

Notice of the **2024** Annual General Meeting of Shareholders

PanelésMatic Solutions Public Company Limited

9 May **2024** at **14.00** hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. **36** Moo **7**, Bang Talad Sub-district, Pakkret District
Nonthaburi Province



PANELÉS MOVABLE SILENCE BOOTH



PANEL_CS. 04006

25 April 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders

To: Shareholders of PanelesMatic Solutions Public Company Limited

Enclosed:

- (1) Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
- (2) Annual Report 2023 (Form 56-1 One Report) with statement of financial position and profit and loss statement for the year ending December 31, 2023 in QR format (QR Code)
- (3) Information of the directors who are due to retire by rotation and have been nominated for reappointment as directors for another term at the 2024 Annual General Meeting of Shareholders
- (4) Company's Articles of Association relating to the General Meeting of Shareholders
- (5) Proxy Form A., Form B. and Form C.
- (6) Information about independent directors who act as proxies in shareholder meetings. and qualifications of independent directors
- (7) Documents required for attending the E-AGM
- (8) Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy

The Board of Directors Meeting of PanelesMatic Solutions Public Company Limited (the "Company") which was held on 24 April 2024, Approved the date for 2024 Annual General Meeting of Shareholders on 9 May 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province by specifying the agenda of the 2024 Annual General Meeting of Shareholders as follows:



QR Code For Registration

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

Facts and Reasons

The Company held the Extraordinary General Meeting of Shareholders No. 1/2023 on 25 April 2023, and prepared a meeting report for that shareholder meeting. with details as shown in the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 in **Attachment 1.**

Opinions of the Board of Directors

The Board of Directors considered that the Extraordinary General Meeting of Shareholders No. 1/2023 held on 25 April 2023 was recorded correctly and completely and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders for approval.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To consider and acknowledge the operating results of the Company in the year 2023

Facts and Reasons

Section 113 of the Public Limited Companies Act B.E. 2535 (1992) (including any additional amendments) (the “PLC Act”) and Article 50 of the Articles of Association of the Company provide that the Board of Directors shall prepare the Annual Report of the Board of Directors and propose it to the annual general meeting of shareholders. And Article 46 (1) of the Company’s Articles of Association provides that the annual general meeting of shareholders shall consider the Annual Report of the Board of Directors, which shows the operating results of the Company for over the past year. The Company has compiled a summary report on the business of the Company, important changes in various areas for the year 2023, and other important information in the 2023 Annual Report (Form 56-1 One Report) with the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ending 31 December 2023 in the form of QR Code in **Attachment 2.**

Opinions of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to acknowledge the operating results of the Company in the year 2023.

Vote to Pass Resolution

This agenda is for acknowledgment; therefore, voting is not required.

Agenda 3 To consider and approve the statement of financial position and the statement of comprehensive income for the fiscal year ending 31 December 2023.

Facts and Reasons

Section 112 of the PLC Act and Article 49 of the Articles of Association of the Company provide that the Board of Directors shall prepare the statement of financial position and statement of income for the fiscal year ending of the Company and propose it to the annual general meeting of shareholders to consider and approve. The details are shown in the 2023 Annual Report (Form 56-1 One Report) with Statement of Financial Position and Statement of Income for the year ending on 31 December 2023 in the form of QR Code in **Attachment 2.**

Opinions of the Board of Directors

The Board of Directors and the Audit Committee considered the statement of financial position and statement of income for the year ending on 31 December 2023, which have been audited by the certified public accountant, and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders for consideration and approval for the statement of financial position and statement of income for the year ending on 31 December 2023.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the allocation of net profit as legal reserve and the dividend payment for the year 2023.
Facts and Reasons

Section 116 of the PLC Act and Article 55 of the Articles of Association of the Company provide that the Company must allocate a portion of its annual net profit as a reserve of not less than 5 percent of its annual net profit with the deduction from the amount representing the accumulated loss carried forwards (if any) until the reserve amounts to not less than 10 percent of the registered capital.

