

Invitation to the 2025 Annual General Meeting of Shareholders

TECHLEAD NPN Public Company Limited

8 April 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders via electronic means (e-AGM)

Attention: Shareholders of TECHLEAD NPN Public Company Limited

- Enclosures:**
1. Drafted Minutes of the EGM of Shareholders No.1/2025 held on 7 February 2025
 2. 2024 Annual Report and Financial Statements for year ended 31 December 2023 and 2024 in QR Code
 3. Profiles of the Directors who would be retired by rotation and are nominated as Directors for another term;
 4. Proposed Auditor and Audit Fee for the year 2025
 5. Profiles of Independent Directors for proxy appointment
 6. Proxy form B and Attachment
 7. Company Regulations of Eternal Energy Public Company Limited Regarding Shareholder Meetings
 8. Guidelines for attending the shareholders' meeting via E-Meeting and Appointing Proxies

The Board of Directors of TechLead NPN Public Company Limited (the “**Company**”) resolved to convene **the 2025 Annual General Meeting of the Shareholders on 25 April 2025, at 14.00** via electronic media only (e-Meeting), to consider the following agenda items:

Agenda Item 1 To consider and certify the Minutes of the EGM of Shareholders No.1/2025

Objectives and Reasons: The Company convened the Extra General Meeting of Shareholders No.1/2025 on 7 February 2025, in which the Company prepared the Minutes of the meeting and submitted to the Stock Exchange of Thailand (the “**SET**”) and the Ministry of Commerce within the period specified by the law. In addition, the minutes of the meeting is published on the Company’s website at <http://www.eternalenergy.co.th/>.

Furthermore, the Company has sent a copy of the minutes of the 2024 Annual General Meeting of Shareholders to shareholders together with this notice of the meeting. Details are set out in **Enclosure 1**.

Opinion of the Board of Directors:

The Board of Directors has considered that the minutes of the Extra General Meeting of Shareholders No.1/2568, held on 7 February 2025, has been accurately recorded in accordance with principles and facts and deemed it

Resolution: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda Item 2 To acknowledge the 2024 Company operating result and future plan.

Objectives and Reasons: The Company has summarized the 2024 operational results of the Company in the Annual Report for the year 2024 (56-1 One Report), the details of which appear in Enclosure 2 (in QR Code), which was submitted to the Shareholders together with this invitation letter, and was published on the Company's website at <http://www.eternalenergy.co.th/> for the shareholders to acknowledge and be able to verify the accuracy.

Opinion of the Board of Directors:

The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to acknowledge the 2024 operational results of the Company and the Annual Report for the year 2024 (56-1 One Report), the details of which appear in Enclosure 2.

Resolution: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda Item 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2023 and the Financial Statements for the year ended December 31, 2024.

Objectives and Reasons:

1. Following observations by the Office of the Securities and Exchange Commission (SEC) regarding the reasonableness and appropriateness of the assumptions used in calculating the expected recoverable amount for assessing impairment allowances on assets related to the businesses of its subsidiaries, Cannabis Way Co., Ltd. and CBD Bioscience Co., Ltd., which affected the information in the consolidated and separate financial statements, the SEC instructed the company to amend its financial statements for the year 2023. The company has since revised the financial statements and submitted the audited and reviewed amended financial statements to the SEC.
2. According to Section 112 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) and Article 40 of the Articles of Association of the Company prescribes that the Board of Directors must prepare the Balance Sheet and the Profit and

Loss Statements at the end of each fiscal year for proposing to the Shareholders in the Annual General Meeting of Shareholders to consider and approve.

In this regard, the Company has prepared the Financial Statement for the fiscal year ended December 31, 2023 and the Financial Statement for the fiscal year ended December 31, 2024, the details of which appear in the Annual Report for the year 2024 (56-1 One Report) (in QR Code) in Enclosure 2, which was submitted to the Shareholders together with this invitation letter. The Financial Statement have been audited by the certified auditor of the Company and reviewed by the Audit Committee.

Opinion of the Board of Directors:

The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve the Company's Financial Statement for the fiscal year ended December 31, 2023 and the Financial Statement for the fiscal year ended December 31, 2024, which have been audited by the certified auditor of the Company and reviewed by the Audit Committee, as per the details above.

Resolution:

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda Item 4

To consider the approval for omitted dividend payment for the 2024 Company operating result

Objectives and Reasons: The Company has the policy to pay dividends at the rate of not less than 40% of the net profit after reserves. According to the Public Limited Companies Act, B.E. 1992 Section 115 and the Company's Articles of Association Article 42, as the company still sustains an accumulated loss in 2023, therefore no dividend shall be paid.

Opinion of the Board of Directors:

The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve for omitted dividend payment from the 2024 Company operating result, as per the details above.

Resolution:

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda Item 5

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

Objectives and Reasons: According to Section 71 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) and Article 18 of the Articles of Association of the Company specify that

in every Annual General Meeting of the Shareholders, one-third (1/3) of Directors shall retire from the office. If the number of Directors cannot be divided exactly into three parts, Directors in a number closest to one-third (1/3) shall retire from the office. Directors retiring from the office may be re-elected.

In the 2025 Annual General Meeting of Shareholders, there will be 3 Directors retiring by rotation as follows:

	Name – Surname	Position
1.	Mr. Panthawat Nakvisut	Chairman
2.	Dr. Woraphat Phucharoen	Independence Director / Chairman of the Audit Committee
3.	Mr. Issara Rounsuk-Udom	Director/Chief Executive Officer

The Board of Directors, excluding directors with conflicts of interest, has reviewed the qualifications of the three directors who are due to retire by rotation at the 2025 Annual General Meeting of Shareholders. The review was conducted in accordance with the company's director nomination criteria. All nominated individuals meet the required qualifications, have no prohibited characteristics as prescribed by law, and are distinguished professionals with knowledge, expertise, and experience in various businesses beneficial to the company's operations. Additionally, they possess a broad vision, and those nominated as independent directors are capable of providing opinions independently. Details are provided in Enclosure 3.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval of the reappointment of the three directors who are due to retire by rotation, namely: 1. Mr. Panthawat Nakvisut 2. Dr. Woraphat Phucharoen 3. Mr. Issara Rounsuk-Udom for another term as directors.

Resolution:

Simple majority votes of total number of votes of the shareholders present at the meeting and eligible to vote. (when considering the appointment of Directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis).

Agenda Item 6 To consider and approve the 2025 remuneration of the Board of Directors

Objectives and Reasons: According to Article 23 of the Company's Articles of Association, directors are entitled to receive remuneration which shall be subject to the approval of the General Meeting of Shareholders. The Company has a policy for directors to receive

compensation that is appropriate for their duties and responsibilities and shall be reviewed annually. The Nomination and Remuneration Committee is responsible for evaluating the appropriateness of the composition and amount of remuneration in alignment with the directors' duties. The committee considers a comparative analysis of director remuneration in other companies within the same industry, particularly publicly listed companies of similar size in the technology sector. Additionally, it takes into account the company's performance, overall economic conditions, and the company's future operational plans.

The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve the 2025 remuneration of the Board of Directors of the Company are as follows;

The composition and remuneration of the Board of Directors and sub-committees for the year 2025

Compensation component	2024	2025
The Board of Directors		
1. Monthly Compensation <ul style="list-style-type: none"> Chairman Director 	1,200,000 Baht / year -None-	1,200,000 Baht / year 150,000 Baht / year
2. Meeting allowance <ul style="list-style-type: none"> Chairman Director 	30,000 Baht 20,000 Baht	30,000 Baht 20,000 Baht
3. Bonus	-None-	0.5% of net profit, but not exceeding 10 million baht, with the Chairman having the authority to allocate it to the directors as appropriate, taking into account their responsibilities and performance.
The Audit Committee		
1. Monthly Compensation <ul style="list-style-type: none"> Chairman of the Audit Committee Member of the Audit Committee 	-None- -None-	250,000 Baht / year 50,000 Baht / year
2. Meeting Allowance <ul style="list-style-type: none"> Chairman of the Audit Committee Meeting Allowance 	25,000 Baht 20,000 Baht	25,000 Baht 20,000 Baht
Member of the Risk Management Committee / Executive Committee/ The		

Compensation component	2024	2025
Nomination & Remuneration Committee / Others Sub-Committee		
Meeting Allowance		
● Chairman of sub-committee	20,000 Baht	20,000 Baht
● Member of sub-committee	15,000 Baht	15,000 Baht

Opinion of the Board of Directors:

The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve the 2025 remuneration of the Board of Directors and Sub-Committee of the Company, as per the details above.

Resolution:

Resolution in this agenda shall be approved by no less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting.

Agenda Item 7

To consider and approve the appointment for auditors of the Company and audit fees for the year 2025

Objectives and Reasons: According to Section 120 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) and Article 37 of the Articles of Association of the Company specify that the Annual General Meeting of Shareholders shall appoint an Auditor and determine the remuneration of the Auditor of the company every year. The former Auditor may be re-appointed.

The Audit Committee has considered and selected the auditor for the year 2025. After reviewing the auditor's qualifications, independence, knowledge, experience, expertise in auditing, and past performance, the committee recommends that the Board of Directors approve the proposal for submission to the shareholders' meeting to appoint the existing auditor from Karin Audit Co., Ltd. This audit firm is recognized for its independence and expertise in auditing, adheres to widely accepted auditing standards, and has a strong understanding of the company's business operations.

The following auditors are proposed to conduct the audit and express an opinion on the financial statements of the company and its subsidiaries.

Name of Auditor	Certified Public Accountant No.
(1) Mr. Komin Linphrachaya	3675 and/or
(2) Mr. Jadesada Hungsapruerk	3759 and/or
(3) Mr. Supoj Mahantachaisakul	12794 and/or

Name of Auditor	Certified Public Accountant No.
(4) Ms. Kanwarat Saksriborworn	13273 and/or
(5) Ms. Kannika Wipanurat	7305 and/or
(6) Mr. Jirote Sirirorote	5113 and/or
(7) Ms. Nonglak Pattanabandith	4713 and/or
(8) Mrs. Sumana Senivongse	5897 and/or
(9) Mr. Worapol Wiriakulapong	11181 and/or
(10) Mr. Pojana Asavasontichai	4891 and/or
(11) Mr. Wichian Proongpanish	5851 and/or
(12) Ms. Kojchamon Sunhuan	11536 and/or
(13) Ms. Bongkotrat Suamsiri	13512 and/or
(14) Mr. Thanathit Raksasathienphap	13646

In the event that any of the auditors listed above are unable to perform their duties, Karin Audit Co., Ltd. shall appoint another qualified auditor from Karin Audit Co., Ltd. to act as the auditor for the company and its subsidiaries.

In carrying out their duties, the appointed auditor shall not have served in the listed auditor positions for more than five years. Furthermore, they shall have no relationships or conflicts of interest with the company, its subsidiaries, executives, major shareholders, or any related persons. Therefore, they shall maintain independence in auditing and expressing opinions on the company's financial statements.

