative(s);
- (d) An identification document of the proxy issued by a government official as referred in Clause 1.1.

## 3. **Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository**

### 3.1 Documents from custodian

- (a) A Proxy Form C. that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- (b) A document confirming the license to engage in the custodian business;
- (c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);

- (d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government official as referred in Clause 1.1, which has been certified as true and correct by such custodian's authorized representative(s);
- (e) An identification document of the proxy issued by a government official as referred in Clause 1.1.

3.2 Documents from shareholder

- (a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
- (b) In the case of an individual shareholder
  - A copy of an identification document of the shareholder issued by a government official as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).
- (c) In the case of a juristic person
  - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause 3.2(a) is empowered to act on behalf of the juristic person, and which has been certified as true and correct by the custodian's authorized representative(s);
  - A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government official as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

The Company reserves the right to make an exception for any of the documents or evidence above as the Company deems it appropriate.

## **Vote Casting and Counting**

1. One share shall have one vote.
2. A shareholder attending the meeting in person and a proxy holding Proxy Form A. and Form B. must cast his/her votes in one of the following manners, i.e. approve, disapprove or abstain, and may not split his/her votes in each agenda item.
3. A proxy who is appointed by the custodian under Proxy Form C. may split his/her votes in each agenda item.
4. The Company will provide the voting cards to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A. and (c) the proxies appointed under Proxy Form B. and Form C. in the event that the grantor has specified in the proxy form that the proxy shall have the right to consider and vote on his/her behalf as the proxy deems appropriate.
5. In the event that the grantor has specified the voting instruction in the proxy form, the Company will record such votes, together with the registration to attend the meeting of the proxy. In this regard, the Company will not distribute the voting cards to the proxy.
6. In casting the votes for each agenda item (except for Agenda Item 6: To consider and approve the appointment of directors to replace the directors who retired by rotation), the Company will collect only the voting cards from the shareholders or proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting cards, and hand in such voting cards to the Company's officer at the time of casting the vote for each agenda item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes. Any shareholders or proxies who do not hand in the voting cards to the Company's officers shall be deemed as having approved such agenda item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officers after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
7. As for Agenda Item 6: To consider and approve the appointment of directors to replace the directors who retired by rotation, the Company will arrange the vote casting for the election of each nominated director individually. In compliance with the Practice Guidelines for the Shareholders' Meeting of the Office of the Securities and Exchange Commission, the Company will collect the voting cards from all shareholders and proxies, whether approve, disapprove, or abstain from voting. However, to expedite the vote counting process, the Company will collect the voting cards of the shareholders or proxies who disapprove or abstain from voting first. Thereafter, the Company will collect the voting cards of the shareholders or proxies who vote to approve.
8. Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will give the shareholders and the proxies an opportunity to inquire or comment on the issues related to such agenda item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.

9. Resolutions of the meeting require the following votes:
  - 9.1 In ordinary cases, a resolution of the meeting required a majority vote of shareholders who attended the meeting and cast their votes;
  - 9.2 In other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the Invitation;
  - 9.3 In the case of a tied, the chairman of the meeting shall have an additional vote as the deciding vote;
  - 9.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
10. The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting for each agenda item.

In order to promote the Company's good corporate governance, the Company will use the barcode system for registration and vote counting. In addition, the Company will engage a legal advisor and/or a representative(s) from the minority shareholders to witness the vote counting.

ปิดอากรแสตมป์ 20 บาท  
Duty stamp of 20 Baht

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท สหกลอคิวิปเมนท์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Sahakol Equipment Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of shares and have the rights to vote equal to votes as follows

- หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and have the rights to vote equal to votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ \_\_\_\_\_ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 2)  
Hereby appoint \_\_\_\_\_ (The shareholder may appoint the Independent Directors of the company to be the proxy, please refer to details in Remark No.2)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

2. ชื่อ นายศิริชัย ไตวิริยะเวช อายุ 59 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
Name Mr. Sirichai Towiriyawate age 59 years, residing at no. 47/10 Soi.Amornphan4  
ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร  
Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Province Bangkok Postal Code 10900 Or

3. ชื่อ นางกิ่งเทียน บางอ้อ อายุ 78 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
Name Mrs. Kingthien Bang-or age 78 years, residing at no. 47/10 Soi.Amornphan4  
ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร  
Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Province Bangkok Postal Code 10900 Or

4. ชื่อ ดร.มงคล เหล่าวรวงศ์ อายุ 53 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
Name Dr. Mongkon Laowrapong age 53 years, residing at no. 47/10 Soi.Amornphan4  
ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร  
Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Province Bangkok Postal Code 10900 Or

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

In case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement (Details of the independent director of the Company are specified in Enclosure 8 of the Invitation of the 2023 Annual General Meeting of Shareholders).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 1 อาคารสำนักงานใหญ่ บริษัท สหกลจักริภัณฑ์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on April 12, 2023 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 1<sup>st</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้เป็นการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

**\*\*สำคัญ/Important\*\***

โปรดแนบสำเนาบัตรประชาชนพร้อมลงลายมือชื่อรับรองสำเนาถูกต้องของผู้มอบอำนาจและผู้รับมอบอำนาจ

Please attach the copy of ID card duly certified by shareholder and proxy

ลงชื่อ/ Signed .....ผู้มอบฉันทะ/Grantor

( )

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

( )

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder shall appoint only one proxy holder to attend the meeting and cast a vote. The shareholder cannot split his/her shares and appoint more than one proxy holder in order to split votes.