Since the Company had a net profit from operating results according to the statement of financial position and the statement of comprehensive income for the fiscal year ending 31 December 2023, in the amount of THB 18,034,870 as shown in 2023 Annual Report (Form 56-1 One Report) with Statement of Financial Position and Statement of Income for the year ending on 31 December 2023 in the form of QR Code, **Attachment 2**, in this regard, the Company has to allocate a portion of its annual net profit as a legal reserve of not less than 5 percent of the annual net profit deducted by accumulated loss brought forward (if any). Then, the Company therefore has to allocate a portion of its annual net profit as a reserve in the amount of THB 2,351,743.

For the Dividend payment, Section 115 of the PLC Act and Article 54 of the Articles of Association of the Company provide that dividends other than profits cannot be paid, and in the event that the Company still has an accumulated loss, dividends cannot be paid.

The company's dividend payment policy is as follows: “the Company's policies are to distribute a dividend to shareholders of no less than 40% of the Company's net profit, available after the corporate income tax, allocation of legal reserve and other reserves (if specified and if applicable). The dividend payout must not have a significant impact on the Company's normal operations. The Company's Board of Directors and its shareholders may adjust the dividend payout depending on financial position, operating results, investment and expansion plans and other considerations as deemed appropriate.” The consideration and approval of the dividend payment must be approved by the shareholders’ meeting, except for the interim dividend payment, which the Board of Directors has the authority to approve and report to the next shareholders’ meeting.

Since the Company had sufficient net profit to pay dividends, therefore, the Company proposed to pay dividends for the Company's operating results for the accounting period ending 31 December 2023 by Dividends shall be paid in cash of THB 0.04 per share or not exceeding THB 7,600,000. The Company has set the record date of shareholders who are entitled to receive the dividend on 13 March 2024, and Dividend payment date is set on 24 May 2023. However, the Company's entitlement to such dividends is still uncertain. Because it must be approved by the 2024 Annual General Meeting of Shareholders.

The Comparison of the Dividend Payment

Details of the Payment of Dividend		2024 (Proposed Year)
1.	Annual net profit (THB)	18,034,870
2.	Number of stocks eligible for dividend	190,000,000
3.	Dividend payment (THB/share)	0.04
4.	Total dividend payment (THB)	7,600,000
5.	Dividend payout ratio and annual profit on specific financial statements (%)	42.14
6.	Whether the dividend payout ratio is consistent/inconsistent with or inconsistent with dividend payment policy.	Yes

Opinions of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of net profit as legal reserve in the amount of THB 2,351,743, And approval of dividend payment for the results of the year 2023 from the net profit for the year 2023 to the shareholders of the Company. The dividend will be paid in the form of in cash at the rate of THB 0.04 per share instead; or the total amount not exceeding THB 7,600,000. The Company has set the record date of shareholders who are entitled to receive the dividend on 13 March 2024., and Dividend payment date is set on 24 May 2023. However, the Company's entitlement to such dividends is still uncertain. Because it must be approved by the 2024 Annual General Meeting of Shareholders.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation

Facts and Reasons

Section 71 of the PLC Act and Article 22 of the Articles of Association of the Company provide that at every annual general meeting of shareholders, the directors shall retire their office by rotation at the ratio of one-third of the total number of directors of the Company. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The directors to vacate office in 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 vacate office.

Currently, the Company has 8 directors, therefore, in the 2024 Annual General Meeting of Shareholders requires to have 3 directors who are due to retire by rotation namely:

- | | | |
|----|-------------------------|--|
| 1) | Mr. PISET CHIYASAK | Chairman of The Board of Directors /
Independent Director / Chairman of
Audit Committee |
| 2) | Mr. KARN CHUSATAKARN | Independent Director / Audit
Committee / Chairman of the
Nomination and Remuneration
Committee / Risk Management
Committee |
| 3) | Mrs. JULIA W. PETPAISIT | Director / Chairman of the Executive
Director / Risk Management Committee
/ Chief Executive Officer |

The Remuneration and Nomination Committee (excluding directors who have conflict interest in this agenda) has considered the suitability of a person who should be appointed as a director of the Company by considering important criteria, such as qualifications and the absence of prohibited characteristics under the PLC Act and the Securities and Exchange Act, B.E. 2535 (1992), as well as other related laws and regulations. In addition, the consideration is also based on the merits, ethics, knowledge, abilities, experiences and diversity of the Board of Directors' qualifications as a whole, including individual performance in the positions of director and member of sub-committees in each person. Then, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the re-election of Mr. PISET CHIYASAK, Mr. KARN CHUSATAKARN and Mrs. JULIA W. PETPAISIT, to be re-elected and serve as the directors and the sub-committees of the Company for another term, as aforementioned in the previous paragraph, because those 3 nominees are qualified and not prohibited by laws, and also have knowledge, ability, expertise and experience, which can strengthen the management of the Company.