Since the company has subsidiaries, the auditors of the subsidiaries shall be from the same audit firm as the company's auditors. Details are provided in Enclosure 4

Additionally, the company's board of directors recommends that the shareholders' meeting approve the determination of the auditor's remuneration for the year 2025, which includes the audit and review of the consolidated financial statements and the financial statements of the company for each quarter. The total amount for the year 2025, ending December 31, 2025, is not to exceed 1,460,000 baht, which is the same as in 2024.

Opinion of the Board of Directors:

The board of directors considers it appropriate to propose to the shareholders' meeting for approval the appointment of the auditor, listed above, from **Karin Audit Co., Ltd., as the auditor** for the company and its subsidiaries for the year 2025. The

proposed auditor's remuneration for the company for the year 2025 is not to exceed 1,460,000 baht, as detailed above.

Resolution: Resolution in this agenda shall be approved by simple majority votes of the shareholders attending the Meeting and eligible to votes.

Agenda Item 8 To Consider and Approve the Amendment to the objectives and memorandum of association, Section 3, concerning the company's objectives related to the nature of the company's business in information technology

Objectives and Reasons: To support the company's future business operations, the company plans to expand investments and seek additional investment opportunities in the information technology sector. The company's current objectives do not fully cover this, so it is necessary to amend and supplement the objectives by revising Article 3 of the company's Articles of Association regarding the nature of the company's business in the information technology sector. The company will add objectives from Article 48 to Article 63, a total of 16 new objectives, as follows:

- (48) Engage in the business of trading, producing, distributing, designing, creating, and developing systems, programs, computer software, websites, or applications for various media such as computers, mobile phones, or other electronic devices for sale or to support the company's business activities.
- (49) Engage in the business of developing programs for government agencies or the private sector, including providing program installation, repair, maintenance services, and offering advice, training, and education related to computer programs, as well as operating schools or institutes related to computers.
- (50) Engage in the business of designing, consulting, organizing training, creating, improving, modifying computer systems, programs, network systems, and telecommunications, including providing internet communication services, computer and equipment services, and designing software with network systems.
- (51) Engage in the business of recommending, explaining, and advising on general business, repairing, improving, and modifying computers, as well as conducting assessments, analyses, and research on various types of information, including hiring to write programs and layout computer work systems and data.
- (52) Engage in the business of consulting, designing, producing, and developing computer programs and content for telephones, electronic devices, and internet-based devices, including providing expertise and advice on computers and programs in exchange for compensation.
- (53) Engage in the e-commerce business.

- (54) Engage in the business of operating an online trading center for various products by providing a marketplace for buying, selling, or arranging auctions for products via the internet and related services.
- (55) Engage in the business of distributing products and services via electronic media, online media, and websites, which are not direct sales businesses under the Direct Sales and Direct Market Act B.E. 2545.
- (56) Engage in the business of providing direct and indirect e-commerce services via a network system using specific or general programs, which are not direct sales businesses under the Direct Sales and Direct Market Act B.E. 2545.
- (57) Engage in the business of electronic money cards and related services for providing electronic money cards to customers for purchasing products and/or services, which are not banking businesses.
- (58) Engage in the business of acting as a payment intermediary for products, services, or other costs, including providing payment network services.
- (59) Engage in the business of providing electronic payment services, such as clearing services, settlement services, credit card network services, Electronic Data Capture Network (EDC Network) services, providing electronic payment services via any device or network, providing multi-system payment switching services (Transaction Switching), receiving payment services, providing electronic money services (e-Money) for purchasing goods and/or receiving services from multiple providers and providing services related to digital assets.
- (60) Engage in the business of consulting, promoting, and supporting organizations in the procurement, development, and maintenance of software, hardware, databases, network systems, and digital technology security systems.
- (61) Engage in the business of consulting, promoting, and supporting organizations in designing and developing websites, applications, system software, application software, hardware systems, network systems, and network security connections in accordance with development objectives.
- (62) Engage in the business of consulting, promoting, and supporting organizations in designing and developing data and program access control for secure data exchange between networks, including the design and development of information systems for storing and reporting statistics for decision-making.
- (63) Engage in the business of consulting, promoting, and supporting organizations in providing technical support services, such as software installation, personal computer and peripheral equipment installation, troubleshooting, data and system recovery, and maintaining computer system stability.

The amendment of the objectives pertaining to the nature of the IT company's business necessitates revising the Company's regulations for consistency. The Board of Directors' meeting resolved to propose to the shareholders' meeting an amendment to the Memorandum of Association, Article 3, regarding objectives, to align with the Company's revised objectives. The Company's objectives originally consisted of 47 items and were amended as follows:

"Article 3. The Company's objectives consist of 63 items."

In addition, the Company propose to the shareholders' meeting to consider assigning the Board of Directors or persons authorized by the Board of Directors or authorized directors to take any necessary actions related to the amendment of the company's objectives and the amendment of the memorandum of association, Clause 3 on the company's objectives, to the Department of Business Development, Ministry of Commerce, with the authority to revise the wording or take any action required to comply with the registrar's order.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to present to the shareholders' meeting for consideration and approval of the amendment to the objectives and the amendment to Article 3 of the memorandum of association regarding the company's objectives related to its business in information technology, and if any objective described above requires additional permission, the authorized signatory shall be authorized to seek authorization in compliance with the relevant laws prior to undertaking the business., as detailed above.

Resolution:

The resolution in this agenda requires votes not less than three-fourth (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

For transparency and to avoid impacting the rights of shareholders who have granted proxies in advance without knowing that other matters are being proposed at the shareholders' meeting, it is not appropriate to propose additional items for consideration that are not specified in the meeting notice. These should not be presented for approval or voting, unless required by law.

The company has determined the list of shareholders entitled to attend the Annual General Meeting (AGM) for the year 2025 on March 21, 2025 (Record Date). The company has published the invitation letter for the AGM along with the supporting documents on the company's website at <http://www.eternalenergy.co.th/>. For the 2025 Annual General Meeting to be held on April 25, 2025, the company has decided to conduct the meeting via electronic media (e-AGM) in accordance with the regulations set out in the relevant laws regarding electronic meetings. The company will ensure

that the meeting is conducted transparently, correctly according to the law, and in compliance with the company's regulations, in order to meet the shareholder meeting requirements of the Securities and Exchange Commission.

Shareholders who wish to attend the meeting in person or wish to appoint an independent director, as listed in the accompanying Enclosure 5, or any other person to attend the meeting on their behalf, are required to prepare the proxy form (Enclosure 6).

Sincerely yours,



(Mr. Panthawat Nakvisut)
Chairman of the Board

Remarks:

1. For convenience in attending the meeting, shareholders or proxy holders can pre-register between April 18, 2025, and April 25, 2025, by following the details provided in the accompanying Enclosure 8
2. Shareholders can view the invitation to the 2025 Annual General Meeting of Shareholders and accompanying documents on the company's website at <http://www.eternalenergy.co.th/> starting from April 8, 2025.
3. The Company's office for submitting proxy forms in advance of the meeting is as follows:
TECHLEAD NPN Public Company Limited, No. 50 Chulabhorn 60th Anniversary Science Research Center Building, 5th floor, Faculty of Science, Kasetsart University, Ngamwongwan Road, Lat Yao Sud-district, Chatuchak District, Bangkok 10900.



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

Eternal Energy Public Company Limited

Meeting date, time and venue

The Extraordinary General Meeting of Shareholders No. 1/2025 of Eternal Energy Public Company Limited (the “Company”) was held on 7 February 2024 at 14.00, via electronic means in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020) (as amended) and other relevant laws and regulations, where the Meeting is broadcasted from the conference room of the Company’s head office. In this regard, Inventech Systems (Thailand) Company Limited was responsible for controlling the conference system.

Directors attending the meeting

- | | | |
|----|----------------------------------|---|
| 1. | Mr. Panthawat Nakvisut | Chairman |
| 2. | Mr. Woraphat Phucharoen | Independent Director / Chairman of Audit Committee |
| 3. | Mr. Ekkawit Kaewwichian | Independent Director / Audit Committee / Chairman of Nomination, Remuneration and Corporate Governance Committee |
| 4. | Gen. Puttawat Yoodthanawachapong | Independent Director / Audit Committee |
| 5. | Mr. Issara Rounsuk-Udom | Director / Nomination, Remuneration and Corporate Governance Committee / Risk Committee / Chief Operating Officer and Secretary |
| 6. | Mr. Phuriphat Petdee | Director |
| 7. | Ms. Napparat Suttikul | Independent Director |

Advisors attending the meeting

- | | | |
|----|----------------------------------|--|
| 1. | Mr. Karinevidch Olivero | Legal advisor from Wise Equity Legal Counsel Limited |
| 2. | Ms. Punnapa Vorapanyasakul | Legal advisor from Wise Equity Legal Counsel Limited |
| 3. | Ms. Darin Kanjana | Independent financial advisor from OptAsia Capital Co., Ltd. |
| 4. | Mr. Natchapong Tiawsirichaisakul | Independent financial advisor from OptAsia Capital Co., Ltd. |



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

- | | | |
|----|---------------------------|--|
| 5. | Mr. Jakkrapob Choojan | Independent financial advisor from OptAsia Capital Co., Ltd. |
| 6. | Mr. Piyapat Pornpipatpong | Financial advisor from Borealis Advisory Co., Ltd. |
| 7. | Mr. Natchanon Sakdapisit | Financial advisor from Borealis Advisory Co., Ltd. |
| 8. | Ms. Kirada Aunwannatham | Financial advisor from Borealis Advisory Co., Ltd. |

Mr. Panthawat Nakvisut, Chairman of the Board acting as Chairman of the meeting (the “Chairman”), welcomed all shareholders to the meeting and assigned Mr. Wongwiwat Hema to act as the master of ceremonies (the “MC”).

The MC informed the meeting that the Company had organized the meeting as an electronic meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020) (as amended), including any other applicable laws and regulations.

Before proceeding with the agenda, the MC informed the meeting that participants may communicate with the meeting in two ways, namely (1) asking questions or providing comments by sending messages whereby the participants shall type the question and press “Send Question” and the Company will answer the questions in the relevant agenda item. However, if there are too many questions, the Company reserves the right to select questions appropriately, or (2) asking questions or providing comments via video conference. Participants can click “Ask via Video,” and then click “OK” to confirm the queue booking. Once approved by the staff, participants should turn on their camera and microphone and state their full name and status as a shareholder or proxy before asking each question so that the Company can accurately and completely record it in the meeting minutes.

The MC then informed the participants that the Company had set the record date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 on 24 December 2024. For this meeting, there are 8 shareholders attending in person and 21 by proxy, totaling 29 attendees, holding 1,817,962,705 shares, representing 65.3943% of the total issued shares of the Company. This fulfills the quorum requirement under Section 103 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 34 of the Company's Articles of Association which stipulates that there must be at least 25 shareholders and proxies present, or not less than one-half of the total number of shareholders, and the shares represented must not be less than one-third of the total issued shares for a quorum.



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม 9 คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

The Chairman called the meeting to order and assigned the MC to explain the meeting procedures and processes.