2. ผู้ถือหุ้นที่สามารถมอบฉันทะให้กรรมการอิสระของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

The shareholder may appoint Independent Directors to be the proxy as follow; (Details of the independent director of the Company are specified in Enclosure 8 of the Invitation of the 2023 Annual General Meeting of Shareholders)

(1) นายศิริชัย โตวีริยะเวช หรือ / Mr. Sirichai Towiriyawate; Or

(2) นางกิ่งเทียน บางอ้อ หรือ / Mrs. Kingthien Bang-or; Or

(3) ดร.มงคล เหล่าวรวงศ์ หรือ / Dr. Mongkon Laoworapong

ปิดอากรแสตมป์ 20 บาท  
Duty stamp of 20 Baht

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.

เลขทะเบียนผู้ถือหุ้น  
Shareholder registration number

เขียนที่  
Written at

วันที่ เดือน พ.ศ.  
Date Month Year

(1) ข้าพเจ้า สัญชาติ  
I/We Nationality  
อยู่บ้านเลขที่  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท สหกลอติควิปเมนท์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Sahakol Equipment Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้  
Holding the total number of shares and have the rights to vote equal to votes as follows

- หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง  
Ordinary share shares and have the rights to vote equal to votes
- หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง  
Preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 2)  
Hereby appoint (The shareholder may appoint the Independent Directors of the company to be the proxy, please refer to details in Remark No.2)

1. ชื่อ อายุ ปี อยู่บ้านเลขที่  
Name age years, residing at no.

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

2. ชื่อ นายศิริชัย ไตวิริยะเวช อายุ 59 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
Name Mr. Sirichai Towiriyawate age 59 years, residing at no. 47/10 Soi.Amornphan4

ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร

Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ

Province Bangkok Postal Code 10900 Or

3. ชื่อ นางกิ่งเทียน บางอ้อ อายุ 78 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
Name Mrs. Kingthien Bang-or age 78 years, residing at no. 47/10 Soi.Amornphan4

ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร

Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ

Province Bangkok Postal Code 10900 Or

4. ชื่อ ดร.มงคล เหล่าวรพงศ์ อายุ 53 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
Name Dr. Mongkon Laoworapong age 53 years, residing at no. 47/10 Soi.Amornphan4

ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร

Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ

Province Bangkok Postal Code 10900 Or

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบอำนาจไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบอำนาจแทน (รายละเอียด  
ประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

In case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other  
independent directors shall be appointed as the proxy in replacement (Details of the independent director of the Company are  
specified in Enclosure 8 of the Invitation of the 2023 Annual General Meeting of Shareholders).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี  
2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 1 อาคารสำนักงานใหญ่ บริษัท สหกลีโควิปเมนท์ จำกัด (มหาชน)  
เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of  
Shareholders on April 12, 2023 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 1<sup>st</sup> floor, 47/10 Soi  
Amomphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

**วาระที่ 1** **เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**

Agenda item no. 1 Matter to be informed by the Chairman

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 2** **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565**

Agenda item no. 2 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/ she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 3** **พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

Agenda item no. 3 To consider and acknowledge the Company's operating performance of the fiscal year ended December 31, 2022

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 4** **พิจารณาอนุมัติรายงานและงบการเงินรวมของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

Agenda item no. 4 To consider and approve the Company's report and consolidated financial statement for the fiscal year ended December 31, 2022

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/ she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 5** **พิจารณาอนุมัติการจัดสรรกำไรสุทธิ และการจ่ายเงินปันผล**

Agenda item no. 5 To consider and approve on the profit allocation and the dividend payment from the Company's operating performance for the fiscal year ended December 31, 2022.

ก. เนื่องจากบริษัทได้ทำการจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมายกำหนด ไม่น้อยกว่าร้อยละ 10 ของทุนจดทะเบียนบริษัทครบถ้วนแล้ว จึงไม่จำเป็นต้องทำการจัดสรรกำไรสุทธิจากผลการดำเนินงานของบริษัทประจำปี 2565 เพิ่มเติม

- A. As the Company has sufficient legal reserve fund as required by law not less than 10% of the company registered capital. Therefore, is not required to allocate the net profit of 2022 to be the legal reserve fund pursuant to law;
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
- ข. พิจารณานุมัติการจ่ายเงินปันผลสำหรับปี 2565**
- B. To consider and approve the dividend payment for the fiscal year 2022
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6**

