

(Translation)

Minutes of the Annual General Meeting of Shareholder for year 2023  
of  
Prime Road Power Public Company Limited

Time and Place

Prime Road Power Public Company Limited (the “Company”) held the Annual General Meeting of Shareholders for the year 2023 on 26 April 2023 at 14.00 hrs. via Electronic Media (E-AGM) at the meeting room, 22<sup>nd</sup> floor, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok in accordance with measures, procedures and conditions on related laws.

Quorum

At 14.05 hrs., there were shareholders attending the meeting at the meeting opening time as follows:

Shareholders attending the meeting in person	3 persons	Total shares	1,986,393,062 shares
Proxies attend the meeting on their behalf	41 persons	Total shares	1,463,165,445 shares
Total	44 persons	Total number of shares	3,449,558,507 shares

Shareholders attending the meeting in persons and by proxy equal to 81.08 percent, representing 4,254,485,515 issued and paid shares of the Company, thus constituting a quorum in accordance with the Article of Association of the Company which require the shareholder and proxy to attend the meeting of no less than 25 person or no less than half of the all shareholders and shall hold the shares in total of no less than one-third of the total issued shares.

Directors attending the meeting

1. Mr. Somprasong Panjalak Chairman / Chief Executive Officer
2. Mrs. Wipaporn Chairatana Independent Director / Chairman of Audit Committee /  
the Nomination and Remuneration Committee
3. Air Chief Marshal Surasak Meemanee Independent Director / Member of Audit Committee /  
Chairman of the Nomination and Remuneration Committee
4. Prof.Dr. Kamphol Panyagometh Independent Director / Member of Audit Committee /  
Member of the Nomination and Remuneration Committee
5. Mr. Apichart Pumsook Independent Director
6. Mr. A Sachdev Independent Director

In the Annual General Meeting of Shareholders for the year 2023, 6 out of 7 directors attended the meeting, representing 85.71 percent of the total number of directors.

#### Executives attending the meeting

1. Mr. Piroon Shinawatra Chief Financial Officer
2. Mr. Ekachai Keeratikrittin Chief Investment Officer

#### Auditor's Representatives, PricewaterhouseCoopers ABAS Company Limited attending the meeting

1. Mr. Vichien Khingmontri
2. Ms. Sarocha Thongsakul

#### Commencement of the Meeting

Ms. Chalita Waiyarat who acted as the moderator of the meeting (“Moderator”) welcomed and thanked the shareholders and attendees for attending the Annual General Meeting of Shareholders for the year 2023 and clarified the preliminary information of the Company. This Annual General Meeting of Shareholders for the year 2023 is held in electronic form (E-AGM) by the electronic meeting system of OJ International Company Limited, an E-AGM system service provider.

To ensure the meeting is in accordance with good corporate governance principles for voting at the meeting, the Moderator informed of the voting procedures and the counting of votes as follows:

1. In voting at a meeting all shareholders will have votes equal to the number of shares they hold by counting 1 share per 1 vote.
2. In voting counting of the voting results in each agenda, the votes of the shareholders who attended the meeting and the votes of shareholders who appoint proxy will be counted via electronic media. If the grantor does not specify the intention to vote in any agenda, proxies will be able to vote for that agenda as they see fit.
3. For counting the results of the vote, it is divided into 3 types:
  - (1) Agenda that must be approved by a majority vote of the shareholders who attend the meeting and cast the vote. The votes base will be calculated by counting only the votes of the shareholders who vote "Agree" or "Disagree", but not counting the votes of the shareholders who vote "Abstain".
  - (2) Agenda that must be approved with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The vote base will be calculated by counting the votes of all shareholders present at the meeting who vote "Agree", "Disagree" and "Abstain".
  - (3) Agenda that must be approved with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and eligible to vote. The voting base will be calculated by counting the votes of all shareholders attending the meeting and eligible to vote "Agree", "Disagree" and "Abstain".

- The shareholders can cast the vote by switching the window to the E-Voting system in order to cast the vote on each agenda. The vote can be casted in 3 choices i.e. "Agree", "Disagree" or "Abstain". The Company will provide the voting time to shareholders to cast the vote approximately 1 minute.

During the vote time in each agenda, if the shareholders or proxies do not click to vote on that agenda, it will be considered that the shareholders or the proxies approves such agenda.

- When the shareholders cast the vote, the system will pop up by asking if the vote is confirmed or not. If the shareholders wish to re-cast the vote, it can be proceeded by clicking a new vote again.
- Once the shareholders finish voting, please switch back to the window of E-Meeting to resume the images and sounds of the meeting, where the staff will collect all the votes from the voting system (E-voting)
- For the Custodian who has submitted the proxy form, the Company has already recorded the votes in the system.
- At the Annual General Meeting of Shareholders for the year 2023,

Agenda 1	is an agenda for acknowledgment.
Agenda 2	is an agenda to adopt.
Agenda 3	is an agenda for acknowledgment.
Agenda 4-14	is an agenda for approval.

In the agenda 1 and 3, there will be no voting since these agendas are to acknowledge the matters to be informed by the Chairman and to acknowledge the Company's performance for the year 2022.

For Agenda 6, which is an agenda to consider and approve the nomination of directors in place of those who retire by rotation. The meeting shall consider electing individual directors with transparency by using the same voting guidelines as described above.

- Voting on the proxy form that has been delivered to the Company by making multiple marks in one ballot or voting with contrary intentions, except in the case of Custodian are considered void or invalid, which the Company will not count as the vote for that agenda.

**The number of shareholders' votes in each agenda item may not be equal:** This is due to the gradual attendance of shareholders and proxies who is not attend the meeting in time, the vote of shareholders and proxies will be calculated only on the agenda being attended by the shareholders and proxies or the agenda that is in progress and the agenda has not yet been conducted, therefore, the number of attendees in each agenda may change and may not be the same.

**Before voting on each agenda item:** The Company will answer questions related to the voting in that agenda. In case a large number of questions sent into the system or in case the questions do not relevant to the agenda during the presentation, the Company reserves the right to consider as appropriate in selecting only questions related to the agenda.

The meeting attendees who desire to inquire or express their opinions can be sent in 2 channels, i.e. asking questions by raising a hand. and asking questions through the chat system. The Company will allow shareholders to ask questions about that agenda for about 1 minute.

Asking the question by raising a hand Please click “Reaction” button and then click “Raise Hand” button which a hand symbol will be displayed next to the attendee’s name. Please wait for the Company to invite to asking questions individually. When the inquiry is complete, please click the “Lower Hand” button to put a hand down.

Asking the question through the chat system Please click “Chat” button and type the question through the chat system. The shareholders have to select a recipient named “PRIME Q&A” only, if the shareholders do not select the above named, the question will not be sent to the Company.

**Vote announcement:** The Company will display and inform the voting results of the meeting agenda to the meeting before commencing the consideration of the next agenda.

After that, Mr. Somprasong Panjalak, Chairman of the Board, who acts as the chairman of the meeting (“Chairman”), informed the meeting that, in order to promote good corporate governance and to treat all shareholders equally, the Company provides opportunities for shareholders to propose agenda to the Board of Directors to consider to include such agenda to the meeting agendas of the Annual General Meeting of Shareholders for the year 2023 in advance, in which the Company has notified the shareholders through the communication channels of the Stock Exchange of Thailand and the Company’s website but it appears that there is no shareholder proposing the meeting agenda to the Company. After that, the Chairman gave the opening statement to the Annual General Meeting of Shareholders for the year 2023 of the Company and proceeded the meeting in accordance with the agendas of the meeting as appeared in the invitation letter of the Annual General Meeting of Shareholders for the year 2023 of the Company as follows:

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

Mr. Somprasong Panjalak, Chairman, informed the meeting that the Company places great importance on conducting business with caution, especially in the matter of anti-corruption which the Company adhere to the principles of good corporate governance for the best interests of shareholders, stakeholders and related persons.