The MC explained the criteria and procedures for this meeting as follows:

1. The shareholders and/or proxies would have votes equal to the number of shares held and/or granted under proxy, whereby one share would equal one vote.
2. Each shareholder may either vote to approve, disapprove, or abstain only, except for custodians who can split their votes. If shareholders do not cast their vote within the specified time, the Company will consider them as approving the item.
3. The meeting will consider the matters in the order specified in the notice of meeting, presenting information on each agenda item and allowing shareholders to ask questions before voting. The results will be announced after each vote count is completed.
4. The shareholders and/or proxies select the agenda item, then click "Vote." The system will show three options: approve, disapprove, and abstain. For shareholders or proxies representing multiple accounts, all names will be shown, and votes will be recorded per user account. To cancel a vote, click "Cancel Vote." Voting can be changed until the voting period for that item is closed, with one minute allowed for each vote. Results will be announced after the voting period for each item ends.
5. If shareholders and/or proxies leave the meeting before the voting on any agenda is completed, their votes will not be counted for the quorum of that agenda, and their votes will not be included in the remaining agenda. However, leaving the meeting during any agenda does not disqualify shareholders or proxies from rejoining the meeting and voting on subsequent agenda.
6. The Company will allow participants to ask questions or comment on the relevant agenda item as appropriate. Participants can select the agenda item and click "Question."

After the MC explained the important details of the meeting, the MC opened the floor for questions about the voting rules and methods. With no further questions, the facilitator invited the Chairman to proceed with the scheduled agenda.

Agenda Item No 1: To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders

The Chairman invited the MC to provide details of this agenda to the meeting.

The MC informed the meeting that the Company convened the 2024 Annual General Meeting of Shareholders on 24 April 2024, in which the Company prepared the Minutes of the meeting within 14 days



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๖ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

from the meeting date and submitted to the Stock Exchange of Thailand (the “SET”) and the Ministry of Commerce within the period specified by the law. In addition, the minutes of the meeting is published on the Company’s website at <http://www.eternalenergy.co.th/>.

Details are set out in the copy of the Minutes of the 2024 Annual General Meeting of Shareholders in **Enclosure 1**.

The Board of Directors has considered that the minutes of the 2024 Annual General Meeting of Shareholders, held on 24 April 2024, has been accurately recorded in accordance with principles and facts and deemed it appropriate to propose to the shareholder’s meeting to consider and approve the aforementioned minutes of the meeting.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of the shareholders attending the meeting and casting their votes.

Resolution: The meeting resolved to certify the minutes of the 2024 Annual General Meeting of Shareholders, as proposed above in all respects, with the unanimous votes of the shareholders attending the meeting and casting their votes, as detailed below:

Resolution	Total votes	Percentage
Approve	1,834,759,705	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Total (32 shareholders)	1,834,759,705	100.0000

Prior to the consideration for approval of the Company’s capital increase in the next agenda, the MC informed the meeting that Agenda Item No. 2 to Agenda Item No. 5 are related and conditional on one another. Therefore, if any one of these agenda items is not approved by the Extraordinary General Meeting of the Shareholders No. 1/2025, the remaining specified agenda items will not be considered and it shall be deemed that all previously approved agenda items are nullified.



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

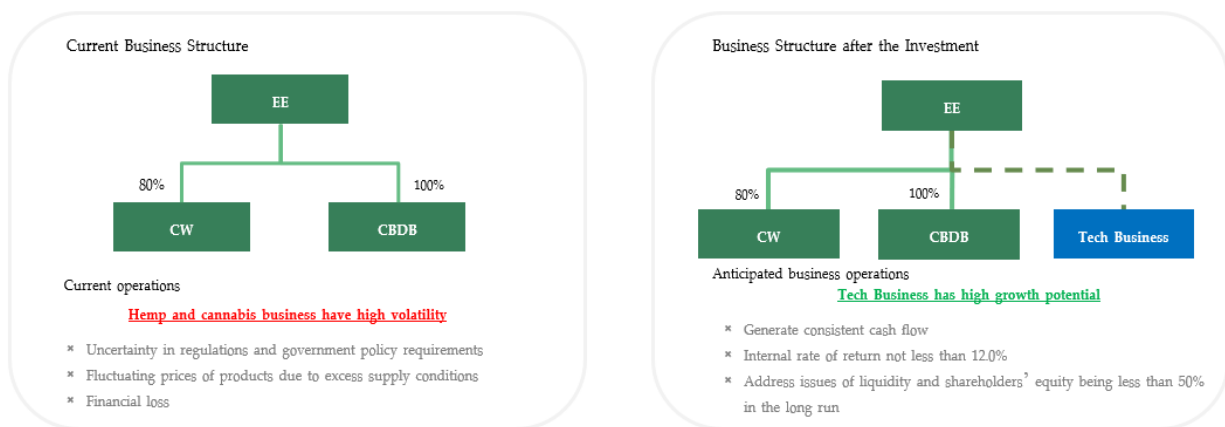
50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พระราม ๖ ถนนวิภาวดีรังสิต แขวงจตุจักร กรุงเทพมหานคร 10710

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

To provide the background and reasonableness of the capital increase, the Chairman invited the financial advisor from Borealis Advisory Co., Ltd. to present on the background of the capital increase and the independent financial advisor from OptAsia Capital Co., Ltd. to present on the opinion of the independent financial advisor to the meeting.

Mr. Piyapat Pornpipatpong, a financial advisor from Borealis Advisory Co., Ltd., informed the meeting of the background of the capital increase that, the Company currently has investments in the hemp and cannabis business whereby the Company has plans to expand its investments and opportunities in other businesses, which can increase profit and make up for loss from the hemp and cannabis business which are the Company's main business, to help resolve the Company's cash flow issues and shareholders' equity to be less than 50.0 of the paid-up capital in the long run. The Company will raise funds for the capital to invest in the additional business from the issuance and allocation of newly issued ordinary shares to specific individuals (the "Private Placement Transaction") whereby the business structure of the Company in the present and after the investors' investment, as well as the use of capital increase proceeds plan, shall be as follows:



Purpose of Utilization	Approximate Amount (THB)	Duration of Utilization
1. Investment in the Tech Business	Approx. 466.8 – 516.8	By 2025
2. Working capital of the Company	Not exceeding 50	By 2025
Total	Not exceeding 516.8	



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

The Tech Business will comprise of the following businesses:

Payment Gateway Solution	The business which acts as an intermediary connecting buyers and sellers through an online payment transaction system, offering services that cover credit cards, debit cards, banks, and electronic wallets (e-wallets).
Technology Media	The business which operates through various online media platforms, providing opportunities for users and businesses to buy and sell products and services through the platform.
Marketplace Platform	The business which acts as an intermediary connecting buyers and sellers to enable online transactions for purchasing goods and services, while also managing the backend operations of online post-purchase processes.
Software House	The business which provides custom software development services to meet the specific needs of each industry, playing a crucial role in enhancing operational efficiency and strengthening the competitiveness of businesses in the digital age.

The Tech Business is a business with growth potential due to its ability to generate revenue and expand quickly in line with megatrends and digital transformation. Additionally, the business requires low operating costs when compared to other businesses that require investments in assets, which is expected to generate consistent cash flow for the Company and deliver an internal rate of return (IRR) of no less than 12.0 percent.

In this regard, the issuance and offering of newly issued ordinary shares pursuant to the Private Placement Transaction is an offering of shares through private placement in which the Board of Directors have clearly determined the offering price to be proposed for the consideration and determination of the offering price by the shareholders' meeting and does not constitute an offering of new shares at a price less than 90 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended) (the "**Notification No. TorJor. 28/2565**"). The "**Market Price**" refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 15 consecutive business days prior to the date on which the Board of Directors have resolved to propose the matter for the consideration and approval of the Private Placement Transaction by the shareholders' meeting, i.e. 13 November 2024 to 3 December 2024, which is equivalent to THB 0.21 per share, whereby the offering price of the Private Placement Transaction is equivalent to THB 0.19 per share.



บริษัท เอทีแอล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พระราม ๖ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Additionally, the Company will issue and offer ordinary shares in the amount of 2,720,000,000 shares with the par value of THB 1.00 per share to the Private Placement investors through private placement at the offering price of THB 0.19 per share, totaling THB 516,800,000 as follows:

Name of Individuals in the Private Placement	No. of Allocated Shares (Shares)	Value of the Shares to be Allocated (THB)	Shareholding Ratio after Entry into the Transaction (Percent)
1. Mr. Kereepat Supasinprapapong	1,038,142,857	197,247,142.83	18.88
2. Mr. Phaibool Songpetchmongkol	541,181,818	102,824,545.42	9.84
3. Mr. Wichit Jiratticharoen	407,071,429	77,343,571.51	7.40
4. Mr. Jakkrawitr Phatarajinda	383,603,896	72,884,740.24	6.97
5. Ms. Sukanya Tipmanee	350,000,000	66,500,000.00	6.36
Total	2,720,000,000	516,800,000.00	49.45

The effect on the shareholders from the offering of newly issued ordinary shares are as follows:

(1) Price Dilution

After the entry into the Private Placement Transaction, there shall be price dilution as follows:

$$\begin{aligned}
 &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{0.21 - 0.20}{0.21} \\
 &= 4.55 \text{ percent}
 \end{aligned}$$

Market price before offering shall have the following details:

Market price before offering is equivalent to THB 0.21 per share according to item 1.3



บริษัท เอเทอแนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Market price after offering shall have the following details:

$$\begin{aligned} & \text{(Market price before offering x Number of paid-up shares) +} \\ & \text{(Offering price x Number of newly issued shares offered} \\ = & \text{through Private Placement)} \\ & \hline & \text{Number of paid-up shares + Number of newly issued shares} \\ & \text{offered through Private Placement} \\ = & \frac{(0.21 \times 2,780,000,000) + (0.19 \times 2,720,000,000)}{2,780,000,000 + 2,720,000,000} \\ = & \text{THB 0.20 per share} \end{aligned}$$

(2) Control Dilution

After the entry into the Private Placement Transaction, there shall be control dilution as follows:

$$\begin{aligned} & \text{Number of newly issued shares offered through Private} \\ = & \text{Placement} \\ & \hline & \text{Number of paid-up shares + Number of newly issued shares} \\ & \text{offered through Private Placement} \\ = & \frac{2,720,000,000}{2,780,000,000 + 2,720,000,000} \\ = & 49.45 \text{ percent} \end{aligned}$$

(3) Earnings per Share Dilution

This cannot be calculated as the Company has net loss according to its consolidated financial statements.