Agenda item no. 6

**พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**

To consider and approve the appointment of directors to replace the directors who retired by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- ก.  เลือกตั้งกรรมการทั้งหมด**
- A. Election of entire group of nominated directors
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
- ข.  เลือกตั้งกรรมการเป็นรายบุคคล**
- B. Election of each nominated directors individually
1. ชื่อกรรมการ นายศิริชัย ไตวิริยะเวท  
Director's name Mr. Sirichai Towiriyawate
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
2. ชื่อกรรมการ ดร.มงคล เหล่าวรวงศ์  
Director's name Dr. Mongkon Laoworapong
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ นายวิฑวัส ศิริสรณ์  
Director's name Mr. Vitavat Sirison
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
4. ชื่อกรรมการ นายประภาส วิชากุล  
Director's name Mr. Prapas Vichakun
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 7** **พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2566**  
 Agenda item no. 7 To consider and approve the remuneration of Directors of the Company for the year 2023
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 8** **พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566**  
 Agenda item no. 8 To consider and approve the appointment of the auditor and fix the audit fee for the year 2023
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 9** **พิจารณานุมัติการเพิ่มวงเงินสำหรับการออกหุ้นกู้อีก 100 ล้านบาท ซึ่งจะทำให้งบการเงินรวมของหุ้นกู้ทั้งหมดไม่เกิน 2,400 ล้านบาท**  
 Agenda item no. 9 To consider and approve Increasing the credit line for issuing debentures by 100 million baht, which will bring the total credit line of all bonds to no more than 2,400 million baht.
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 10** **พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัทฯ เพื่อให้สอดคล้องกับกฎหมายว่าด้วยบริษัทมหาชนจำกัดที่มีการแก้ไขเพิ่มเติม**  
 Agenda item no. 10 To Approve the Amendment of the Articles of Association of the Company to comply with the Public Limited Companies and details are set out in the draft new Articles of Association of The Company.
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 11** **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**  
 Agenda item no. 11 To consider other matters (If any)
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
 Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

**\*\*สำคัญ/Important\*\***

โปรดแนบสำเนาบัตรประชาชนพร้อมลงลายมือชื่อรับรองสำเนาถูกต้องของผู้มอบอำนาจและผู้รับมอบอำนาจ  
Please attach the copy of ID card duly certified by shareholder and proxy

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

( )

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

( )

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ผู้ถือหุ้นที่สามารถมอบฉันทะให้กรรมการอิสระของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

The shareholder may appoint Independent Directors to be the proxy as follow; (Details of the independent director of the Company are specified in Enclosure 8 of the Invitation of the 2023 Annual General Meeting of Shareholders)

(1) นายศิริชัย ไตวิริยะเวช หรือ / Mr. Sirichai Towiriyawate; Or

(2) นางกิ่งเทียน บางอ้อ หรือ / Mrs. Kingthien Bang-or; Or

(3) ดร.มงคล เหล่าวรพงศ์ หรือ / Dr. Mongkon Laoworapong

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท สหกลอวิควิปเมนท์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 วันที่ 12 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 1 อาคารสำนักงานใหญ่ บริษัท สหกลอวิควิปเมนท์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Sahakol Equipment Public Company Limited at the 2023 Annual General Meeting of Shareholders on April 12, 2023 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 1<sup>st</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|



ปิดอากรแสตมป์ 20 บาท  
Duty stamp of 20 Baht

หนังสือมอบฉันทะ แบบ ค.  
Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)  
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in  
Thailand to be a share depository and share keeper)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท สหกลอคิวิปเมนท์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Sahakol Equipment Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and have the rights to vote equal to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference share \_\_\_\_\_ shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ \_\_\_\_\_ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 2)  
Hereby appoint \_\_\_\_\_ (The shareholder may appoint the Independent Directors of the company to be the proxy, please refer to details in Remark No.2)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at no. \_\_\_\_\_

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

2. ชื่อ นายศิริชัย ไตวิริยะเวช อายุ 59 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4

Name Mr. Sirichai Towiriyawate age 59 years, residing at no. 47/10 Soi.Amornphan4  
ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร  
Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Province Bangkok Postal Code 10900 Or

3. ชื่อ นางกิ่งเทียน บางอ้อ อายุ 78 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4

Name Mrs. Kingthien Bang-or age 78 years, residing at no. 47/10 Soi.Amornphan4  
ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร  
Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Province Bangkok Postal Code 10900 Or

4.ชื่อ ดร.มงคล เหล่าวรพงศ์ อายุ 53 ปี อยู่บ้านเลขที่ 47/10 ซอยอมรพันธ์ 4  
 Name Dr. Mongkon Laoworapong age 53 years, residing at no. 47/10 Soi.Amorphan4  
 ถนน วิภาวดีรังสิต ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร  
 Road Vibhavadirangsit Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak  
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
 Province Bangkok Postal Code 10900 Or

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียด  
 ประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

In case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other  
 independent directors shall be appointed as the proxy in replacement (Details of the independent director of the Company are  
 specified in Enclosure 8 of the Invitation of the 2023 Annual General Meeting of Shareholders).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี  
 2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 1 อาคารสำนักงานใหญ่ บริษัท สหกลอวิปเมนท์ จำกัด (มหาชน)  
 เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of  
 Shareholders on April 12, 2023 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 1<sup>st</sup> floor, 47/10 Soi  
 Amorphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ  
 Agenda item no. 1 Matter to be informed by the Chairman

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565  
 Agenda item no. 2 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/ she deems  
 appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่  
 31 ธันวาคม 2565

Agenda item no. 3 To consider and acknowledge the Company's operating performance of the fiscal year ended  
 December 31, 2022

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติรายงานและงบการเงินรวมของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31  
 ธันวาคม 2565

Agenda item no. 4 To consider and approve the Company's report and consolidated financial statement for the fiscal year  
 ended December 31, 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right to consider and vote on my/our behalf as he/ she deems  
 appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

#### วาระที่ 5

Agenda item no. 5

#### พิจารณาอนุมัติการจัดสรรกำไรสุทธิ และการจ่ายเงินปันผล

To consider and approve on the profit allocation and the dividend payment from the Company's operating performance for the fiscal year ended December 31, 2022.