The Company has announced its intention to join the Private Sector Collective Action Coalition Against Corruption with Private Sector Collective Action against Corruption (CAC) in February 2023. In addition, all members of the Audit Committee have successfully attended the seminar regarding Road to certify with Thai IOD.

In the past year, the Company has adopted the dimension of sustainability or Environmental, Social and Governance (ESG) as a driving force for both internal and external processes and the Company aims to become a listed sustainability company of the Stock Exchange of Thailand in the near future.

In addition, the Company aims to participate in solving climate change problems. through mitigation and improvement of operations to reduce greenhouse gas emissions to support the Royal Thai Government's participation in the Nationally Determined Contributions (NDC) in accordance with the United Nations Framework Convention on Climate Change (UNFCCC).

**The meeting acknowledged.**

#### **Agenda 2 To adopt the Minutes of the 2022 Annual General Meeting of Shareholders**

The Moderator asked the meeting to adopt the minutes of the 2022 Annual General Meeting of Shareholders held on 29 April 2022 in which a copy of the minutes of meeting has been sent together with the Invitation to the Annual General Meeting of Shareholders for the year 2023 (Enclosure 1). The Company has already sent a copy of such minutes of the meeting to the Stock Exchange of Thailand as required by law as well as published such minutes of the meeting on the Company's website.

The Moderator summarized the opinion of the Board of Directors which considered and opined that such minutes is correctly and completely recorded, thus deemed it appropriate to be adopted by the Shareholders' Meeting.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to adopt the Minutes of the 2022 Annual General Meeting of Shareholders.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be adopted by a majority of vote of the shareholders present at the meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to adopt the Minutes of the 2022 Annual General Meeting of Shareholders as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

Remark

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 3 To acknowledge the report on the Company’s operating results for the year 2022**

The Moderator informed the shareholders meeting that the Company has already sent the Annual Report 2022 (Form 56-1 One Report) in form of QR code to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2023 (Enclosure 2) and invite Mr. Somprasong Panjalak as a chief executive officer and Mr. Piroon Shinawatra as a chief financial officer to explain the business performance of the Company in 2022.

Mr. Somprasong Panjalak, Chairman, informed the meeting that the Company has been listed on the Stock Exchange of Thailand in the Resource Industry Group, Energy and Utilities Business Sector. Currently, the Company has a total installed capacity of 303.94 MW, divided into (1) 290.39 MW installed capacity of solar farm and solar rooftop in Power Purchase Agreement with government sector program and (2) 13.55 MW installed capacity of solar rooftop in Power Purchase Agreement between private sector (Private PPA) program.

Currently, the main revenue of the Company comes from the business of solar power plants in various countries in the Asia-Pacific region, including Thailand, Japan, Taiwan and Cambodia.

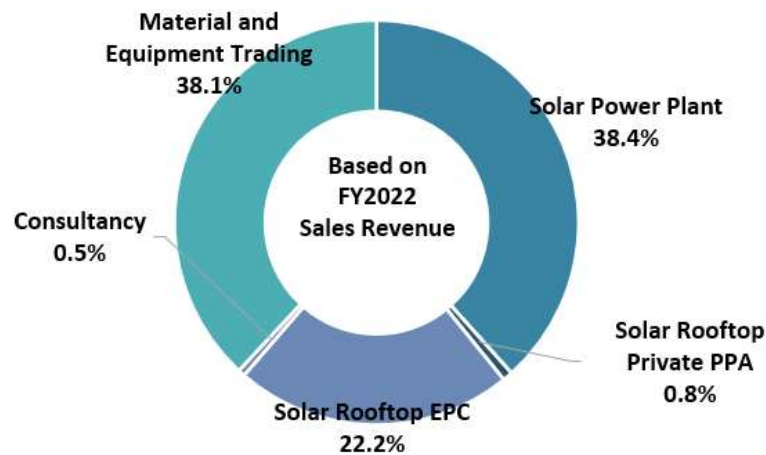
In the past year, Cambodian Government Solar Power Plant Project in Kampong Chhnang Province has been commenced the operation (COD) at the amount of 60 MW in December 2022 to deliver electricity to Cambodia's national power grid to Phnom Penh and nearby areas and generated total income from Cambodia in the amount of 21.1 million Baht.

The Company operates 5 main businesses as follows:

1. **Solar power plant business**, which is the main business of the Company. The proportion of income is 38.4% of total revenue of the Company;
2. **Solar rooftop installation business and electricity trading according to contracts with private sector (Private PPA)**, which is a business that is an extension of the solar power plant business by installing

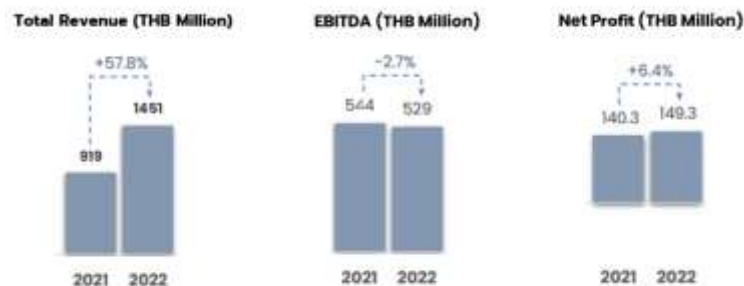
a solar power generation system on the roof. The proportion of income is 0.8% of total revenue of the Company;

3. **Solar rooftop Engineering, Procurement and Construction (EPC) business**, which is a turnkey business of installation of a solar rooftop system, from survey and design to installation and maintenance. It helps building and industrial plants owners to reduce electricity bills. The proportion of income is 22.2% of total revenue of the Company;
4. **Trading business of materials and equipment related to energy**, such as solar panels, inverters, wires, including innovative solar water pump products. The proportion of income is 38.1% of total revenue of the Company;
5. **Energy and environmental technology solutions business**, which is design, installation and consulting on innovations such as IoT Technology for Building Energy Management (BEM). The proportion of income is 0.5% of total revenue of the Company.



Mr. Piroon Shinawatra, chief financial officer, clarified the additional information according to the Management Discussion and Analysis (MD&A), which can be summarized as follows:

1. Overview of financial information

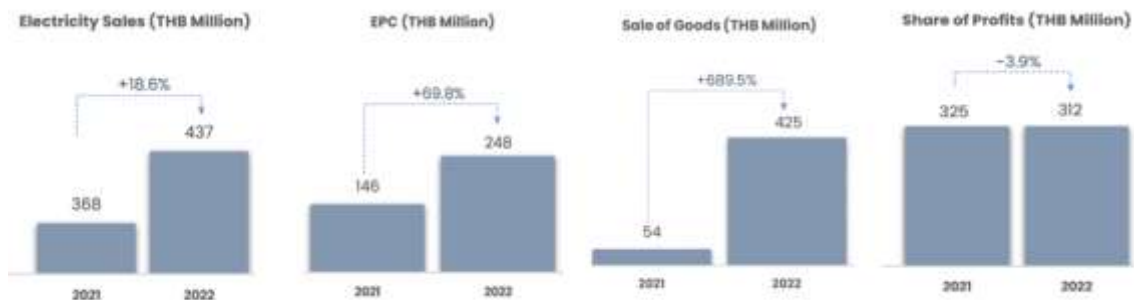


- **Total revenues** for the year 2022, the Company had total revenues of 1,451 million Baht, an increase of 531.7 million Baht or 57.8%. The most important adjustment came from sales of goods that increased by 370.8 million Baht or 689.5%, followed by Solar rooftop Engineering, Procurement and Construction (EPC) business which increased 101.9 million Baht or 69.8% and solar power generation business increased 68.4 million Baht or 18.6%.

The EPC business and trading business are increasing due to the reduced impact of the COVID-19 situation, which previously caused a shortage of inventory which affecting trading business and EPC customers slow down investment.