บริษัท อีเทอเนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม 9 คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

As the Board of Directors' meeting No. 10/2567, held on 4 December 2024 resolved that the issuance and offering of newly issued ordinary shares through a private placement to a limited group of investors is reasonable and necessary, and to propose to the shareholders' meeting to consider and approve the Private Placement Transaction as follows:

1. Utilizing the funds obtained from the capital increase to support the operations of the hemp and cannabis business as the overall business performance is facing liquidity challenges due to the high working capital requirements associated with the operations, which span from cultivation to harvest. This process takes time and results in a slower cash cycle. Additionally, the Company is impacted by uncertainties in regulations and laws, which require the Company to utilize additional working capital.
2. Investing in the Company's tech business as per the objectives of the capital increase and the plan for utilizing the funds will strengthen the Company's financial position and improve future performance. It is expected to generate consistent cash flow for the company and achieve an investment return (IRR) of not less than 12.00 percent, with potential upside from businesses aligned with megatrend directions.
3. The Private Placement investors are financial investors who have stable financial standing and investment potential. They understand the current business operations of the Company. Additionally, some of the Private Placement investors may possess the qualifications and capabilities that could support the future growth of the Tech Business, such as Mr. Phaibool Songpetchmongkol, who has experience in the specific nature of the technology business due to having held an executive position in a company related to technology and holding a degree in computer science, may contribute to supporting the strategy formulation and decision-making related to investments in the Tech business or Mr. Kereepat Supasinprapapong who has a business network that may help promote strategic cooperation with important business partners, such as introducing target companies for investment. In the present, The Company has received business opportunities from the network of Mr. Kereepat Supasinprapapong to study the investment in three companies, which have the current status of a subsidiary or associate company of a company listed on the SET. Additionally, Ms. Sukanya Thipmanee, who has experience from serving as a director and executive in listed companies on the SET, as well as in several unlisted companies, which allows her knowledge and expertise to enhance organizational management and support the long-term growth of the Company.



บริษัท อีเทอเนล เอเนจี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Mr. Piyapat Pornpipatpong informed the meeting that the issuance and offering of additional newly issued ordinary shares in this instance fall under the category of offering new shares to a specific individuals with significant implications pursuant to the Notification No. TorJor. 28/2565 as the Private Placement Transaction constitutes a control dilution effect of 25 percent or more, calculated based on the total number of paid-up shares as of the date before the board of directors resolved to propose to the meeting of the shareholders. Consequently, the Company is required to appoint an independent financial advisor to provide opinions to the shareholders on (1) the reasonableness of the price and conditions of the offering of shares, (2) the reasonableness and benefits from offering the shares to the Private Placement investors, including the plan for utilizing the funds raised from the share offering, compared with the impact on shareholders, and (3) opinion on whether the shareholders should resolve to approve the transaction or not.

In this regard, the Company has appointed OptAsia Capital Co., Ltd. as the independent financial advisor to provide an opinion on such transaction. Mr. Natchapong Tiawsirichaisakul, an independent financial advisor from OptAsia Capital Co., Ltd., informed the meeting of the objectives and reasonableness of the transaction as follows:

The Company is facing liquidity challenges in its hemp and cannabis business operations. Nonetheless, the Company is planning to transition its business model to producing and distributing cannabis-related products by 2025. At the present, the subsidiaries have not yet started implementing this new business plan. However, this business requires high working capital due to the lengthy cultivation and harvesting process, which results in a slower cash cycle. Therefore, the Company needs additional working capital to maintain continuity in its hemp and cannabis business and create opportunities for business expansion. To address these challenges and enhance the long-term stability of its business, the Company plans to seek additional working capital and diversify its investments into other businesses that are stable and capable of generating consistent cash flows.

Additionally, the Company is in the process of studying the feasibility of investing in the Tech Business. The Private Placement Transaction in this instance will enable the Company to raise a specific amount of capital within a short period, allowing it to invest in the Tech Business promptly. This will also help build confidence among stakeholders and financial institutions, facilitating access to funding sources and supporting future business expansion.

To limit the risks associated with investing in the Tech Business, the Company has established criteria for evaluating the target company from multiple perspectives, such as: The target business must demonstrate continuous revenue growth for at least 6 months, or be at a point where it has positive operating profit margins.



บริษัท อีเทอแนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

The business should have contracts with customers that generate guaranteed revenue, and the investment must yield an Internal Rate of Return (IRR) of no less than 12.0%.

Advantages and Benefits of entering into the Transaction

If the offering of shares to the Private Placement investors is successful:

- (1) The Company secures a definite source of funds within a short timeframe without incurring debt or interest burden, allowing the Company to maintain flexibility in managing its capital.
- (2) The Company gains partners who will enhance its investment capabilities, as some of the Private Placement investors possess the qualifications and potential to support the future growth of the Tech Business.
- (3) The Company can invest in new businesses to diversify investment risks. The Company can expand its investments into the Tech Business, allowing it to diversify revenue sources and reduce the risk of relying on income from the existing business sector.
- (4) The Company may receive a worthwhile return on investment in the new business, as it has established comprehensive investment evaluation criteria to ensure that decisions to invest in target businesses will create maximum value for the Company, should the investment in the Tech Business prove successful.

Disadvantages of entering into the Transaction

- (1) The impact on the shareholding proportion of existing shareholders (Dilution Effect), where existing shareholders will be affected by a decrease in stock price (Price Dilution) and a reduction in their ownership percentage (Control Dilution).
- (2) The Company incurs operational expenses related to the conditions, steps, and processes of this Private Placement Transaction, such as meeting expenses, costs for preparing relevant contractual documents, and others.
- (3) Specific investors will have the right to veto resolutions passed by the company's shareholders' meeting related to special agendas and/or significant special agendas that require at least three-fourths of the votes of shareholders present and eligible to vote.



บริษัท อีเทอแนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๖ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

- (4) The reduction in the distribution of shares held by minority shareholders (Free Float) and the liquidity of the Company's shares. Private Placement investors will become major shareholders, resulting in a decrease in the shareholding distribution among minority shareholders.

Risks of entering into the Transaction

- (1) Risks from changes in the Company's shareholding and management structure
- (2) Risks from the offering price of newly issued shares being lower than the market price on the date the shares begin trading on the stock exchange
- (3) Risks from uncertainty in the new business investment plan
- (4) Risks from the potential return on investment in new businesses not meeting expectations
- (5) Risks from the Company may not be able to invest in the Tech business as per the intended use of funds disclosed by the Company
- (6) Risks from raising funds in advance and maintaining excess liquidity for an extended period
- (7) Risks from the specific nature of the technology and information technology industry (Tech Business)
- (8) Risk of the capital increase failing due to non-payment of capital increase

The Independent Financial Advisor considers that the conditions to the Transaction are appropriate

because

- (1) Share Subscription Agreement
 - Conditions in the agreement, such as payment terms, condition precedent, and other key agreements, align with typical agreements for common stock investment.
 - However, no conditions have been set to prevent the failure of the capital increase, such as requiring Private Placement investors to pay a deposit, penalties, or other sanctions. This creates the risk that the counterparties may not pay for the additional shares. Furthermore, the subscription for shares must be completed within 3 months from the date the Private Placement Transaction is approved by the shareholders' meeting, allowing the Company to quickly explore alternative fundraising methods if the capital increase is unsuccessful.



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัง 60 พระราชมณเฑียรวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

(2) The objectives and plan for the use of funds

- Working capital to address liquidity issues arising from the Company's operations
- Investing in the Tech Business, and if the Company successfully invests in the Tech Business according to the criteria and conditions disclosed, it will benefit not only from business expansion and value-generating returns but also from increased financial stability, boosting investor confidence in the long term.

Additionally, the independent financial advisor has assessed the appropriateness of the share offering price and provided their opinion on the methods used to evaluate the price as follows:

Value of Share / Shareholders' Equity	Appropriateness of the Valuation
1. Book Value Approach	
THB 0.29 / share THB 804.56 million	Inappropriate as this method does not adequately reflect the economic value of the Company due to its limitations. Specifically, it relies on past financial statement data without considering the Company's future profitability and performance.
2. Adjusted Book Value Approach	
THB 0.08 / share THB 232.61 million	<u>Appropriate</u> it reflects the fundamental value of the Company's shares in the case where the Company has no revenue or cash flow from its core business operations. The independent financial advisor has adjusted goodwill resulting from the Company's business combinations in the financial statements entirely due to insufficient data and evidence to reliably calculate the value of intangible assets, as well as adjusted the market value of equity securities listed on the SET.
3. Historical Market Price Approach	
THB 0.18 - 0.29 / share THB 492.80 -	Inappropriate because the Company's shares have an annual trading turnover rate of 19.71% (calculated from the Volume Turnover Ratio over the past year from November 2024, which is



บริษัท อีเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

802.48 million	the month before the Board of Directors approved the Private Placement to be proposed to the shareholders). In contrast, the turnover rate for companies in the agricultural business sector is 78.48%, indicating that the Company's shares have low liquidity, which could result in price volatility due to limited trading volume.
4. Price to Earnings Approach	
N/A	Inappropriate as this method cannot reflect the economic value of the Company, as it is limited by differences in business structure, financial structure, company size, and the specific risks of the business. Additionally, the Company has incurred losses in its operations.
5. Price to Book Value Approach	
THB 0.21 – 0.28 / share THB 580.89 – 791.68 million	Inappropriate as this method cannot reflect the economic value of the Company, as it is limited by differences in business structure, financial structure, company size, and the specific risks of the business. Additionally, this method is based on the value of the Company's shareholders' equity, which refers to historical data and does not take into account the Company's ability to create future economic value.
6. Sums of the Parts Approach	
N/A	Inappropriate as there is insufficient data to assess the impact of cash flow, which results from: (1) the uncertainty of cannabis product pricing, leading to a lack of reference information on the cannabis market price, (2) the uncertainty of government regulations and policies related to the cannabis business, and (3) the lack of historical business data in the cannabis-related industry due to its newness, which means there is no past statistical data available to reference for forecasting future performance.



บริษัท อีเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Based on the evaluation of the advantages, disadvantages, risks, and benefits of entering into the transaction, as well as the plan for utilizing the funds raised from the share offering, along with the reasonableness of the price and terms of the share offering mentioned above, the independent financial advisor is of the opinion that the Private Placement Transaction is appropriate. This includes the offering price of the additional newly issued ordinary shares to the Private Placement investors at THB 0.19 per share, which is deemed appropriate and beneficial for the Company, as the fair value of the Company's ordinary shares, based on the adjusted book value method, is THB 0.08 per share, which is lower than the offering price of the newly issued ordinary shares. Therefore, the independent financial advisor opines that shareholders should approve the proposed transaction.

Agenda Item No 2: To consider and approve the decrease of the Company's registered capital and the amendment of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

The Chairman invited the MC to provide details of this agenda to the meeting.