ก. เนื่องจากบริษัทได้ทำการจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมายกำหนด ไม่น้อยกว่าร้อยละ 10 ของทุนจดทะเบียนบริษัทครบถ้วนแล้ว จึงไม่จำเป็นต้องทำการจัดสรรกำไรสุทธิจากผลการดำเนินงานของบริษัทประจำปี 2565 เพิ่มเติม

A. As the Company has sufficient legal reserve fund as required by law not less than 10% of the company registered capital. Therefore, is not required to allocate the net profit of 2022 to be the legal reserve fund pursuant to law;

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ข. พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับปี 2565

B. To consider and approve the dividend payment for the fiscal year 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

#### วาระที่ 6

Agenda item no. 6

#### พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the appointment of directors to replace the directors who retired by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก.  เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายศิริชัย โตวิริยะเวช

Director's name Mr. Sirichai Towiriyawate

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ ดร.มงคล เหล่าวรวงศ์

Director's name Dr. Mongkon Laoworapong

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## 3. ชื่อกรรมการ นายวิวัฒน์ ศิริสธรพ์

Director's name Mr. Vitavat Sirison

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## 4. ชื่อกรรมการ นายประภาส วิชากุล

Director's name Mr. Prapas Vichakun

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 7

## พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2566

Agenda item no. 7

To consider and approve the remuneration of Directors of the Company for the year 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 8

## พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda item no. 8

To consider and approve the appointment of the auditor and fix the audit fee for the year 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 9

## พิจารณานุมัติการเพิ่มวงเงินสำหรับการออกหุ้นกู้อีก 100 ล้านบาท ซึ่งจะทำให้วงเงินรวมของหุ้นกู้ทั้งหมดไม่เกิน 2,400 ล้านบาท

Agenda item no. 9

To consider and approve Increasing the credit line for issuing debentures by 100 million baht, which will bring the total credit line of all bonds to no more than 2,400 million baht.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 10

## พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัทฯ เพื่อให้สอดคล้องกับกฎหมายว่าด้วยบริษัทมหาชนจำกัดที่มีการแก้ไขเพิ่มเติม

Agenda item no. 10

To Approve the Amendment of the Articles of Association of the Company to comply with the Public Limited Companies and details are set out in the draft new Articles of Association of The Company.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 11  
Agenda item no. 11

พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
To consider other matters (If any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
  - เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง
  - Approve                                      Disapprove                                      Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
( )  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
( )  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
( )  
ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

**หมายเหตุ/Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
- In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

5. ผู้ถือหุ้นที่สามารถมอบฉันทะให้กรรมการอิสระของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

The shareholder may appoint Independent Directors to be the proxy as follow; (Details of the independent director of the Company are specified in Enclosure 8 of the Invitation of the 2023 Annual General Meeting of Shareholders)

- (1) นายศิริชัย ไตวิริยะเวช หรือ / Mr. Sirichai Towiriyawate; Or
- (2) นางกิ่งเทียน บางอ้อ หรือ / Mrs. Kingthien Bang-or; Or
- (3) ดร.มงคล เหล่าวรวงศ์ หรือ / Dr. Mongkon Laoworapong

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

## Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท สหกลอติควิปเมนท์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 วันที่ 12 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 1 อาคารสำนักงานใหญ่ บริษัท สหกลอติควิปเมนท์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Sahakol Equipment Public Company Limited at the 2023 Annual General Meeting of Shareholders on April 12, 2023 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 1<sup>st</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.                      Re :

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
 

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.                      Re :

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
 

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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ข้าพเจ้ารับรองว่า รายการในใบประจำต่อหนังสือมอบอำนาจถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We hereby certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signed .....ผู้มอบอำนาจ/Grantor  
( )

วันที่/Date .....

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
( )

วันที่/Date .....

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
( )

วันที่/Date .....

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
( )

วันที่/Date .....

## Profile of the independent directors who act as a shareholder proxy

Name	Mr. Sirichai Towiriyawate			
Age (Year)	59			
Address	47/10 Soi Amornphan4 Vibhavadirangsit Rd., Ladyao, Chatuchak, Bangkok, 10900			
Current Position	Independent Director / Chairman of Audit Committee			
Director Training	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) 244/2017</li> <li>- Risk Management Program for Corporate Leader (RCL) 1/2015</li> <li>- Director Accreditation Program (DAP) 79/2009</li> </ul>			
Education	<ul style="list-style-type: none"> <li>- Bachelor degree of Engineering, Chulalongkorn University</li> <li>- Master degree of Business Administration University of Florida, USA</li> </ul>			
Working Experiences	2015–Present	Independent Director/Chairman of the Audit Committee	Sahakol Equipment PCL.	
	2015–Present	Adviser of the Investment	Principal Capital PCL.	
	2016–Present	Member of Audit Committee	Fire Trade Engineering PCL.	
	2014-2015	Managing Director	TEN M.D. Nakornsawan Co.,Ltd.	
	2014-2015	Director	Alliance Medical Asia Co.,Ltd.	
Illegal Action Record in the past 10 years	- None -			
Familial Relationship with the Directors and Executives	- None -			
Agenda of this Meeting with Conflict of Interest	Agenda 7 - To consider and approve the remuneration of Directors of the Company for the year 2023			
Conflict of Interest in this Meeting	- None -			
Having the following interests in the company / its parent company/ its subsidiaries / its affiliates or any legal entities which may result in conflict at present or in the past 2 years				
1. Being a director who participates in day-to-day management, an employee, or an advisor who receives regular remuneration			- None -	
2. Being a professional service provider (i.e. Auditor, Legal Counsel)			- None -	
3. Having significant business relationship which may affect the ability to perform independently			- None -	