- **EBITDA** adjusted to 528.7 million Baht, a decrease of 2.7% due to lower gross profit margins from EPC and energy-related materials and equipment trading business.
- **Net profit** increased by 8.9 million Baht from 2021 to 149.3 million Baht in 2022 or 6.4% as a result of increased sales revenue while administrative expenses and finance costs increased in a smaller proportion.

## 2. Overview of revenue



- **Revenue from sales of electricity** increased 18.6% from new COD projects in Taiwan and Cambodia including new private PPA projects;
- **Revenue from EPC business** increased by 69.8%. In 2022, there were 26 projects with a total value of 441 million Baht, compared to 2021 having 10 projects with a total value of 142 million Baht. At the end of 2022, the Company had a backlog of 233 million Baht which the revenue will be recognized in 2023;
- **Energy-related materials and equipment trading business** has a significant growth, an increase of 689.5% due to the increase of investment of the customer in purchasing materials and equipment. In addition, the shortage of inventory during the COVID-19 outbreak has eased;
- **Shared Profit in associated companies** decreased by 3.9% due to the sale of the Nari Aizu project in 3Q/2021.



### 3. Overview of financial statement



- **Total assets** increased by 62.7%, divided into non-current assets which increased by 2,421 million Baht due to an increase in property, plant and equipment, including an increase in projects under construction and cash increased by 799 million Baht to 1,087 million Baht at the end of 2022;
- **Total liabilities** increased by 115.2% due to an increase in loans from financial institutions. These are loans of foreign subsidiaries to be used as working capital for business expansion and project development and the Company has issued long-term debentures totaling 1,850 million Baht to be used as working capital for developing renewable energy projects both domestic and international.
- **Total shareholders' equity** at the end of 2022, the Company's shareholders' equity was 3,252 million Baht from unappropriated retained earnings and fair value adjustment which increased by 165 million Baht or 5.4%;
- **Debt to Equity Ratio** increased due to new loans to fund the Company's proactive growth plans. The cash flow from the new project will be available to repay the loan after the commercial operation date (COD).

The Moderator informed the meeting that this agenda is for acknowledgement, and thus the voting is not required.

The Moderator summarized the opinion of the Board of Directors which included the Audit Committee which considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to acknowledge the report on the Company's operating results for the year 2022 ended 31 December 2022.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to acknowledge the report on the Company's operating results for the year 2022.

The meeting acknowledged.

**Agenda 4 To consider and approve the consolidated Financial Statements for the year ended 31 December 2022**

The Moderator presented to the meeting that the Company has prepared the financial statements for the year ended 31 December 2022, audited by the Company's auditor and reviewed the correction by the Audit Committee and also endorsed by the Board of Directors. The details of which are appeared in the Annual Report 2022 (Form 56-1 One Report) on page 278 to page 392 which has been sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2023 (Enclosure 2) and the auditor opined on the Company's financial statements that it is accurate in accordance with financial reporting standards.

Mr. Piroon Shinawatra, chief financial officer, presented the key information of financial statements of the Company for the year 2022 compared with the Company's financial statements in 2021 as follows:

Key Information of Financial Statements	Year 2022	Year 2021	Change (Amount)	Change (%)
Total assets (million Baht)	6,450	10,491	4,041	62.7%
Total Liabilities (million Baht)	3,364	7,240	3,876	115.2%
Equity (million Baht)	3,086	3,251	165	5.3%
Total income (million Baht)	919	1,449	530	57.7%
Net profit (million Baht)	140	149	9	6.4%
Net profit attributable to parent company (million Baht)	130	137	7	5.4%
Earnings per share (Baht)	0.031	0.032	0.001	3.2%

The Moderator summarized the opinion of the Board of Directors which included the Audit Committee which considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to approve the consolidated Financial Statements for the year ended 31 December 2022 which audited by the auditor of the Company, verified by the Audit Committee, and endorsed by the Board of Directors.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the consolidated Financial Statements for the year ended 31 December 2022.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the consolidated Financial Statements for the year ended 31 December 2022 as proposed with the following votes.

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote and the additional “Approved” votes which were verified after a post-meeting with the voting system provider, OJ International Co., Ltd. However, the additional votes did not affect the resolution of this agenda.

**Agenda 5 To consider and approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2022**

The Moderator explained details of the Company's dividend payment policy as follows:

The Company has a policy to pay dividends to shareholders at least 50% of the net profit in the financial statements after deduction of all reserves in accordance with the Articles of Association of the Company and according to the laws, depending on the economic conditions, cash flow of the Company, investment plans and other considerations as the Board of Directors deems appropriate, whereby the Board of Directors is empowered to consider the matter. However, the Board of Directors' resolution of the dividend payment must be proposed to the shareholders' meeting for approval, except for the case of interim dividend payment in which the Board of Directors has an approval authority and then has to inform the shareholders at the subsequent shareholders' meeting.

However, as appeared in the Company's financial statements for the year 2022 ending on 31 December 2022, the Company has an accumulated deficit in the amount of 503.033 million Baht. Therefore, the Company is unable to appropriate the net profit as legal reserve and the Company is unable to make the dividend payment for the operation results of the year 2022 to the shareholders according to the law and the Articles of Association of the Company.

The Moderator summarized the opinion of the Board of Directors which considered and deemed it appropriate to approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2022.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2022.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2022 as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,422,938,207	100.00
Disapproved	0	0.00
Abstained	26,620,300	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,422,938,207</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 6 To consider and approve the nomination of directors in place of those who retire by rotation**

The Moderator reported to the meeting that before commencing the consideration of this agenda Mr. Somprasong Panjalak, Prof.Dr. Kamphol Panyagometh and Mr. A Sachdev, 3 directors who retired according to the term of office at the Annual General Meeting of Shareholders for the year 2023, will not attend the meeting on this agenda until the meeting has completed their consideration.

According to Article 15. of the Articles of Association of the Company specifies that “At every annual general meeting, one-third of the directors shall retire. If the number of directors is not multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. The director retiring by rotation may be re-elected.” For this Annual General Meeting of Shareholders, there are 3 directors who retire by rotation, namely as below;

No.	Name	Position	Date appointed as a director	Attendance in the Board of Directors’ meeting for the year 2021
1	Mr. Somprasong Panjalak	Chairman	30 July 2019	13 times out of 13 times

No.	Name	Position	Date appointed as a director	Attendance in the Board of Directors' meeting for the year 2021
2	Prof.Dr. Kamphol Panyagometh	Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee	30 July 2019	13 times out of 13 times
3	Mr. A Sachdev	Independent Director	15 December 2022	0 times out of 0 times*

**Remark** \* Since the appointment to the position is on 15December 2022, then there is no meeting attendance in 2022.

The Company had provided the opportunity to the shareholders to propose the list of persons for consideration to be appointed as directors of the Company at the Annual General Meeting of Shareholders for the year 2023 from 30 November 2022 to 31 December 2022 via the Company's website and the Stock Exchange of Thailand's channel according to the principle of good corporate governance for listed companies, however, there was no shareholder proposing the list of persons for consideration to be appointed as directors of the Company.

The brief biography and information of the directors who retired by rotation and was appointed to be a director for another term including the definition and qualifications of Independent Directors was sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2023 (Enclosure 3 and 4 respectively).