The MC informed the meeting that, as the Company would like to issue and offer newly issued ordinary shares of the Company through private placement in the amount of 2,720,000,000 shares with a par value of THB 1.00, the Company, therefore, shall proceed with the increase of the registered capital and allocate newly issued ordinary shares to accommodate the issuance and offering of newly issued ordinary shares of the Company through private placement. Nonetheless, Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLC Act") states that public limited companies may conduct capital increase by issuing new shares if all the shares of the Company have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant. Hence, the Company shall decrease the registered capital at THB 2,780,000,000, from the registered capital of THB 7,750,000,000 to THB 4,970,000,000 by cancelling 2,780,000,000 unissued shares with the par value of THB 1.00 per share, which have been issued to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders on a pro rata basis to their respective shareholding (Right Offering) and amend Clause 4 of the Memorandum of Association to be in line with the decrease of registered capital as follows:



บริษัท อีเทอเนจิล เอเนจี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

“Clause 4. Registered Capital	THB 4,970,000,000	(Four billion, nine hundred seventy million Baht)
Divided into	4,970,000,000 shares	(Four billion, nine hundred seventy million shares)
Par value per share	THB 1.00	(One Baht)
Divided into:		
Ordinary shares	4,970,000,000 shares	(Four billion, nine hundred seventy million shares)
Preferred shares	- shares	(-)”

It is proposed to delegate authority to the authorized directors of the Company and/or any duly appointed representative(s) to register the decrease of registered capital and the amendment of Clause 4 of the Memorandum of Association with the Public Limited Companies Registrar, Department of Business Development, Ministry of Commerce. They shall also have the authority to amend or modify the application or any content in the relevant documents, as well as to take any necessary actions related to such procedures, as deemed appropriate, in compliance with applicable laws, regulations, rules, and interpretations by the relevant government authorities, including any recommendations or instructions from the Registrar or officials.

In this regard, Details of the decrease of the registered capital are set out in **Enclosure 2** Report Form for Capital Increase (F53-4).

The Board of Directors has considered and deemed it appropriate to propose the decrease of the registered capital at THB 2,780,000,000, from the registered capital of THB 7,750,000,000 to THB 4,970,000,000 by cancelling 2,780,000,000 unissued shares with the par value of THB 1.00 per share, the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the decrease of the Company’s registered capital, and the delegation of authority to the authorized directors of the Company and/or any duly appointed representatives to undertake all necessary actions related to the decrease of the registered capital and the amendment of Clause 4 of the Memorandum of Association as detailed above for consideration and approval.



บริษัท เอเทอร์นัล เอเนจี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๖ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being entitled to vote.

Resolution: The meeting resolved to approve the decrease of the Company's registered capital and the amendment of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital, as proposed above, with the unanimous votes of the shareholders attending the meeting and being entitled to vote, as detailed below:

Resolution	Total votes	Percentage
Approve	1,834,759,705	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (32 shareholders)	1,834,759,705	-

Agenda Item No 3: To consider and approve the increase of the Company's registered capital and the amendment of Memorandum of Association to be in line with the increase of the Company's registered capital

The Chairman invited the MC to provide details of this agenda to the meeting.

The MC informed the meeting that the Company would like to increase the registered capital in the amount of THB 2,720,000,000, from the registered capital of THB 4,970,000,000 to THB 7,690,000,000 by issuing 2,720,000,000 ordinary shares with a par value of THB 1.00 and amend Clause 4 of the Memorandum of Association to be in line with the increase of registered capital as follows:

“Clause 4. Registered Capital THB 7,690,000,000 (Seven billion, six hundred ninety million Baht)
 Divided into 7,690,000,000 shares (Seven billion, six hundred ninety million shares)
 Par value per share THB 1.00 (One Baht)
 Divided into:
 Ordinary shares 7,690,000,000 shares (Seven billion, six hundred ninety million shares)
 Preferred shares - shares (-)”



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

It is proposed to delegate authority to the authorized directors of the Company and/or any duly appointed representative(s) to register the increase of registered capital and the amendment of Clause 4. of the Memorandum of Association with the Public Limited Companies Registrar, Department of Business Development, Ministry of Commerce. They shall also have the authority to amend or modify the application or any content in the relevant documents, as well as to take any necessary actions related to such procedures, as deemed appropriate, in compliance with applicable laws, regulations, rules, and interpretations by the relevant government authorities, including any recommendations or instructions from the Registrar or officials.

In this regard, details of the increase of the registered capital are set out in **Enclosure 2** Report Form for Capital Increase (F53-4).

The Board of Directors has considered and deemed it appropriate to propose the increase of the registered capital at THB 2,720,000,000, from the registered capital of THB 4,970,000,000 to THB 7,690,000,000 by issuing 2,720,000,000 ordinary shares with the par value of THB 1.00 per share, the amendment of Clause 4. the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, and the delegation of authority to the authorized directors of the Company and/or any duly appointed representatives to undertake all necessary actions related to the increase of the registered capital and the amendment of Clause 4 of the Memorandum of Association as detailed above for consideration and approval.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being entitled to vote.

Resolution: The meeting resolved to approve the increase of the Company's registered capital and the amendment of Memorandum of Association to be in line with the increase of the Company's registered capital, as proposed above, with the unanimous votes of the shareholders attending the meeting and being entitled to vote, as detailed below:



บริษัท เอเทอร์นัล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๘ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Resolution	Total votes	Percentage
Approve	1,834,759,705	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (32 shareholders)	1,834,759,705	-

Agenda Item No 4: To consider and approve the allocation of newly issued ordinary shares of the Company

The Chairman invited the MC to provide details of this agenda to the meeting.

The MC informed the meeting that, following Agenda Item No. 3, the Company would like to issue and offer newly issued ordinary shares through private placement. Therefore, the Company shall propose to the shareholders' meeting for consideration and approval of the allocation of 2,720,000,000 newly issued ordinary shares with a par value of THB 1.00 per share, representing approximately 49.45 percent of the total issued ordinary shares of the Company after the issuance and offering of newly issued ordinary shares through private placement. The offering price is set at THB 0.19 per share, amounting to a total of THB 516,800,000, to be offered through private placement, with the following details:

No.	Name of Private Placement Investors (the "Private Placement Investors")	No. of Allocated Shares (Shares)	Value of the Shares to be Allocated (THB)	Shareholding Ratio after Entry into the Transaction (Percent)
1.	Mr. Kereepat Supasinprapapong	1,038,142,857	197,247,142.83	18.88
2.	Mr. Phaibool Songpetchmongkol	541,181,818	102,824,545.42	9.84
3.	Mr. Wichit Jiratticharoen	407,071,429	77,343,571.51	7.40
4.	Mr. Jakkrawitr Phatarajinda	383,603,896	72,884,740.24	6.97
5.	Ms. Sukanya Tipmanee	350,000,000	66,500,000.00	6.36
Total		2,720,000,000	516,800,000	49.45



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๑ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

In this regard, the issuance and offering of newly issued ordinary shares through private placement is an offering of shares through private placement in which the Board of Directors have clearly determined the offering price to be proposed for the consideration and determination of the offering price by the shareholders' meeting and does not constitute an offering of new shares at a price less than 90 percent of the Market Price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended) (the **"Notification No. TorJor. 28/2565"**). The **"Market Price"** refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 15 consecutive business days prior to the date on which the Board of Directors have resolved to propose the matter for the consideration and approval of the Private Placement Transaction by the shareholders' meeting, i.e. 13 November 2024 to 3 December 2024, which is equivalent to THB 0.21 per share (Information from SETSMART at www.setsmart.com).

In this regard, as the Company has accumulated losses as reflected in the audited separate financial statements for the year ended 31 December 2023, and the reviewed separate financial statements for the period ending 30 September 2024, the Company is permitted to set the offering price of newly issued ordinary shares below the par value. However, the Company must comply with Section 52 of the PLC Act and obtain approval from the shareholders' meeting.

However, the Private Placement Transaction is an offering that will constitute a control dilution effect of 25 percent or more, which constitutes a material offering of new shares through private placement pursuant to the Notification No. TorJor. 28/2565. Consequently, the Company is required to obtain approval from the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and being entitled to vote, excluding the votes of interested shareholders. The Company is required to send a notice of the shareholders' meeting at least 14 days prior to the date of the meeting and disclose the same via the information disclosure channel of the SET and procure an opinion from an independent financial advisor for consideration by the shareholders' meeting in relation to the approval of the Private Placement Transaction. In this regard, the Company has appointed OptAsia Capital Company Limited as an independent financial advisor to provide an opinion on such transaction. In this regard, the Private Placement Investors have no relationship with each other that would constitute a concert party or any related parties under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) (the **"SEC Act"**), which would impose an obligation to submit a tender offer for all



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

securities of the Company after the allocation of the newly issued ordinary shares of the Company.

It is proposed to delegate authority to the Board of Directors or Executive Committee or any person(s) designated by the Board of Directors or Executive Committee to consider and undertake any actions that are necessary, relevant to and/or in respect of the capital increase and allocation of newly issued ordinary shares of the Company, including but not limited to the following:

- (1) determining the conditions and details in respect of the allocation of the newly issued ordinary shares, including but not limited to an allocation of newly issued ordinary shares in a single or multiple instances, offering period, subscription, payment of price, and other terms and conditions in relation to such allocation of the newly issued ordinary shares;
- (2) negotiating, agreeing, executing, and amending any agreements and/or documents necessary for and relevant to such capital increase of the Company and allocation of the newly issued ordinary shares of the Company, as well as appointing financial advisors, legal advisors, and/or other service providers related to the capital increase and allocation of newly issued ordinary shares of the Company;
- (3) signing applications, waivers, notices, as well as instruments or any documents relevant to such capital increase of the Company and allocation of the newly issued ordinary shares of the Company, including certifying related documents, contacting, filing and/or accepting documents from officers or representatives of any relevant agencies, as well as listing such newly issued ordinary shares on the SET;
- (4) amending the allocation method of newly issued ordinary shares of the Company, including various documents relating to the allocation of such newly issued ordinary shares; and
- (5) undertaking any other actions necessary, related and/or relevant to such capital increase and allocation of the newly issued ordinary shares of the Company in order to comply with the law and/or relevant regulations.

In addition, the Company shall complete the offering of newly issued ordinary shares under the Private Placement Transaction within the period approved by the shareholders' meeting, but no later than 3



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

months from the date of the shareholders' meeting resolution approving the Private Placement Transaction, as specified in the Notification No. TorJor. 28/2565.

In this regard, details of the issuance and allocation of newly issued ordinary shares are set out in **Enclosure 3** Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement of Eternal Energy Public Company Limited and **Enclosure 4** Independent Financial Advisor Report regarding the Issuance and Offering of Newly Issued Ordinary Shares of the Company through Private Placement

The Board of Directors has considered (Please see the Opinion of the Board of Directors in item 5 of **Enclosure 3** Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement of Eternal Energy Public Company Limited) and deemed it appropriate to enter into the Private Placement Transaction and propose to the shareholders' meeting to consider and approve the allocation of 2,720,000,000 newly issued ordinary shares with par value of THB 1.00 to the Private Placement Investors, namely (1) Mr. Kereepat Supasinprapong, (2) Mr. Phaibool Songpetchmongkol, (3) Mr. Wichit Jiratticharoen, (4) Mr. Jakkrawitr Phatarajinda and (5) Ms. Sukanya Tipmanee, which constitutes a material offering of new shares. In addition, the Board of Directors proposed to delegate authority to the Board of Directors, or the Chairman of the Board, or the Chief Executive Officer, or any person authorized by the Board of Directors, or the Chairman of the Board, or the Chief Executive Officer to execute any necessary actions related to the Private Placement Transaction as detailed above.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being entitled to vote.