## Profile of the independent directors who act as a shareholder proxy

Name	Mrs.Kingtien Bang-Or			
Age (Year)	78			
Address	47/10 Soi Amornphan4 Vibhavadirangsit Rd., Ladyao, Chatuchak, Bangkok, 10900			
Current Position	Independent Director / Member of Audit Committee			
Director Training	- Director Certification Program (DCP) 53/2005 - Director Accreditation Program (DAP) 1/2007			
Education	- Bachelor degree of Accounting, Thammasat University - Master degree of Business Administration, Thammasat University			
Working Experiences	2015–Present	Independent Director/ Member of Audit Committee	Sahakol Equipment PCL.	
	2006–Present	Chairman of the board/Audit committee	Thai Film Industries PCL.	
	Present	Director	Cellular vision (thailand) PCL.	
	2005–Present	Advisory	Com-Link Co.,Ltd.	
	Present	Director	Nareekarn Naranya Co.,Ltd.	
	Present	Director	Ai Power Co.,Ltd.	
	Present	Director	Hitech Network Co.,Ltd.	
	Present	Director	Piyanee Co.,Ltd.	
	Present	Director	Amazing Coffee Co.,Ltd.	
Illegal Action Record in the past 10 years	- None -			
Familial Relationship with the Directors and Executives	- None -			
Agenda of this Meeting with Conflict of Interest	Agenda 7 - To consider and approve the remuneration of Directors of the Company for the year 2023			
Conflict of Interest in this Meeting	- None -			
Having the following interests in the company / its parent company/ its subsidiaries / its affiliates or any legal entities which may result in conflict at present or in the past 2 years				
1. Being a director who participates in day-to-day management, an employee, or an advisor who receives regular remuneration			- None -	
2. Being a professional service provider (i.e. Auditor, Legal Counsel)			- None -	
3. Having significant business relationship which may affect the ability to perform independently			- None -	

## Profile of the independent directors who act as a shareholder proxy

Profile of the independent directors who act as a shareholder proxy			
Name	Dr.Mongkol Laoworapong		
Age (Year)	53		
Address	47/10 Soi Amornphan4 Vibhavadirangsit Rd., Ladyao, Chatuchak, Bangkok, 10900		
Current Position	Independent Director / Member of Audit Committee		
Director Training	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) BJC/2004</li> <li>- Director Certification Program (DCP) 88/2007</li> <li>- Audit Committee Program (ACP) 18/2007</li> <li>- Monitoring the Internal Audit Function (MIA) 3/2008</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE) 15/2012</li> <li>- How to Measure the Success of Corporate Strategy (HMS) 3/2013</li> <li>- Chartered Director Class (CDC) 8/2014</li> <li>- Boardroom Success through Financing and Investment (BFI) 5/2018</li> </ul>		
Education	<ul style="list-style-type: none"> <li>- Bachelor degree of Accounting Thammasat University</li> <li>- Master degree of Accounting Thammasat University</li> <li>- Ph.D. Business Administration (Accounting) Thammasat University</li> </ul>		
Working Experiences	2015–Present	Independent Director/ Member of Audit Committee	Sahakol Equipment PCL.
	2018	Independent Director	AEON Thana Sinsap (Thailand) PCL.
	2019–Present	Audit Committee	AEON Thana Sinsap (Thailand) PCL.
	2016–Present	Audit Committee	Applied DB Industrial PCL.
	2011–Present	Audit Committee/Independent Director	C.P.L. Group PCL.
	2022- Present	Director	Union Textile Industries PCL.
	2009–Present	Instructor (Accounting)	Thammasat University
	2015–Present	Director	Charoensin Asset Co.,Ltd.
	2021–Present	Director	Quality Assurance Service Co.,Ltd.
	2022- Present	Director / Chairman of Audit Committee / Member of Risk Committee	Public Warehouse Organization
	2022- Present	Director	Computer Union Co.,Ltd.
	2022- Present	Director	Computer Union Systems Co.,Ltd.
	2022- Present	Independent Director	P A P Exim Co.,Ltd.
Illegal Action Record in the past 10 years	- None -		
Familial Relationship with the Directors and Executives	- None -		
Agenda of this Meeting with Conflict of Interest	Agenda 7 - To consider and approve the remuneration of Directors of the Company for the year 2023		
Conflict of Interest in this Meeting	- None -		



## Profile of the independent directors who act as a shareholder proxy

Having the following interests in the company / its parent company/ its subsidiaries / its affiliates or any legal entities which may result in conflict at present or in the past 2 years

1. Being a director who participates in day-to-day management, an employee, or an advisor who receives regular remuneration	- None -
2. Being a professional service provider (i.e. Auditor, Legal Counsel)	- None -
3. Having significant business relationship which may affect the ability to perform independently	- None -

### **Definition of Independent Director of Sahakol Equipment Public Company Limited**

The appointment of an independent director will require a joint consideration by the Board of Directors on the qualifications as set out in the Public Limited Companies Act BE 2535 (1992), the Securities and Exchange Act, the Notification of the Capital Market Supervisory Board and other relevant regulatory requirements. In considering the candidates, The Board of Directors will select an independent director based on professional qualifications and experiences, and other relevant attributes before proposing the appointment of the candidate at the shareholder's meeting. The number of directors employed by the company is limited to at least one-third of the total number of Company's directors and must appoint a minimum of three directors.