The Moderator summarized the opinion of the Nomination and Remuneration Committee and the Board of Directors considered and screened qualifications, experience, capabilities and expertise of the directors who retired by rotation, and opined that these 3 directors are equipped with knowledge, expertise and experience those are beneficial to the Company's business operation, and fully qualified according to the Public Limited Company Act and have no prohibited characteristics to be appointed as directors in accordance with the regulations of the Securities and Exchange Commission. Thus, it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to considers and approves the re-election of the 3 directors who retired by rotation to be the independent directors and directors for another term. The Board of Directors deemed that the Independent Directors can give opinions independently and in compliance with the relevant criteria.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to the nomination of directors in place of those who retire by rotation and cast the vote for each of director individually.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the nomination of directors in place of those who retire by rotation in total 3 persons, namely, Mr. Somprasong Panjalak, Prof.Dr. Kamphol Panyagometh and Mr. A Sachdev as the Company's directors and independent directors for another term by voting for each director individually as follows:

- (1) Mr. Somprasong Panjalak – Chairman as per the following votes:

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

- (2) Prof.Dr. Kamphol Panyagometh – Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee as per the following votes:

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

- (3) Mr. A Sachdev - Independent Director

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 7 To consider and approve the remuneration of the Board of Directors and sub-committees for the year 2023**

The Moderator reported to the meeting that the Nomination and Remuneration Committee considered and determined the remuneration of the Board of Directors and sub-committees for the year 2023 by taking into account the responsibilities and performance of the Board of Directors and each sub-committees, business expansion and business operation of the Company comparing to the applicable rate of other companies in the same industry which are similar in size and nature of business, as a result, the Nomination and Remuneration Committee deemed appropriate that the Board of Directors propose the Annual General Meeting of Shareholders for the year 2023 to approve the remuneration of Board of Directors and sub-committees for the year 2023 in the amount not exceeding 5,000,000 Baht per year which is the same rate of the remuneration in 2022, effective from the calendar year 2023 until the shareholders resolve to change otherwise. The details of the Directors' remuneration for the year 2023 are as follows:

Committees	2023 (Proposed Year)		2022 (Last year)	
	Monthly remuneration	Meeting allowance/time	Monthly remuneration	Meeting allowance/time
<b>1. Board of Directors</b>				
● Chairman	25,000	15,000	25,000	15,000
● Vice Chairman	17,500	15,000	17,500	15,000
● Other Board members	12,500	15,000	12,500	15,000
<b>2. Sub-committees</b>				
<b>2.1 Audit Committee</b>				
● Chairman	25,000	-	25,000	-
● Committee members	15,000	-	15,000	-
<b>2.2 The Nomination and Remuneration Committee</b>				
● Chairman	-	25,000	-	25,000
● Committee member	-	20,000	-	20,000
<b>3. Other remuneration and benefit apart from the monthly remuneration and meeting allowance</b>	None		None	

In this regard, the Company has not paid any other forms of remuneration or welfare or benefit to non-executive Directors apart from the remuneration as aforementioned. The Company has disclosed the remuneration of each director and type of remuneration in Annual Report 2022 (Form 56-1 One Report) of the Company for transparency and in accordance with the principles of good corporate governance.

In addition, the Moderator proposed to the meeting to appoint the Board of Directors to be responsible of the allocation of the remuneration to the Director, provided that the remuneration shall be in accordance with the principles and policies which determined by the Board of Directors according to the assigned roles and responsibilities including the operating results of the Company and performance of the Director.

The Moderator summarized the opinion of the Board of Directors including the Nomination and Remuneration Committee which considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to approve the determination of the remuneration of Directors and sub-committees for the year 2023 as mentioned above.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2023.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than two-thirds of vote of the shareholders present at the meeting.

**Resolution** The meeting considered and resolved with of not less than two-thirds of the total number of votes of the shareholders attending the meeting and have the right to vote to approve the remuneration of the Board of Directors and sub-committees for the year 2023 in the amount not exceeding 5,000,000 Baht as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda included “Approved”, “Disapproved”, “Abstained” and “Voided Ballot” as the base for counting vote.



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

The Moderator reported to the meeting that the Audit Committee considered the qualification, profile, performance of each auditor, continuity and efficiency of auditing, including appropriateness of the audit fee for the year 2023, and proposed to the Board of Directors to endorse the appointment of the auditor and the determination of the audit fee for the year 2023 in order to propose to the Annual General Meeting of Shareholders for the year 2023 to approve the appointment of auditors from PricewaterhouseCoopers ABAS Limited (“PwC”) to be the Company’s auditors for auditing the Company’s financial statements for the year 2023. There list of auditors is as follows:

- 1) Mr. Boonlert Kamolchanokkul CPA (Thailand) No. 5339 or
- 2) Ms. Nuntika Limviriyalers CPA (Thailand) No. 7358 or
- 3) Ms. Tithinun Vankeo CPA (Thailand) No. 9432

It is noted that all of 3 auditors named above neither have relationship with, nor any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons. Therefore, they are independent to audit and express their opinions for the Company’s Financial Statement. Moreover, the above-named auditors have not performed his/her duties on auditing the financial statements of the Company for more than the period specified by relevant announcements. In this regard, PwC is proposed to be auditors for the Company’s subsidiaries, associates, and the Company’s domestic joint ventures for the year 2023.

In the case where the above auditors cannot perform their duties, PwC is required to provide other licensed auditors in place for the Company and the determination of audit fee for the year 2023 to be at the amount of 1,475,000 Baht as per the following details:

Details	2023 (Proposed)	2022	Increase/(Decrease)
Annual Audit Fee	750,000 Baht	600,000 Baht	150,000 Baht
Quarterly Review (in total)	725,000 Baht	600,000 Baht	125,000 Baht
<b>Total</b>	<b>1,475,000 Baht</b>	<b>1,200,000 Baht</b>	<b>275,000 Baht</b>

Such audit fee excludes other service fees and the audit fee of subsidiaries and associate companies.

At the same time, it is proposed to authorize the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures. In this regard, the Board of Directors will supervise and monitor so that the financial statements could be prepared in timely basis in accordance with the relevant laws and regulations.

The Moderator summarized the opinion of the Board of Directors including the Audit Committee which considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the followings:

1. The appointment of auditors from PwC to be the Company's auditors and appoint one of the auditors as auditor in charge for the audit and express his/her opinions on the Financial Statement of the Company for the year 2023, namely;
  - 1) Mr. Boonlert Kamolchanokkul CPA (Thailand) No. 5339 or
  - 2) Ms. Nuntika Limviriyalers CPA (Thailand) No. 7358 or
  - 3) Ms. Tithinun Vankeo CPA (Thailand) No. 9432
2. The determination of audit fee for the year 2023 to be at the amount of 1,475,000 Baht excluding other service fees and the audit fee of subsidiaries and associate companies.
3. The authorization for the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures that incorporated during the year.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the appointment of the auditor for the year 2023 and the determination of audit fee including the authorization for the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures that incorporated during the year.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the appointment of the auditor for the year 2023 and the determination of audit fee including the authorization for the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures that incorporated during the year as proposed with the following votes.

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

Remark

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 9 To consider and approve the reduction of the Company’s registered capital, the amendment to Article 4 of the Company’s Memorandum of Association to be in line with the reduction of the Company’s registered capital and the authorization to perform all related matters as appropriate**

The Moderator informed the meeting that according to the Annual General Meeting of the shareholders for the year 2022 approved the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries (PRIME ESOP) at the amount of 140,000,000 shares and approved the capital increase through General Mandate of 1,135,514,485 shares. The allocation period will be due on the Annual General Meeting of Shareholders for the year 2023, whereby the Company has not proceeded with the allocation of the above-mentioned capital increase shares.

The Board of Directors’ meeting No. 3/2023 held on 15 March 2023 approved to proposed to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the reduction of the Company’s registered capital from 5,530,000,000 Baht to 4,254,485,515 Baht by cancelling the Company’s 1,275,514,485 authorized but unissued shares, with a par value of 1 Baht per share reserved for the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries under Employee Stock Option Plan (PRIME ESOP) and reserved for the capital increase through General Mandate which will be due on the Annual General Meeting of Shareholders for the year 2023.