Resolution: The meeting resolved to approve the allocation of 2,720,000,000 newly issued ordinary shares with par value of THB 1.00 to the Private Placement Investors, namely (1) Mr. Kereepat Supasinprapong, (2) Mr. Phaibool Songpetchmongkol, (3) Mr. Wichit Jiratticharoen, (4) Mr. Jakkrawitr Phatarajinda and (5) Ms. Sukanya Tipmanee, which constitutes a material offering of new shares. In addition, the Board of Directors proposed to delegate authority to



บริษัท เอเทอร์นัล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พลาสมา 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

the Board of Directors, or the Chairman of the Board, or the Chief Executive Officer, or any person authorized by the Board of Directors, or the Chairman of the Board, or the Chief Executive Officer to execute any necessary actions related to the Private Placement Transaction, as proposed above, with the unanimous votes of the shareholders attending the meeting and being entitled to vote, as detailed below:

Resolution	Total votes	Percentage
Approve	1,834,759,705	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Total (32 shareholders)	1,834,759,705	100.0000

Agenda Item No 5: To consider and approve the appointment of an additional director

The Chairman invited the MC to provide details of this agenda to the meeting.

The MC informed the meeting that in order to enhance the effectiveness and efficiency of the Company's corporate governance, the Nomination, Remuneration and Corporate Governance Committee has resolved to propose to the Board of Directors the appointment of an additional director, namely Ms. Chawanporn Niransawasdi, who possesses the necessary knowledge, skills, expertise, and well-recognized work experience, is prepared to dedicate time to perform her duty as a director and is suitably qualified to carry out her role effectively. Additionally, the candidate can provide valuable feedback and recommendations to the Board of Directors and the Company. Furthermore, the candidate nominated as a director meets the required qualifications and has never been penalized, dismissed, or removed from the position due to malfeasance. The candidate has never been sentenced to imprisonment for property-related crimes committed with fraudulent intent. The candidate is not engaged in, nor is a partner or shareholder of, any legal entity that directly competes with the Company's business. In addition, the individual does not have any disqualifying characteristics under the PLC Act, the SEC Act, or any other relevant laws or regulations.

In this regard, after the shareholders' meeting has resolved to appoint additional directors, the Board of Directors will consist of a total of 8 members, as follows:



บริษัท อีเทอแนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Name	Position
1. Mr. Panthawat Nakvisut	Chairman of the Board
2. Dr.Worapat Phujaroen	Independent Director
3. Mr. Ekkawit Kaewwichian	Independent Director
4. Gen. Puthawong Yuthanawachapong	Independent Director
5. Mr. Issara Rounsuk-Udom	Director and Chief Executive Officer
6. Ms. Nopparat Sutthilak	Director
7. Mr. Puripat Petchdee	Director
8. Ms. Chawanporn Niransawasdi	Director

In this regard, the brief profile of Ms. Chawanporn Niransawasdi is as follows:

Educational Background	2016 – 2017	Master's Degree, Faculty of Business Management, University of Greenwich
	2012 – 2015	Bachelor's Degree, Faculty of Art, Chulalongkorn University
Work experience over the past 5 years	2024 – Present	Founder and Chief Marketing Officer (CMO) of Check In Plus Co., Ltd.
	2022 – Present	Founder and Owner of ING Corp Co., Ltd.
	2021 – 2022	Marketing Director of Forward Enterprise Co., Ltd.
	2019 – 2020	Marketing Consultant at Leon Mode Co., Ltd.
Ongoing legal dispute	: -None-	
Relationship with shareholders	: Representative of Mr. Kereepat Supasinprapong	

It is proposed to delegate authority to the authorized directors of the Company and/or any duly appointed representative(s) to register the change of director with the Public Limited Companies Registrar, Department of Business Development, Ministry of Commerce. They shall also have the authority to amend or modify the application or any content in the relevant documents, as well as to take any necessary actions related to such procedures, as deemed appropriate, in compliance with applicable laws, regulations, rules,



บริษัท เอเทอร์เนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

and interpretations by the relevant government authorities, including any recommendations or instructions from the Registrar or officials.

In this regard, the details of the director candidate are set out in **Enclosure 5** Profile of the Director Candidate.

The Board of Directors, having considered and shared the same view as the Nomination, Compensation and Corporate Governance Committee in all respects, deemed it appropriate to propose the appointment of 1 additional director, namely Ms. Chawanpom Niransawasdi and the delegation of authority to the authorized directors of the Company and/or any duly appointed representatives to undertake all necessary actions related to the change of director as detailed above for consideration and approval.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of the shareholders attending the meeting and casting their votes.

Resolution: The meeting resolved to approve the appointment of an additional director, as proposed above in all respects, with the unanimous votes of the shareholders attending the meeting and casting their votes, as detailed below:

Resolution	Total votes	Percentage
Approve	1,834,759,705	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (32 shareholders)	1,834,759,705	-

Agenda Item No 6: To consider and approve the change of the Company's name and the amendment of the Company's Memorandum and Articles of Association to be in line with the change of the Company's name

The Chairman invited the MC to provide details of this agenda to the meeting.



บริษัท อีเทอเนล เอนเนอจี จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัง 60 พระราชมณเฑียรวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

The MC informed the meeting that the Company would like to change the Company's name and amend the Company's Memorandum and Articles of Association to be in line with the change of the Company's name with the following details:

1. Change of the Company's name

Old

Name in Thai “บริษัท อีเทอเนล เอนเนอจี จำกัด (มหาชน)” and name in English “ETERNAL ENERGY PUBLIC COMPANY LIMITED”

New

Name in Thai “บริษัท เทคลีต เอ็นพีเอ็น จำกัด (มหาชน)” and name in English “TECHLEAD NPN PUBLIC COMPANY LIMITED”

2. Amendment of the Company's Memorandum of Association

Old

Clause 1. The name of the Company is “บริษัท อีเทอเนล เอนเนอจี จำกัด (มหาชน)” and the English name is “ETERNAL ENERGY PUBLIC COMPANY LIMITED”

New

Clause 1. The name of the Company is “บริษัท เทคลีต เอ็นพีเอ็น จำกัด (มหาชน)” and the English name is “TECHLEAD NPN PUBLIC COMPANY LIMITED”

3. Amendment of the Company's Articles of Association

Existing Articles of Association	Amended Articles of Association
Clause 1. This Articles of Association shall be referred to as the Articles of Association of Eternal Energy Public Company Limited.	Clause 1. This Articles of Association shall be referred to as the Articles of Association of TECHLEAD NPN Public Company Limited.
Clause 2. The term “Company” used herein shall refer to Eternal Energy Public Company Limited, except where specified otherwise herein.	Clause 2. The term “Company” used herein shall refer to TECHLEAD NPN Public Company Limited, except where specified otherwise herein.





บริษัท เอเทอแนล เอเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์พารามิ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Existing Articles of Association	Amended Articles of Association
<p>Clause 48. The seal of the Company shall be as follows:</p> 	<p>Clause 48. The seal of the Company shall be as follows:</p> 

It is proposed to delegate authority to the authorized directors of the Company and/or any duly appointed representative(s) to register the change of the Company's name and the amendment of the Company's Memorandum and Articles of Association to be in line with the change of the Company's name with the Public Limited Companies Registrar, Department of Business Development, Ministry of Commerce. They shall also have the authority to amend or modify the application or any content in the relevant documents, as well as to take any necessary actions related to such procedures, as deemed appropriate, in compliance with applicable laws, regulations, rules, and interpretations by the relevant government authorities, including any recommendations or instructions from the Registrar or officials.

The Board of Directors has considered and deemed it appropriate to propose the change of the Company's name, the amendment of the Company's Memorandum and Articles of Association to be in line with the change of the Company's name and the delegation of authority to the authorized directors of the Company and/or any duly appointed representatives to undertake all necessary actions related to the change of the Company's name, the amendment of the Company's Memorandum and Articles of Association to be in line with the change of the Company's name as detailed above for consideration and approval.

The MC provided an opportunity to the shareholders to ask questions or express opinions, which can be summarized as follows:

Question Mr. Piyapong Prasatthong, a shareholder, asked about the origination of the Company's new name.



บริษัท อีเทอเนจี้ เอเอเอช จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัตน์ 60 พระราม ๙ คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

Answer The Chairman clarified that “Techlead” is derived from the words “technology” and “leader” which, once combined, has the meaning of being a leader in technology, which is in line with the Company’s vision of becoming a leader of technology in Thailand.

Question Mr. Chanonnaphol Chanuhacha, a shareholder, asked about the Company’s new symbol.

Answer The Chairman clarified that the Company is still considering the Company’s new symbol, which will be changed in the future. If there are any changes, the Company will inform the shareholders accordingly.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being entitled to vote.

Resolution: The meeting resolved to approve the change of the Company’s name and the amendment of the Company’s Memorandum and Articles of Association to be in line with the change of the Company’s name, as proposed above, with the unanimous votes of the shareholders attending the meeting and being entitled to vote, as detailed below:

Resolution	Total votes	Percentage
Approve	1,834,759,705	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (32 shareholders)	1,834,759,705	-

Agenda Item No 7: To consider any other business (if any)

The MC informed the meeting that, pursuant to Section 105, paragraph two of the PLC Act which specifies that shareholders holding at least one-third of the total shares sold may request the meeting to consider matters other than those specified in the notice of the meeting. However, in the interest of transparency and to protect the rights of shareholders who have already submitted their proxies without being aware of any additional matters proposed for consideration, it is advisable not to add any agenda items for consideration that were not stated in the notice of the meeting for approval or voting by the shareholders.



บริษัท เอทีแอล เอ็นเนอร์จี้ จำกัด (มหาชน)

ETERNAL ENERGY PUBLIC COMPANY LIMITED

50 อาคารศูนย์วิจัยวิทยาศาสตร์ฟาร์ม 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์

ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร

โทรศัพท์ 02-0288348 www.eternalenergy.co.th

The MC provided an opportunity to the shareholders to ask questions or express opinions, which can be summarized as follows:

Question Mr. Piyapong Prasatthong, a shareholder, asked whether the Company's new business will also consist of being an online distributor for government lottery.

Answer The Chairman clarified that the Company will not conduct such business.

Since there was no other matter for the meeting's consideration and there were no additional questions or comments, the MC invited the Chairman to declare the meeting adjourned.

The Chairman declared the meeting adjourned at 15:20.

Signed.....Signature.....Chairman of the
Meeting

(Mr. Panthawat Nakvisut)
Chairman of the Board of Directors

Agenda 5

The information of the directors whose term has ended and who have been nominated for reappointment for another term (1)

Name Mr. Panthawat Nakvisut

Age 46 years

Nationality Thai

Proposed Director Position Director Independence Director

Education

-

The date of appointment as the director As of 4 December 2024

IOD Training Courses

-None-

Ratio of Shareholding

Own shares 1,607,000,000 shares 57.81%

Shares of the spouse /Minor children -None-

Relationship between directors and management -None-

Disqualifications for being a director in past 10 years -None-

Work Experiences in past 5 years

- **Serving in directorial role in the Company**
2024 – Present Director / Chairman of The Board of Directors
- **Serving in directorial role in subsidiaries**
-None-
- **Serving in directorial role in listed companies**
-None-
- **Serving in directorial role in non-listed companies**
2023 – Present Presenter, Lottery Plus Co.,Ltd.
2020 – Present Chief Executive Officer, Lottery Online Co.,Ltd.