The Board of Directors has determined the qualifications of Independent Directors as follows:

1. An Independent Director must not own more than one percent of total voting shares of the Company, its parent Company, its subsidiaries, its joint ventures, major shareholders or be an Executive with controlling authority. The Independent Director's shares must include those held by related persons to that Independent Director.
2. An Independent Director must not be a director involved in the management of employees or consultants who receive regular remuneration, or be a person with controlling authority of the company, its parent company, its subsidiaries, its joint ventures, its affiliates, major shareholders or persons with controlling authority, with the exception that the person has ceased to be in such positions for a duration no less than two years prior to the date of filing the application with the Securities and Exchange Commission.
3. An Independent Director must not be a person with familial (blood ties) or legal relations to individuals such as a parent, a spouse, sibling or child, including being a spouse or child of another Director, Executive, major shareholder, an Executive with controlling authority of the Company and any of its subsidiaries.
4. An Independent Director must not be in, or have ever been in a business relationship with the Company, its parent company, its subsidiaries, affiliates, major shareholders or individuals with controlling authority in a manner that may impede their independent use of discretion. The Independent Director must not be or have been a significant shareholder or be a person with controlling authority over any persons who have business relations with the Company, the parent company, its subsidiaries, its joint ventures, major shareholders or those who have controlling authority of the Company, with the exception that the person has ceased to be in such positions for a duration no less than two years from the date of the appointment.
5. An Independent Director must not be or have ever been an auditor of the Company, its parent company, its subsidiaries, its joint ventures, major shareholders, those with controlling authority, and must not be a person holding significant shares, or be an Executive with controlling authority or be a shareholder or partner of the audit firm where the auditors of the Company, its parent company, its

subsidiaries, its joint ventures, major shareholders or persons with controlling authority works. The exception will be made in the case where the Independent Director who used to hold any of the aforementioned positions have left such positions for a minimum of two years prior to appointment to the position.

6. The Independent Director must not have been a professional service provider, including providing legal counsel and financial advisory services and receiving remuneration amounting over two million baht per year from the Company, its parent company, its subsidiary, its joint ventures, major shareholders or persons with controlling authority of the company, and must not be a significant shareholder, a controlling authority or partner of the professional service provider. An exception is made if such Independent Director has ceased to provide any professional services for no less than two years from the date of appointment.

7. The Independent Director must not have been appointed as a Director to represent the Company's Directors, its major shareholders, or to represent shareholders who are affiliated with major shareholders.

8. The Independent Director must not operate any business that is similar to and is in direct competition with the Company or its subsidiaries, or be a partner in a partnership, or be a director involved with management of employees and advisers receiving regular remuneration, or hold more than one percent of total voting shares of other companies that operate any business similar to and is in direct competition with the Company or its subsidiaries.

9. The Independent Director must not have any other impediments that may constrain their ability to provide independent discretion regarding operations of the Company.

**Articles of Association  
of  
Sahakol Equipment Public Company Limited**

**CHAPTER 5**

**The Board of Director**

16. The board of directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:
- (1) Each shareholder shall have one (1) share for one (1) vote;
  - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder cannot divided his or her votes to any person in any number; and
  - (3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected to be the directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.
17. At every annual ordinary shareholder's meeting one-third (1/3) of the directors or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.
- A vacating director may be eligible for re-election.
- The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

**CHAPTER 6**

**Meeting of Shareholders**

31. The board of directors shall convene an annual general meeting of shareholders within (4) four months from the end of every fiscal year of the Company.
- Any shareholders' meetings other than the one referred to in the first paragraph shall be called an "extraordinary general meeting". The board of directors may call the extraordinary general meeting any time as the board of directors deems appropriate.
- Any shareholder(s) holding shares of no less than one-fifth (1/5) of the total amount of issued shares or no less than twenty five (25) shareholders holding shares of no less than one-tenth (1/10) of the total amount of issued shares, may submit a request in writing to the board of directors to convene an extraordinary general meeting at any time as they deem appropriate, provided that the reason to convene such extraordinary general meeting is clearly stated in the request. In this case, the board of directors

shall hold an extraordinary general meeting within one (1) month from the receipt of shareholder's request.

32. Regarding the calling of a general meeting, the board of directors shall prepare an invitation specifying the venue, date time, agenda of the meeting, and the matters to be propose to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinion of board of director on such matter. The invitation shall be sent to shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the invitation of a shareholders' meeting shall be advertised on a newspaper for three (3) consecutive days in the newspaper, for at least three (3) days before the meeting date.

The venue of the shareholders' meeting shall be held in the province in which the Company's head office located, or any other province nearby determined by the board of directors.

33. In every shareholders' meeting, a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty five (25) persons or at least half of the total number of shareholders, and shareholders attend the meeting must hold at least one-third (1/3) of the total number of the issued shares.