In addition, the Board of Directors’ meeting has approved and proposed to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the amendment to Article 4 of the Memorandum of Association to be in accordance with the decrease of the Company’s registered capital. The current content will be repealed and replaced by the new content as follows:

Article 4. Registered Capital : 4,254,485,515 Baht (Four Billion Two Hundred Fifty-Four Million Four Hundred Eighty-Five Thousand Five Hundred Fifteen Baht)

Divide into	:	4,254,485,515 shares	(Four Billion Two Hundred Fifty-Four Million Four Hundred Eighty-Five Thousand Five Hundred Fifteen Shares)
Per Par Value Per Share	:	1 Baht	(One Baht)
Categorized Into	:		
Ordinary Shares	:	4,254,485,515 shares	(Four Billion Two Hundred Fifty-Four Million Four Hundred Eighty-Five Thousand Five Hundred Fifteen Shares)
Preferred Shares	:	-None-	-

In this regard, the Board of Directors meeting approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve to authorize the Chief Executive Officer (“CEO”) or other person assigned by the CEO to consider performing any actions in relation to the decrease of the Company’s registered capital and undertake any relevant and necessary acts as follows:

1. To sign in any applications or documents in relevant to a registration and a submission of related applications at the Department of Business Development, Ministry of Commerce, a submission of related applications or the other documents to the Office of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”);
2. To make an amendment or change to the requests or statements in relevant documents that required to be registered at the Department of Business Development, Ministry of Commerce, a submission of related applications or the other documents to the Office of the SEC and SET;
3. Any action which is relevant and necessary acts as deem appropriate and to comply with the laws, regulations and interpretation of relevant government offices including the instructions or orders of registrar or government officer.

The Moderator summarized the opinion of the Board of Directors which considered and deemed it appropriate that the Annual General Meeting of Shareholders for the year 2023 should approve the reduction of the Company’s registered capital, the amendment to Article 4 of the Company’s Memorandum of Association to be in line with the reduction of the Company’s registered capital and the authorization to perform all related matters as appropriate with all matters as the aforementioned.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the reduction of the Company’s registered capital, the amendment to Article 4 of the Company’s

Memorandum of Association to be in line with the reduction of the Company's registered capital and the authorization to perform all related matters.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the reduction of the Company's registered capital, the amendment to Article 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital and the authorization to perform all related matters as appropriate as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,422,938,207	99.23
Disapproved	0	0.00
Abstained	26,620,300	0.77
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda included "Approved", "Disapproved", "Abstained" and "Voided Ballot" as the base for counting vote.

**Agenda 10** To consider and approve the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries (PRIME ESOP) and the authorization to perform all related matters as appropriate

The Moderator presented to the meeting that according to the Annual General Meeting of the shareholders for the year 2022 approved PRIME ESOP plan which is a continuous plan and the duration of the plan is not exceeding 5 years. According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 32/2551 regarding the sale of newly issued securities to directors or employees stipulated that the offering of ESOP shares in the form of continuing projects must be offered for the first time within 1 year from the date of approval by the shareholders' meeting as the Company had not proceeded the offering of ESOP yet where the initial offering period exceeded such 1-year period.

The Company desires to set up PRIME ESOP plan with the term not exceeding 5 years in order to reward the performance of employees of the Company and its subsidiaries as well as to encourage their motivation and participation in the ownership of the Company in order to enhance their work efficiency and will bring the greatest benefit to the Company in the future. The details of which is shown in Information Memorandum on the

offering of newly issued ordinary shares of Prime Road Power Public Company Limited under the Employee Stock Option Plan for employees of the Company and its subsidiaries (PRIME ESOP) which is sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2023 (Enclosure 6). The key points can be summarized as follows:

Type of security:	Ordinary shares of the Company to be offered to Prime employees.
Number of issued:	Not exceeding 140,000,000 shares, with a par value of 1 Baht per share, representing approximately 3.29 percent of the total issued and paid-up capital of the Company.
Term of PRIME ESOP:	The continuous plan with a term of this plan shall not exceed 5 years from the date of approval by the shareholders' meeting of the Company. The offering will be completed within 26 April 2028.
Period of the offering:	The Company will make the initial offering within 1 year from the date of approval by the shareholders' meeting.
Allocation:	<p>1. The Company will allocate the ordinary shares to Prime Employees, excluding (a) Prime Employee who is a director in the Board of Directors of the Company and (b) all other directors in the Board of directors of the Company. The total shares in this PRIME ESOP will not exceed 140,000,000 ordinary shares.</p> <ul style="list-style-type: none"> <li>● <b>Portion One:</b> the Board of Directors or its duly appointed delegate(s) shall have a power to allocate not exceeding 70,000,000 shares to the present Prime Employees who have working period more than 1 year based on their position, duty, responsibility towards the Company or its subsidiaries, duration of employment, experience, capability, potential and work efficiency, achievement, including benefits which will occur to the Company or its subsidiaries in the future including the performance of the Company;</li> <li>● <b>Portion Two:</b> the Board of Directors or its duly appointed delegate(s) shall have a power to allocate not exceeding 70,000,000 shares to the Prime Employees at present or in the future as appropriate.</li> </ul> <p>However, there will be no employees who have been allocated more than 5% of the shares to be offered for sale in this plan.</p> <p>2. In case of allocation to any Prime Employees which exceeds 5 percent of the ordinary shares to be offered under PRIME ESOP, the Board of Directors shall propose the matter for approval by the shareholders' meeting in compliance with the criteria stipulated by SEC Announcement Tor Chor 32/2551 dated 15 December 2008 regarding the sale of newly issued securities to directors or employees or any</p>

	<p>subsequent amendments or additions thereto or such other announcement as may replace it in the future.</p> <p>3. In any case, the amount of shares allocated to Prime Employees, does not have to be the same amount.</p>																		
<p>Exercise Prices and Exercise Periods:</p>	<p>1. <b>Portion One:</b> Not exceeding 70,000,000 shares, unless there is an adjustment of the exercise price and the number of allocated shares pursuant to the terms and conditions, Prime Employees who are entitled to the ordinary shares allocated under PRIME ESOP, can exercise their rights to purchase ordinary shares in the number and at the offered price as determined for each of the following exercise periods. In this regard, the offered price shall remain the same, i.e., not vary upon subsequent exercise periods throughout PRIME ESOP term.</p> <table border="1" data-bbox="459 810 1337 1480"> <thead> <tr> <th>Exercise Prices per Share (Baht)</th> <th>Exercise Periods</th> <th>Number of Exercised Shares</th> </tr> </thead> <tbody> <tr> <td>1.33</td> <td>The date of offering of ordinary shares – 26 April 2028</td> <td>10% of the allocated shares</td> </tr> <tr> <td>2.07</td> <td>26 April 2025 – 26 April 2028</td> <td>15% of the allocated shares</td> </tr> <tr> <td>2.71</td> <td>26 April 2026 – 26 April 2028</td> <td>20% of the allocated shares</td> </tr> <tr> <td>3.25</td> <td>26 April 2027 – 26 April 2028</td> <td>25% of the allocated shares</td> </tr> <tr> <td>3.70</td> <td>26 April 2028 – 26 April 2028</td> <td>30% of the allocated shares</td> </tr> </tbody> </table> <p>2. <b>Portion Two:</b> Not exceeding 70,000,000, the Board of Directors or its duly appointed delegate(s) shall have power to determine the number of exercisable shares, and the allocation of the ordinary shares as appropriate. In this regard, the exercise prices and exercise period mentioned in the above table shall be applied to the offering of this Portion Two.</p>	Exercise Prices per Share (Baht)	Exercise Periods	Number of Exercised Shares	1.33	The date of offering of ordinary shares – 26 April 2028	10% of the allocated shares	2.07	26 April 2025 – 26 April 2028	15% of the allocated shares	2.71	26 April 2026 – 26 April 2028	20% of the allocated shares	3.25	26 April 2027 – 26 April 2028	25% of the allocated shares	3.70	26 April 2028 – 26 April 2028	30% of the allocated shares
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3.25	26 April 2027 – 26 April 2028	25% of the allocated shares																	
3.70	26 April 2028 – 26 April 2028	30% of the allocated shares																	
<p>Exercise Date of Right to Purchase the Ordinary Shares:</p>	<p>Prime Employees, to whom the shares are allocated, may exercise their rights 4 times per year, i.e., on every last business day of March, June, September and December as from the first exercise date, except for the final exercise, Prime Employees can exercise their right on 26 April 2028.</p>																		