Management in other company which might have a conflict of interest with the Company -None-

Attendance in the year 2024 The Board of Directors' meeting 3/3 times (100%)

Performance in the previous term: Perform duties as Chairman with utmost responsibility and attend every Board of Directors meeting.

Agenda 5

The information of the directors whose term has ended and who have been nominated for reappointment for another term (2)

Name Dr.Woraphat Phucharoen

Age 66 years

Nationality Thai

Proposed Director Position Director Independence Director

Education .

- Ph.D. in Mechanical Engineering and Materials Science, Cleveland state University, USA
- Master's degree in Materials Engineering, Youngstown State University, USA
- Bachelor's degree in Chemical Technology, Faculty of Science, Chulalongkorn University

The date of appointment as the director As of 4 December 2024

IOD Training Courses

-None-

Ratio of Shareholding

Own shares -None-

Shares of the spouse /Minor children -None-

Relationship between directors and management -None-

Disqualifications for being a director in past 10 years -None-

Work Experiences in past 5 years

- **Serving in directorial role in the Company**
2024 – Present Independence Director / Chairman of The Audit Committee
- **Serving in directorial role in subsidiaries**
-None-
- **Serving in directorial role in listed companies**
-None-
- **Serving in directorial role in non-listed companies**
University professor teaching Industrial Engineering at Chulalongkorn University.
Consultant and speaker on quality systems and human resource management.

Management in other company which might have a conflict of interest with the Company -None-

Attendance in the year 2024 The Board of Directors' meeting 3/3 times (100%)

Performance in the previous term: Perform duties as a director and chairman of the audit committee with high responsibility and independence.

Information for consideration in the selection of an independent director:

Conflict of Interest	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Professional Services	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Participation in Management	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Significant Business Relationship	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Agenda 5

The information of the directors whose term has ended and who have been nominated for reappointment for another term (3)

Name Mr. Issara Rounsuk-udom

Age 42 years

Nationality Thai

Proposed Director Position Director Director

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Mechanical Engineering, Chulalongkorn University

The date of appointment as the director As of 1 April, 2024

IOD Training Courses

- Director Accreditation Program (DAP) 2022, Thai Institute of Directors Association (IOD)
- Director certification Program (DCP) 2018, Thai Institute of Directors Association (IOD)
- Board Matters and Trends (BMT) 2018, Thai Institute of Directors Association (IOD)

Ratio of Shareholding

Own shares -None-

Shares of the spouse /Minor children -None-

Relationship between directors and management -None-

Disqualifications for being a director in past 10 years -None-

Work Experiences in past 5 years

- **Serving in directorial role in the Company**

2024 – Present Director / Member of the Nomination Remuneration and Corporate Governance Committee / Member of Risk Management Committee / Chief Executive Officer / Company Secretary

2021 – 2023 Director / Member of the Nomination Remuneration and Corporate Governance Committee / Member of Risk Management Committee / Head of Marketing

- **Serving in directorial role in subsidiaries**

2021 – Present Authorized Director of Cannabiz Way Co.,Ltd.

2565 – Present Authorized Director of CBD Bioscience Co.,Ltd.

- **Serving in directorial role in listed companies**

June 2024 – Present Director of Inter Fareast Energy Corporation Public Company Limited

- **Serving in directorial role in non-listed companies**

November 2024 – Present Authorized Director, Prosper Plus Co., Ltd. (Formerly known as Bln. Than Setthakit Capital Co., Ltd.)

February 2024 - Present Authorized Director, EV Click Co., Ltd.

Management in other company which might have a conflict of interest with the Company -None-

Attendance in the year 2024 The Board of Directors' meeting 8/8 times (100%), Risk Management Committee 4/6 times, The Shareholder's meeting 1/1 times

Performance in the previous term: served as a director and CEO with high responsibility

Agenda 7

To consider and approve the appointment for auditors of the Company and audit fees for the year 2025

Information of the Nominated Auditor for the Year 2025


The following auditors are proposed to conduct the audit and express an opinion on the financial statements of the company and its subsidiaries.

Name of Auditor	Certified Public Accountant No.	Audit for	Has performed audits since
(1) Mr. Komin Linphrachaya	3675	Company and its subsidiaries	3 years (2022,2023,2024)
(2) Mr. Jadesada Hungsapruerk	3759	Company and its subsidiaries	2 years (2023,2024)
(3) Mr. Supoj Mahantachaisakul	12794	Company and its subsidiaries	2 years (2023,2024)
(4) Ms. Kanwarat Saksriborworn	13273	Company and its subsidiaries	2 years (2023,2024)
(5) Ms. Kannika Wipanurat	7305	Company and its subsidiaries	2 years (2023,2024)
(6) Mr. Jirote Sirirorote	5113	Company and its subsidiaries	2 years (2023,2024)
(7) Ms. Nonglak Pattanabandith	4713	Company and its subsidiaries	2 years (2023,2024)
(8) Mrs. Sumana Senivongse	5897	Company and its subsidiaries	2 years (2023,2024)
(9) Mr. Worapol Wiriyaikulapong	11181	Company and its subsidiaries	3 years (2022,2023,2024)
(10) Mr. Pojana Asavasontichai	4891	Company and its subsidiaries	2 years (2023,2024)
(11) Mr. Wichian Proongpanish	5851	Company and its subsidiaries	2 years (2023,2024)
(12) Ms. Kojchamon Sunhuan	11536	Company and its subsidiaries	2 years (2023,2024)
(13) Ms. Bongkotrat Suamsiri	13512	Company and its subsidiaries	2 years (2023,2024)
(14) Mr. Thanathit Raksasathienphap	13646	Company and its subsidiaries	1 year (2024)
or another qualified auditor from Karin Audit Co., Ltd. to act as the auditor for the company and its subsidiaries			

The auditor's remuneration for the year 2025, which includes the audit and review of the consolidated financial statements and the financial statements of the company for each quarter. The total amount for the year 2025, ending December 31, 2025

Company	2024	2025
Consolidates Financial Statement	240,000	240,000
TechLead NPN PLC	440,000	440,000
Cannabiz Way Co.,Ltd.	390,000	390,000
CBD Bioscience Co.,Ltd.	390,000	390,000
Total Amount not exceeding (Baht)	1,460,000	1,460,000

Profiles of Independent Directors for proxy appointment

Name	Age	Address	Having/not having a conflict of interest in the agenda proposed at the 2025 Annual General Meeting of Shareholders
 Mrs. Nopparat Suttikul	52	TECHLEAD NPN Public Company Limited, No. 50 Chulabhorn 60 th Anniversary Science Research Center Building, 5 th floor, Faculty of Science, Kasetsart University, Ngamwongwan Road, Lat Yao Sud-district, Chatuchak District, Bangkok 10900.	not having

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

ปิดอากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ
I/We nationality
อยู่บ้านเลขที่
Address

(2) เป็นผู้ถือหุ้นของบริษัท เทคโนโลยี เอ็นพีเอ็น จำกัด (มหาชน) ("บริษัท")
being a shareholder of Techlead NPN Public Company Limited ("Company")
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows
☐ หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes
☐ หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint
☐ 1. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code Or
☐ 2. ชื่อ นพรัตน์ สุตติลักษณ์ อายุ 52 ปี อยู่บ้านเลขที่ 50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารัง 60 พรรษา
Name Ms. Nopparat Suttikuluk Age 52 years, residing 50 Chulabhorn Science Research Center Building, 60th
Anniversary
ถนน จามวงศ์วาน ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร
Road Ngamwongwan Tambol/Khwaeng Ladyao Amphur/Khet Chatuchak
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900
Province Bangkok Postal Code 10900

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568
ในวันที่ 25 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่จะพึงเลื่อนไปในวัน
เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders
on 25 April 2025 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or
such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2568

Item No. 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2567

Item No. 2 To acknowledge the operating results for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566 และสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2567

Item No. 3 Consideration and approval of the Company's financial statements for the periods ending December 31, 2023, and December 31, 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการงดจ่ายเงินปันผลประจำปีสำหรับผลการดำเนินงานปี 2567

Item No. 4 Approval of an omission of annual dividend payments for 2024, and to inform the meeting of the previous paid interim dividend payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการที่ครบรอบออกจากตำแหน่งตามวาระ

Item No. 5 Approval of the re-election of directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- ☐ กรณีแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ☐ กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
Approve the appointment of each director listed below
1. นายพนธ์วิทย์ นาควิสุทธิ
Mr. Panthawat Nakvisut
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
2. ดร. วรภัทร์ ภูเจริญ
Dr. Woraphat Phucharoen
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
3. นาย อิศรา เรืองสุขอุดม
Mr. Issara Rounsuk-Udom
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการสำหรับปี 2568

Item No. 6 Approval of the remuneration of directors for 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีสำหรับปี 2568

Item No. 7 Approval of the appointment of auditors of the Company and fixing their remuneration for 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์และหนังสือบริคณห์สนธิข้อที่ 3 เรื่องวัตถุประสงค์บริษัทเกี่ยวกับลักษณะธุรกิจของบริษัทด้านเทคโนโลยีสารสนเทศ

Item No. 8 Approval of the Amendment to the objectives and memorandum of association, Section 3, concerning the company's objectives related to the nature of the Company's business in information technology

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy vote for any item on this agenda is not in accordance with this form, it shall be considered invalid.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remarks :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
2. วาระเลือกตั้งกรรมการผู้ถือหุ้นสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้
In the item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เทคเลด เอ็นพีเอ็น จำกัด (มหาชน)

This supplemental proxy is granted by a shareholder of Techlead NPN Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 25 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 หรือที่ซึ่งจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2025 Annual General Meeting of Shareholders on 25 April 2025 at 02.00 p.m. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time and place if the meeting is rescheduled., or such other date, time and place if the meeting is rescheduled.

วาระที่ _____	เรื่อง _____			
Item No.	Re:			
	<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร		
	(a)	To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.		
	<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้		
	(b)	I direct my proxy to cast the vote indicated below:		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

วาระที่ _____	เรื่อง _____			
Item No.	Re:			
	<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร		
	(a)	To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.		
	<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้		
	(b)	I direct my proxy to cast the vote indicated below:		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

วาระที่ _____	เรื่อง _____			
Item No.	Re:			
	<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร		
	(a)	To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.		
	<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้		
	(b)	I direct my proxy to cast the vote indicated below:		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

วาระที่ _____	เรื่อง	แต่งตั้งกรรมการ (ต่อ)		
Item No.	Re:	To consider and approve the appointment of directors (if any)		
	ชื่อกรรมการ			
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	
	ชื่อกรรมการ			
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	
	ชื่อกรรมการ			
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

The Company's Articles of Association related to the General Meeting of Shareholders

Chapter 5 Board of Directors

Article 16 The Board of Directors consists of not less than 10 directors to run the Company business. Not less than one-half of the total number of directors must have a residence within the Kingdom of Thailand. A director may or may not be a shareholder of the Company

Article 17 The directors of the Company shall be elected by the shareholders meeting pursuant to the following criteria and methods:

- (1) A shareholder shall have one (1) vote per one (1) share.
- (2) Each shareholder may exercise all the votes he has under (1) to elect one or several persons as directors, but may not allot his votes to any person at any number.
- (3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors as the number of directors that the Company may have or that is to be elected at such meeting. In the event of equal votes among the persons elected in order of respective high number of votes, which number exceeds the number of directors that the Company may have or that is to be elected at such meeting, the Chairman of the meeting shall have a casting vote.