If within one (1) hour from the time scheduled for the meeting a quorum is not presented, if the meeting is called by request of the shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of the shareholders, the meeting shall be rescheduled. The invitation to such meeting shall be sent in writing to every shareholder at least seven (7) days before the meeting date. In such postponed meeting, the shareholders present at the meeting shall constitute a quorum.

34. The chairman of the board of directors shall be the chairman of the general meeting. In the case that the chairman of the board of directors is not present at the general meeting or is unable to perform his/her duty, the vice chairman of the board of directors shall act as the chairman of the general meeting. If the vice chairman is not present or is unable to perform his/ her duty, a shareholder shall be elected to be the chairman of the general meeting.

35. Regarding the casting of votes in a general meeting, each shareholder shall have one (1) vote for each share he/she holds. If any shareholder has any conflict of interest in any agenda, such shareholder shall be prohibited from casting his/her vote on that agenda. Except in the voting for the election of directors, the affirmative vote of a resolution of a general meeting shall be made as follows:

- (1) In ordinary case, a majority vote of shareholders who attended the Meeting and cast their votes. In the event of a tied vote, the Chairman shall have an additional vote as a casting vote;
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
  - (a) The sale or transfer of the whole or substantial part of business of the Company to other persons;

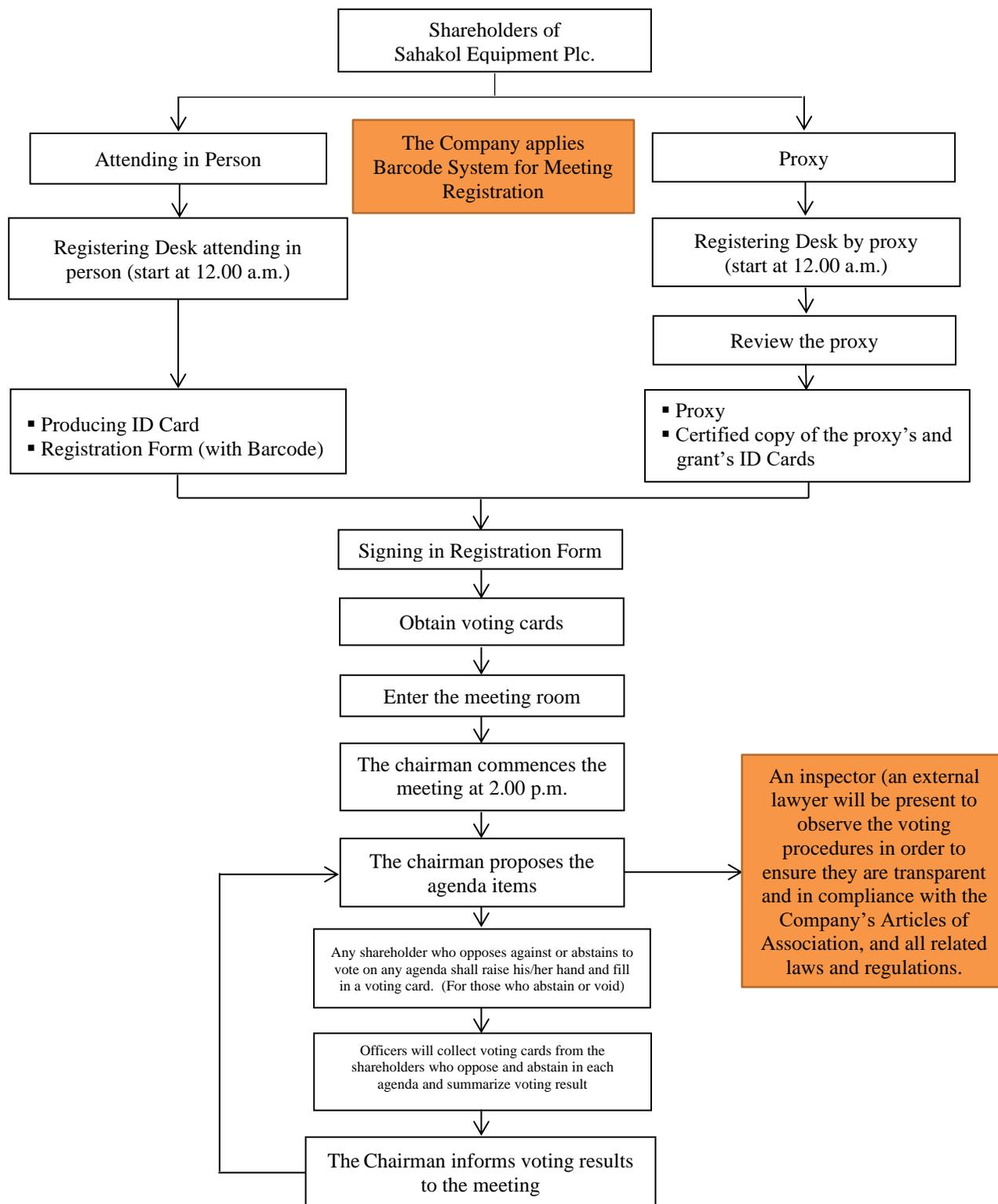
- (b) The purchase or acquisition of the business of other private companies or public companies by the Company;
  - (c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole and substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing benefits or deficits;
  - (d) The amendment of the Company's Memorandum of Association or Articles of Association;
  - (e) The increase or decrease of the registered capital of the Company;
  - (f) The dissolution of the Company;
  - (g) The issuance of debentures of the Company; or
  - (h) The amalgamation of the Company with another company.
36. The following businesses are to be transacted at the annual general meeting of the shareholders:
- (1) To consider and acknowledge the report of the board of directors relating to the Company's performance in the past fiscal year;
  - (2) To consider and approve the balance sheet and the profit and loss statement;
  - (3) To consider and approve the allocation of profits;
  - (4) To consider and approve the appointment of directors who retire by rotation;
  - (5) To consider and approve the determination of the directors' remunerations;
  - (6) To consider and approve the appointment of the auditor and the determination of audit fee; and
  - (7) To consider any other matters.