The Moderator presented to the meeting that the conditions for exercising the right to purchase ordinary shares under PRIME ESOP in each case are specified as follows:

- **General case** - employee, to whom the shares is allocated, shall be employee at the exercise date. In this regard, employees who are entitled to the scheme do not include (a) employee who is director in the Board of Directors of the Company and (b) any director in the Board of Directors of the Company.
- **In case of transfer** - In case an employee remains the employee of the Company or its subsidiaries, such employee shall be entitled to exercise the allocated shares throughout the term of this scheme.
- **In case of retirement** - shall be entitled to exercise such shares until the last business day of next calendar year.
- **Other case** - e.g. death, resignation, dismissal prior to or on the exercise date, such employee shall immediately no longer be entitled to exercise the right to purchase shares under this scheme and the remaining allocated shares shall be cancelled and become ineffective immediately.
- **Other key conditions**
  - After the final exercise date, if any employee, to whom the shares is allocated, has not exercised the right to purchase of shares, has not fully exercised the right to purchase shares or has not completely complied with all the conditions governing the exercise within the final exercise date of this scheme, it shall be deemed that such a person has waived his or her right to purchase the remaining shares and has no claim against the Company.
  - The Company shall be entitled to reallocate the offered shares as a result of the resignation, retirement or released from being employee. The Board of Directors or its duly appointed delegate(s) shall have power to reallocate the offered shares to other employees as appropriate, subject to the allocation conditions of this scheme.
  - Any person who exercises the right to purchase shares shall be responsible for the personal income tax. Such person shall pay for the withholding tax on personal income tax at the same time of the payment of exercise right.
  - The Board of Directors or its duly appointed delegate(s) shall have power to determine the name(s) of employees, to whom shares is allocated, the number of allocated shares the offering date, the exercise periods, the conditions to adjust the exercise price and number of the allocated shares, including other relevant terms and details to the extent that it is not contrary to the relevant regulations.



- In case there is any adjustment of the exercise price and the number of allocated shares (if any), such adjustment shall not affect the benefits of employee, to whom shares are allocated under this scheme, i.e. the adjustment shall not increase or decrease the existing entitlement of employee.

Regarding the exercise price for the employees, the exercise price in prescribed period shall be in accordance with each exercise period. The exercise price shall not change upon the exercise price of subsequent exercise period throughout the term of the scheme. In this regard, the offering of ordinary shares to employees under this scheme shall not be the offering of ordinary shares to employees at a low price in accordance with to Notification of the Capital Market Supervisory Board No. Tor Chor. 32/2551 regarding the sale of newly issued securities to directors or employees (as amended). The calculation shall be based on weighted average of closing price of the Company's shares traded on the Stock Exchange of Thailand 14 consecutive business days prior to the date of Board of Directors' meeting no.3/2023 of the Company held on 15 March 2023 which resolved to propose to the Annual General Meeting of the shareholders of the year 2023 to consider and approve PRIME ESOP, i.e. 22 February 2023 to 14 March 2023. The average price is 1.48 Baht. The price of shares is calculated by PE Approach based on the first calculation of price in year 5 and the Company's target growth at 1,800 MW, then calculated back for the earlier years and discounted back in each year at 15%, 20%, 25% and 30%, respectively.

In this regard, the share allocation criteria under PRIME ESOP will be in accordance with the overview presented to the shareholders' meeting above.

The Moderator presented to the meeting that on assumption that all employees exercise their rights to purchase 140,000,000 shares and such persons are not the existing shareholders of the Company, the dilution effect to the existing shareholders of the Company after the allocation of the ordinary shares shall be as follows:

Control Dilution	3.1858 %
Price Dilution	-3.5289 %
EPS Dilution	3.1858 %

The Moderator informed the meeting concerning the rights of Shareholders to oppose the offering shares to employees pursuant to Clause 9 of the Notification No. Tor Chor. 32/2551, the offering of securities to employees shall be approved by the meeting of the Shareholders of the Company with the votes of not less than third-fourth of the total voting right of the shareholders attending the meeting and eligible to vote, and must not be opposed such offering of shares under such scheme by any shareholder holding shares in aggregate of more than 10 percent of the total voting right of the shareholders attending the meeting.

To implementation PRIME ESOP, the Moderator asked the meeting to appoint the Board of Directors of the Company or its duly appointed delegate(s) to have the power to determine and/or amend the contents, conditions and other details related to the PRIME ESOP as they deem appropriate subject to the applicable regulations and notifications, and to perform such other necessary acts related to the offering of the ordinary shares and the listing of listed securities with the Stock Exchange of Thailand, including to apply for permissions from relevant authorities.

The Moderator summarized the opinion of the Board of Directors including the Nomination and Remuneration Committee which considered and opined that PRIME ESOP is appropriate for rewarding the performance of employees of the Company and its subsidiaries who have been dedicated and have driven forward the business of the Company continuously and for encouraging their motivation and participation in the ownership of the Company which will enhance their work efficiency, and deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve PRIME ESOP and the delegation of authority to perform other related matters detailed as mentioned above.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries under Employee Stock Option Plan (PRIME ESOP) and the delegation of authority to perform other related matters.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote and no opposition of such offering of shares under the scheme by any shareholder holding shares in aggregate of more than 10 percent of the total voting right of the shareholders attending the meeting.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries under Employee Stock Option Plan (PRIME ESOP) and the delegation of authority to the Board of Directors of the Company or its duly appointed delegate(s) to perform other related matters. There was no opposition of such offering of PRIME ESOP by any shareholder holding shares in aggregate of more than 10 percent of the total voting right of the shareholders attending the meeting as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,422,938,207	99.23
Disapproved	0	0.00
Abstained	26,620,300	0.77
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

Remark

The counting of votes of the shareholders in this agenda included “Approved”, “Disapproved”, “Abstained” and “Voided Ballot” as the base for counting vote.

**Agenda 11 To consider and approve the increase of the registered capital to reserve for the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries (PRIME ESOP) as well as to reserve for the capital increase under General Mandate and approve the amendment of the Article 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital and the authorization to perform all related matters as appropriate**

The Moderator presented to the meeting that to reserve for the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries (PRIME ESOP) and to increase the flexibility and speed in raising capital in the event that the Company needs to use capital increase and enable the Company to have a source of funds that is ready for investment or business expansion in the future timely and help strengthen liquidity and financial structure to be stronger and more stable. This will bring benefits to the Company and help create long-term shareholder returns. Therefore, the Board of Directors' meeting No. 3/2023 held on 15 March 2023 approved to propose to the Annual General Meeting of Shareholders for the year 2023 to approve the increase of the registered capital from the registered capital of 4,254,485,515 Baht (according to the approval of the shareholders' meeting to decrease the Company's registered capital by cancelling the authorized but unissued shares in Agenda 9) to 6,946,000,000 Baht by issuing 2,691,514,485 newly issued ordinary shares at the par value of 1 Baht per share detailed as follows:

1. to reserve for the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries (PRIME ESOP) at the amount of 140,000,000 Baht by issuing newly issued ordinary shares at the amount 140,000,000 shares at the par value of 1 Baht per share
2. to reserve for the capital increase under General Mandate at the amount of 2,551,514,485 Baht by issuing newly issued ordinary shares at the amount 2,551,514,485 shares at the par value of 1 Baht per share