Article 18 At each Ordinary General Meeting, one-third (1/3) of the directors during such time or, if their number is not multiple of three then the number nearest to one-third must retire from office. A retired director shall be eligible for re-election. The directors who retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire

Article 21 The shareholders meeting may adopt a resolution that any director vacate his office before the expiry of his term with the votes of not less than three-fourths (3/4) of the number of shareholders present at the meeting and entitled to vote and holding shares representing not less than half of the shares held by shareholders attending the meeting and being entitled to vote.

Article 23 A director is entitled to remuneration from the Company in accordance with the shareholders meeting's resolution passed by the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. The remuneration may be determined at a set amount or by specific criteria and it may be set from time to time or remain effective until otherwise resolved. In addition, the Company's directors are entitled to per diem and any fringe benefits according to regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

Chapter 6 Shareholders Meeting

Article 32 The Board of Directors shall organize a shareholders meeting to be held as an annual general meeting within four (4) months from the end of each accounting year of the Company.

Article 33 To summon a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, date, time, agenda and the matters to be proposed at the meeting by

clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, as the case may be, including the submission of any comments by the Board of Directors on such matters. Such notice shall be sent to the shareholders and the Registrar not later than seven (7) days prior to the date of such meeting. Such meeting shall be published in newspapers not later than three (3) days prior to the date of the meeting for not less than three (3) consecutive days.

The venue of the meeting may be in the province of location of the Company's headquarters or any other places determined by the Board of Directors.

Article 34 Not less than twenty-five (25) shareholders present in persons or represented by proxies (if any) or not less than half of the total shareholders holding not less than one-third (1/3) of the total number of shares sold must be present at the shareholders meeting to form a quorum.

If after one hour from the time fixed for any shareholders meeting, the number of shareholders present does not constitute a quorum as specified in the first paragraph, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting is not summoned upon the requisition of shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 35 The Chairman shall preside over the meeting of the shareholders. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside over such meeting. If there is no Vice Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders present at the meeting to preside over such meeting.

Article 36 In casting votes at the share meeting, one share shall be regarded as one vote. A shareholder having special interest in a given matter has no right to vote on such matter, except for the director election. The resolutions of the shareholders meeting for all ordinary resolutions shall required a simple majority of the total of votes cast by shareholders present and vote at the meeting. In case the votes are tied, the chairman of the meeting shall have a casting vote.

Article 37 The business to be transacted at the annual ordinary meeting of the shareholders includes:

- (1) Acknowledgement of the Board of Directors' report on operation of the Company during the previous year;
- (2) Approval of the balance sheets and profit and loss statements;
- (3) Approval as to the appropriation of profits and payment of dividends;
- (4) Election of directors to replace those retired by expiry of their terms and to fix their remuneration;
- (5) Appointment of the auditors and approval on audit fee of the Company;
- (6) Other businesses

Chapter 7 Accounting, Financing and Auditing

Article 40 The Board of Directors shall prepare the balance sheet and the profit and loss statement as at the end of the accounting year of the Company and shall submit the same to the annual ordinary general meeting of the shareholders for adoption. The Board of Directors shall have the balance sheet and the profit and loss statement examined by the auditor prior to submission to the shareholders meeting.

Article 41 The Board of Directors shall send the following documents to the shareholders

together with the notice calling for annual shareholders meeting :

- (1) Copies of the balance sheet and the profit and loss statement, which have already been examined by the auditor together with the report of the auditor; and
- (2) Annual report of the Board of Directors together with supporting documents


Article 42 No dividends shall be paid other than out of profits. As long as the Company continues to sustain accumulated losses, no dividends shall be paid.

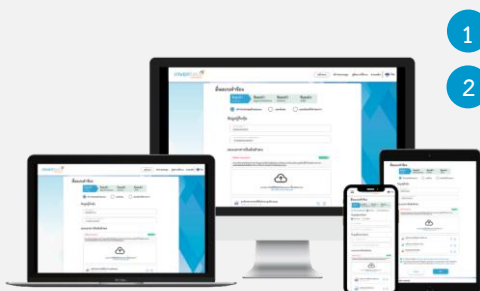
Article 46 The auditor has duty to be present at the shareholders meeting of the Company every time the balance sheets, profit and loss accounts and problems concerning the account of the Company are considered in order to give explanation on the auditing to the shareholders.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://con.inventech.co.th/EE956724R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2025 at 8:30 a.m. and shall be closed on 25 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 25 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 24, 2025 at 5.00 p.m.

TECHLEAD NPN Public Company Limited

No. 50 Chulabhorn 60th Anniversary Science Research Center Building, 5th floor,
Faculty of Science, Kasetsart University, Ngamwongwan Road, Lat Yao Sud-district,
Chatuchak District, Bangkok 10900.

If you have any problems with the software, please contact Inventech Call Center



02-460-9227



@inventechconnect



The system available during 18 - 25 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

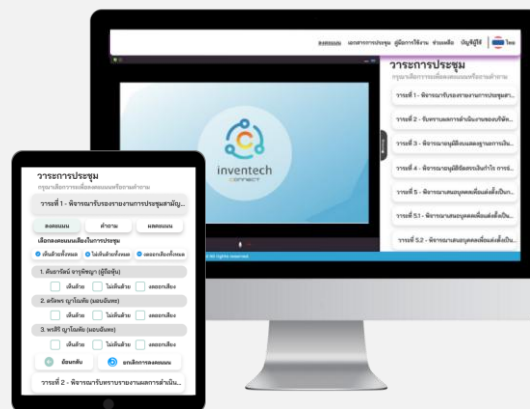


Report a problem

@inventechconnect

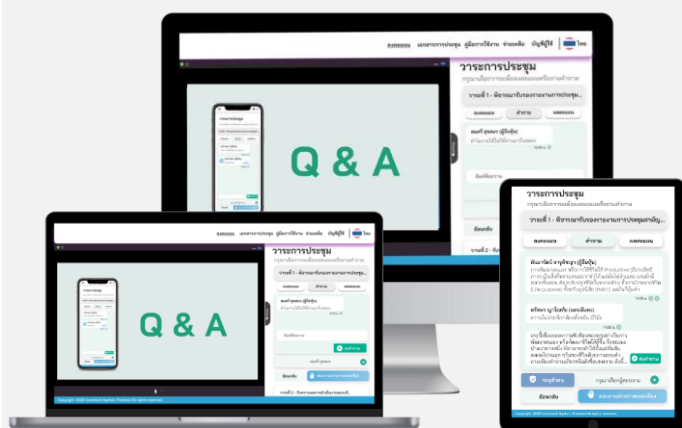
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can

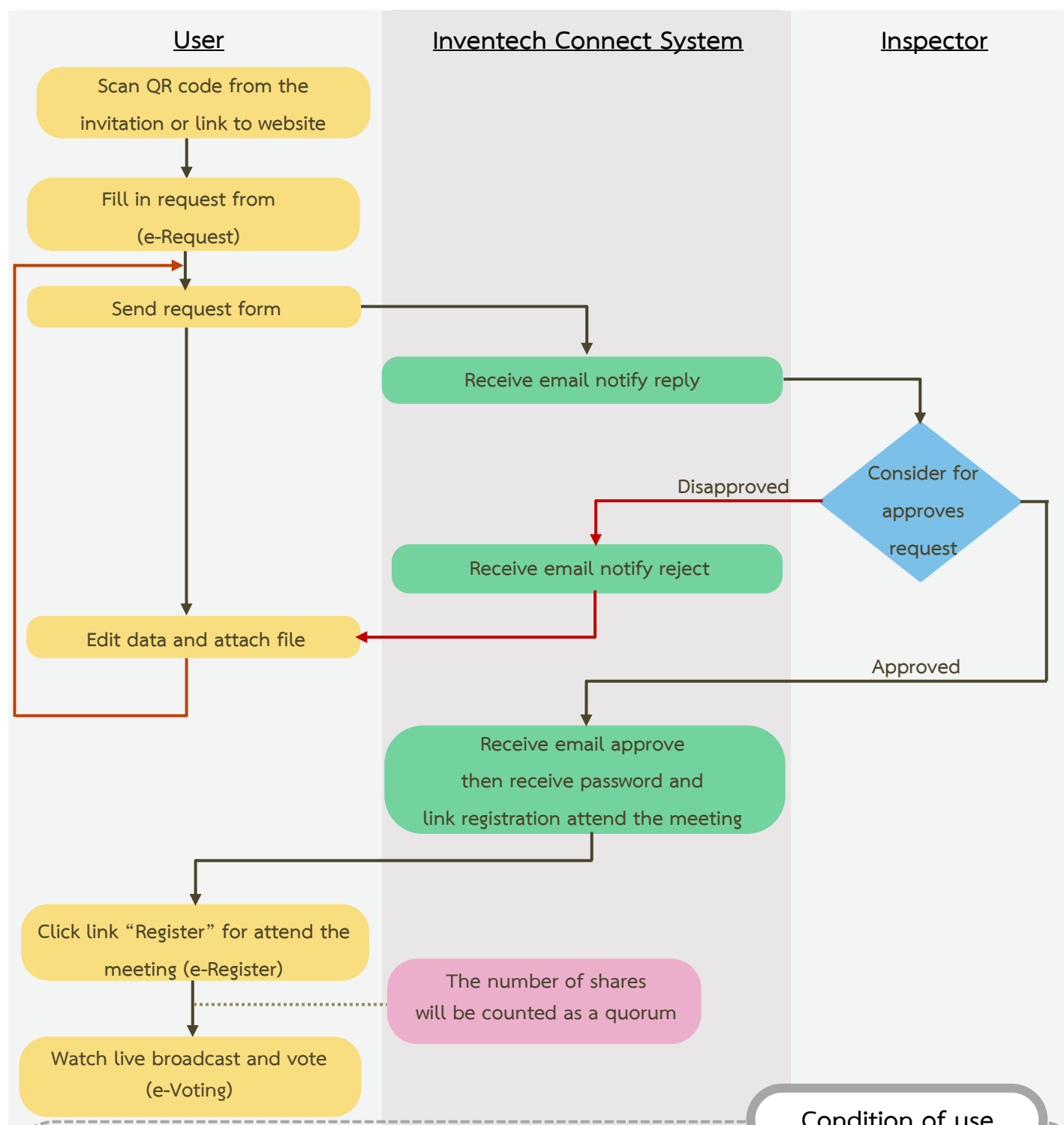
How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.