## CHAPTER 7

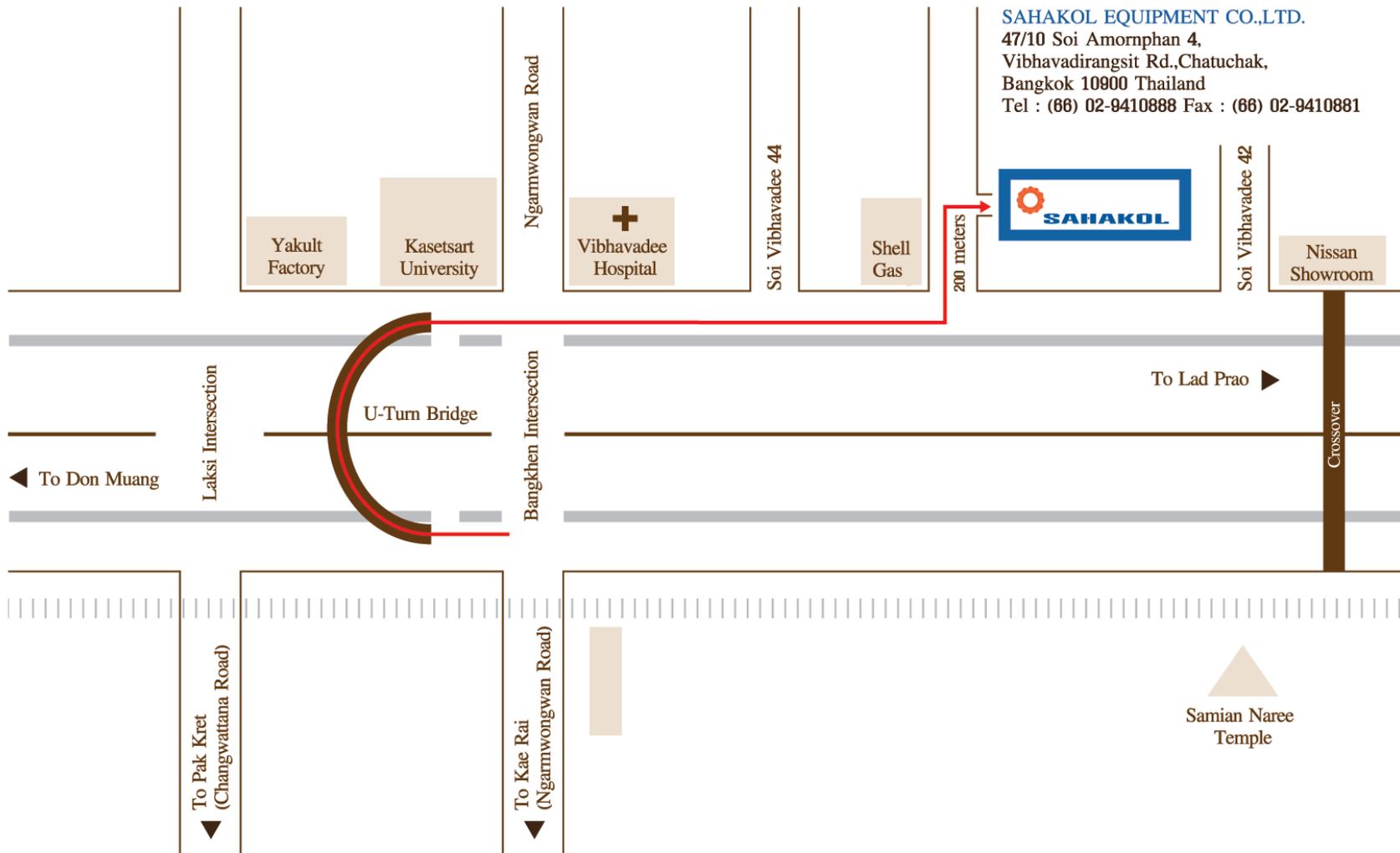
### Accounts, Finance and Audit

39. The board of directors shall prepare a balance sheet and a profit and loss account as of the end of the company's accounting year to be proposed to the annual general meeting of shareholders for consideration and approval. The board of director shall arrange for the auditor to complete the auditing prior to propose same to the meeting of shareholders.

**Procedures for Attending the 2023 Annual General Meeting of Shareholders  
Sahakol Equipment Public Company Limited  
on Wednesday, April 12, 2023 at 2.00 p.m.**



*\*Please return voting card of all agenda to the Company's staff after the meeting is closed.*



Requisition Form for Form 56-1 One Report 2022

Please fill in the form and send E-mail: [ircontact@sahakol.com](mailto:ircontact@sahakol.com) or Tel. 02-9410888 Ext.66

Dear: Investor Relations

I, (name).....

Address.....

City..... Country..... Postcode.....

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Form56-1 One Report 2022