The details of the objectives of the capital increase and utilization of proceeds received from the capital increase including the authorization to perform related actions are shown in Capital Increase Report Form (F 53-4) which is sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2023 (Enclosure 7)

In addition, the Board of Directors meeting approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the amendment to Article 4. of the Memorandum of Association to be in accordance with the capital increase. The old content will be repealed and replaced by the new content as follows:

Article 4.	Registered Capital	: 6,946,000,000 Baht	(Six Billion Nine Hundred Forty-Six Million Baht)
	Divide in to	: 6,946,000,000 shares	(Six Billion Nine Hundred Forty-Six Million Shares)
	Per Par Value Per Share	: 1 Baht	(One Baht)
	Categorized Into	:	
	Ordinary Shares	: 6,946,000,000 shares	(Six Billion Nine Hundred Forty-Six Million Shares)
	Preferred Shares	: -None-	-

In this regard, the Board of Directors meeting approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve to authorize the Chief Executive Officer (“CEO”) or other person assigned by the CEO to consider performing any actions in relation to the increase of the Company’s registered capital and undertake any relevant and necessary acts as follows:

1. To sign in any applications or documents in relevant to a registration and a submission of related applications at the Department of Business Development, Ministry of Commerce, a submission of related applications or the other documents to the Office of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”);
2. To register an amendment or add wordings in relevant documents that needs to be registered at the Department of Business Development, Ministry of Commerce, a submission of related applications or the other documents to the SEC and SET;
3. To undertake any relevant and necessary acts as deem appropriate in compliance with the laws, regulations and interpretation of relevant government offices including the instructions and orders of registrar and government officer.

The registration of the capital increase of the Company under this agenda will be executed after the reduction of the Company's registered capital according to the agenda 9 is registered with the Ministry of Commerce completely.

The Moderator summarized the opinion of the Board of Directors which considered and opined that such capital increase was necessary and appropriate to propose the Annual General Meeting of Shareholders for the year 2023 to consider and approve the increase of the Company's registered capital the amendment of Article 4 of the Memorandum of Association regarding registered capital, number of shares and par value to be in accordance with the increase of the registered capital and the authorization to undertake any relevant actions in accordance with all matters as the aforementioned.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the increase of the registered capital, the amendment of the Article 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital and the authorization to perform all related matters.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the increase of the registered capital, the amendment of the Article 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital and the authorization to perform all related matters as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,422,938,182	99.23
Disapproved	25	0.00
Abstained	26,620,300	0.77
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda included "Approved", "Disapproved", "Abstained" and "Voided Ballot" as the base for counting vote.

**Agenda 12 To consider and approve the allocation of newly issued ordinary shares**

The Moderator presented to the meeting that the Board of Directors' meeting No. 3/2023 held on 15 March 2023 approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the increase of the registered capital of the Company to be 6,946,000,000 Baht by issuing 2,691,514,485 newly issued ordinary shares at the par value of 1 Baht per share according to agenda 11 above, the Board of Directors meeting approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the allocation of newly issued ordinary shares at the amount of 2,691,514,485 shares at the par value of 1 Baht per share. The detail of allocation are as follows:

1. The allocation to be the capital increase shares for the exercise of rights under PRIME ESOP Plan of Prime Employees in the amount of not exceeding 140,000,000 shares, details of which is mentioned in Agenda 10. The Board of Directors of the Company or its duly appointed delegate(s) will allocate to the qualified employee of the Company and its subsidiaries details as follows:
  - (1) Not exceeding 70,000,000 shares to the existing Prime Employees of the Company and subsidiaries who have working period more than 1 year based on their position, duty, responsibility towards the Company or its subsidiaries, duration of employment, experience, capability, potential and work efficiency, achievement, including benefits which will occur to the Company or its subsidiaries in the future including the performance of the Company.
  - (2) Not exceeding 70,000,000 shares to Prime Employees at present or in the future as appropriate.
2. The allocation to be the capital increase shares under General Mandate in the amount of not exceeding 2,551,514,485 shares details as follows:
  - (1) Not exceeding 1,276,345,000 newly issued ordinary shares with a par value of 1 Baht per share will be allocated to existing shareholders of the Company in proportion to their shareholding (Right Offering: RO). This is equal to 30% (not exceeding 30%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the increase of the registered capital under a general mandate.

- (2) Not exceeding 849,721,485 newly issued ordinary shares with a par value of 1 Baht per share will be allocated to the public (Public Offering: PO). This is equal to 19.97% (not exceeding 20%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the increase of the registered capital under a general mandate.
- (3) Not exceeding 425,448,000 newly issued ordinary shares with a par value of 1 Baht per share will be allocated to specific investors under a Private Placement scheme (Private Placement: PP). This is equal to 10% (not exceeding 10%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the increase of the registered capital under a general mandate.

Remark: - The paid-up capital as at the date on which the Board of Directors resolved to approve the increase of the registered capital under a general mandate is equal to 4,254,485,515 shares at the par value of 1 Baht per share which is 4,254,485,515 Baht

In allocating the newly issued ordinary shares by any or all of the methods under (1), (2), and (3) the allocated number shall not exceed 1,276,345,000 shares or equal to 30% (not exceeding 30%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the increase of the registered capital under a general mandate.

Nevertheless, in the case of the allocation in accordance with the methods under (2) or (3), the increased paid-up capital shall not exceed 849,721,485 shares or equal to 19.97% (not exceeding 20%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the increase of the registered capital under a general mandate.

In this regard, the allocation of newly issued ordinary shares under the General Mandate concerning the offering to the public or to the specific investors shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transaction B.E. 2546 (as amended). Whereby the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares through the public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of SEC No. Tor Chor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement dated

28 October B.E.2558 (2015), In this connection, market price means the weight average of the Company's ordinary shares price trading on SET for 7 – 15 consecutive trading days prior to the date of determined offering price.

In this regard, the Board of Directors meeting approved to propose to the Annual General Meeting of Shareholders for the year 2023 to approve to authorize the Board of Directors to determine any other details necessary and relevant to the allocation of the newly issued ordinary shares, which include but not limited to the following;

1. Considering and determining details of the allocation of newly issued ordinary shares, such as the offering price, number of allocations of the newly issued ordinary shares, offering period, payment of share offering price, whether single or sequential allocation as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares.
2. Negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares.
3. Signing applications, waivers, notices and any necessary documents relating to the allocation of such newly issued ordinary shares, as well as contact and submission of application for permission or requesting a waiver, document, evidence to the government agency or the relevant authority and listing such newly issued ordinary shares on SET.
4. Undertaking any necessary and relevant acts regarding the allocation of the newly issued ordinary shares.

The Moderator summarized the opinion of the Board of Directors which considered and opined that it is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to approve the allocation of newly issued ordinary shares in accordance with all matters as the aforementioned.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the allocation of newly issued ordinary shares and the authorization to perform all related matters.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the allocation of newly issued ordinary shares and the authorization to perform all related matters as proposed with the following votes:



Voting	Number (Votes)	Percentage
Approved	3,422,938,182	100.00
Disapproved	25	0.00
Abstained	26,620,300	-
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,422,938,207</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 13 To consider and approve the increase of limit of issuance and offering of debenture from an amount of no exceeding 5,000 million Baht by increasing 3,350 million Baht to be the amount not exceeding 8,350 million Baht in total**

The Moderator presented to the meeting that in order to facilitate the Company’s capital investment, business expansion, and increase in financial flexibility and debt repayment, The Board of Directors’ meeting No. 3/2023 held on 15 March 2023 approved and proposed to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the increase of limit of issuance and offering of debenture from the amount not exceeding 5,000 Million Baht by increasing 3,350 Million Baht to be the amount not exceeding 8,350 Million Baht in total, as per the following details

Type of Debentures : Any type and category including without limitation, secured and unsecured debentures as well as subordinated and unsubordinated debentures depending on the market conditions at the time of each issuance and offering of debentures.

Offering Amount : The aggregate of not more than 8,350 million Baht and/or its equivalent in any foreign currencies. The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the available principle amount of the debentures that can be issued and offered by the Company (Revolving Principle).

Currency : Thai Baht and/or its equivalent in any foreign currencies.

Placement Method : Debentures may be issued and offered in one or several tranches, domestically and/or internationally, by way of public offering and/or institutional investors and/or any person(s) and investor(s) in accordance with the relevant regulations

of the Capital Market Supervisory Board and/or the Office of the SEC, as well as other relevant regulators which are in force at the time of issuance of debentures.

- Tenor : Subject to Market condition each time (including Perpetual Bond)
- Interest Rate : Depending on market conditions at the time of offering of the debentures
- Early Redemption : The issuer may or may not have the right to call for early redemption of the debentures including the debentures buy back subject to Market conditions setting for each issuance.
- Other Conditions : The Executive Committee or designated person appointed by the Executive Committee shall have the authority to determine the terms and conditions relating to the issuance and the offering of the debentures as follows:
1. Determine any details related to the debenture such as type of instruments, title, interest rate, tenor, an appointment of bondholders representative or other conditions related to the offering of the debentures which include but not limited to setting out or amending terms, conditions and any other details necessary and related to the issuances and offerings of debentures, such as type of debentures, tenure and interest rate.
  2. Appoint financial advisor and/or arranger/ underwriter and/or credit rating agency and/or other person who must be appointed to comply with relevant notifications of the Office of the Securities and Exchange Commission.
  3. Negotiate, execute, sign, initial and deliver any agreement and/or other documents with respect to the issuance and the offering of the debenture; and perform all such other acts and things the Authorized Persons deem necessary or desirable for the purpose of facilitating or implementing the issuance and the offering of the debentures.

The Moderator summarized the opinion of the Board of Directors which considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders for the year 2023 to approve the increase of limit of issuance and offering of debenture from the amount not exceeding 5,000 million Baht by increasing 3,350 million Baht to be the amount not exceeding 8,350 million Baht in total in accordance with all matters as the aforementioned.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the increase of limit of issuance and offering of debenture from the amount not exceeding 5,000 million Baht by increasing 3,350 million Baht to be the amount not exceeding 8,350 million Baht in total.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the increase of limit of issuance and offering of debenture from the amount not exceeding 5,000 million Baht by increasing 3,350 million Baht to be the amount not exceeding 8,350 million Baht in total as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,422,938,182	99.23
Disapproved	0	0.00
Abstained	26,620,325	0.77
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda included “Approved”, “Disapproved”, “Abstained” and “Voided Ballot” as the base for counting vote.

**Agenda 14 To consider and approve the amendment of the Company’s Articles of Association**

The Moderator informed the meeting that the Board of Directors’ meeting No. 3/2023 held on 15 March 2023 approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the amendment of the Company’s Article of Association to be in line with the Decree on the electronic meetings B.E. 2563 and the Public Limited Companies Act (No. 4), B.E. 2565, including, the delegation of authority to the Chief Executive Officer (“CEO”) or other person assigned by the CEO to proceed with the registration for amendment of the Company’s Articles of Association, and revising and/or inserting necessary wording or details as instructed by the registrar, to the extent that any such revision or insertion does not impact the essence of the amendment of Articles of Association. The detail are as follows:

Previous Article of Association	Revised Article of Association
-	<p><b>Article 3/1.</b> In case that the company or the Board of Directors has the duty to serve notices, or documents as prescribed by laws governing public limited companies to its directors, shareholders or creditors, the company or the Board of Directors may serve such notices or documents via electronic means in accordance with the procedures prescribed by laws.</p>
<p><b>Article 28.</b> In summoning a shareholders meeting, the Board of Directors shall prepare a notice of the meeting, specifying the place, date and time, the agenda and the matters to be proposed at the meeting with proper details by stating clearly which of them are proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on such matters and the notice shall be sent to the shareholders not less than 7 days prior to the date of such meeting. Publication of the notice of the meeting shall also be made in newspapers for 3 consecutive days, which must not be less than 3 days prior to the date of the meeting.</p> <p>The shareholders meeting must be held in the locality where the principal business office of the company is intended to be situated or any provinces of Thailand.</p>	<p><b>Article 28.</b> In summoning a shareholders meeting, the Board of Directors shall prepare a notice of the meeting, specifying the place, date and time, the agenda and the matters to be proposed at the meeting with proper details by stating clearly which of them are proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on such matters and the notice shall be sent to the shareholders not less than 7 days prior to the date of such meeting. Publication of the notice of the meeting shall also be made in newspapers <b>or via electronic means as prescribed by Laws</b> for 3 consecutive days, which must not be less than 3 days prior to the date of the meeting. <b>The notice of the meeting and relevant documents may be served via electronic means as prescribed by laws. The notice of the meeting and relevant documents shall be kept as evidence, which may be stored in electronic form.</b></p> <p>The shareholders meeting must be held in the locality where the principal business office of the company is intended to be situated or any provinces of Thailand <b>or via electronic means.</b></p>

Previous Article of Association	Revised Article of Association
<p><b>Article 29.</b> A shareholder may appoint any person as his/her proxy to attend the shareholders meeting and vote on his/her behalf. The proxy must be dated and signed by the shareholder to be in the form specified by the registrar.</p> <p>The proxy must be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting.</p>	<p><b>Article 29.</b> A shareholder may appoint any person as his/her proxy to attend the shareholders meeting and vote on his/her behalf. The proxy must be dated and signed by the shareholder to be in the form specified by the registrar.</p> <p>The proxy must be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting.</p> <p><b>The appointment of proxy under the first paragraph may be made via electronic means which is secured and reliable that such appointment was made by the shareholder as prescribed by laws.</b></p>

The Moderator summarized the opinion of the Board of Directors which considered and deemed it appropriate for the Annual General Meeting of the shareholders for the year 2023 to approve the Company's Article of Association to be in line with the Decree on the electronic meetings B.E. 2563 and the Public Limited Companies Act (No. 4), B.E. 2565 including, the delegation of authority to the Chief Executive Officer ("CEO") or other person assigned by the CEO to proceed with the registration for amendment of the Company's Articles of Association, and revising and/or inserting necessary wording or details as instructed by the registrar, to the extent that any such revision or insertion does not impact the essence of the amendment of Articles of Association with all matters as the aforementioned.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the amendment of the Company's Articles of Association.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the amendment of the Company's Articles of Association as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,449,558,507	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00
<b>Total (44 shareholders)</b>	<b>3,449,558,507</b>	<b>100.00</b>

Remark

The counting of votes of the shareholders in this agenda included “Approved”, “Disapproved”, “Abstained” and “Voided Ballot” as the base for counting vote.

**Agenda 15 Other matters (if any)**

The Moderator informed the meeting that this agenda is to give the opportunity for the shareholders to propose other matters besides the agenda specified in the Invitation to the Annual General Meeting of Shareholders for the year 2023 by offering any other matter to be subject to the rules and procedures prescribed by the law.

The Company provides opportunities for shareholders to propose agenda to the Board of Directors for consideration for the Annual General Meeting of Shareholders for the year 2023 in advance from 30 November 2022 to 30 December 2022, in which the Company has notified the shareholders through the communication channels of the Stock Exchange of Thailand and the Company's website but it appears that there is no shareholder proposing the meeting agenda to the Company.

Thus, it was concluded that the meeting had completely considered all agendas that had been set in the Invitation to the Annual General Meeting of Shareholders for the year 2023.

Mr. Somprasong Panjalak, Chairman, thanked the shareholders for spending their time to attend the meeting and adjourned the meeting at 16.20 hrs.

*-Signature-*

(Mr. Somprasong Panjalak)

Chairman