Independent directors Mr. PISET CHIYASAK and / Mr. KARN CHUSATAKARN can independently express their opinions according to relevant standards.

PanelésMatic Solutions

A brief history of directors whose terms have expired and who have been nominated for re-election appears in **Attachment 3**.

Opinions of the Board of Directors

The Board of Directors (excluding directors who have conflict interest in this agenda) has considered and agreed with the opinion of the Nomination and Remuneration Committee that it deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of directors to replace those retiring by rotation as follows:

- | | |
|----------------------------|--|
| 1) Mr. PISET CHIYASAK | Chairman of The Board of Directors / Independent Director / Chairman of Audit Committee |
| 2) Mr. KARN CHUSATAKARN | Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Risk Management Committee |
| 3) Mrs. JULIA W. PETPAISIT | Director / Chairman of the Executive Director / Risk Management Committee / Chief Executive Officer |

These three directors meet the legal requirements of the laws governing public limited companies and the securities and exchange as well as the relevant regulations. The three directors have knowledge, ability, and experience which can help strengthen the Company's management. Moreover, they can devote their time and ability for the best interests of the Company, shareholders and all stakeholders, which is suitable to serve as director for another term.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes. The Company shall seek for approval of each director appointment individually.

Agenda 6 To consider and approve the determination of remuneration of directors and sub-committees for the year 2024.

Facts and Reasons

Section 90 of the PLC Act provide that the company is prohibited from paying any money or any other assets to the director unless it is paid as a remuneration according to the Articles of Association of the Company. Remuneration shall be in accordance with the resolution of the meeting of shareholders consisting of votes of not less than two-thirds of the total number of votes of shareholders attending the meeting. And Article 35 of the Articles of Association of the Company provides that directors are entitled to receive remuneration from the Company in the form of meeting allowances, gratuities, bonuses or other benefits as considered by the meeting of shareholders, which the meeting of shareholders may determine a fixed amount or lay down a rule and will be fixed from time to time or will be effective forever until there is a change

The provisions of the first paragraph shall not affect the right of company employees or directors appointed by employees to receive compensation and results. benefits as employees of the Company.

According to the director's remuneration policy, the Nomination and Remuneration Committee has been considered in accordance with the remuneration of other listed companies in the same industry with similar size company performance and duties and responsibilities of the Board of Directors as well as the overall economic situation and then propose to the Board of Directors for consideration and approval and propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Board of Directors and the members of sub-committees of the Company for the year 2024. Details are as follows:

Position	2024 (Proposed year)		2023	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
Board of Directors				
1. Chairman of the Board of Directors	-	10,000		10,000
2. Non-executive directors	-	5,000		5,000
The Audit Committee				
1. Chairman of Audit Committee	-	10,000		10,000
2. Audit Committee Members	-	5,000		5,000
Nomination and Remuneration Committee				
1. Chairman of the Nomination Remuneration Committee	-	10,000		10,000
2. Member of Nomination and Remuneration Committee	-	5,000		5,000
Risk Management Committee				
1. Chairman of the Risk Management Committee	-	10,000		10,000
2. Member of Risk Management Committee	-	5,000		5,000

In this regard, directors who are executives or employees of the company or directors who are advisors to the company There will be no right to receive monthly compensation and meeting allowances for holding the position of director of the Company. including other sub-committees

Note : There are no other benefits.

Opinions of the Board of Directors

The Board of Directors has considered the remuneration of directors and sub-committees for the year 2024 and agreed with the opinion of the Nomination and Remuneration Committee which has been considered based on the director's remuneration policy of the Company. Therefore, it was deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of directors and sub-committees for the year 2024.

Vote to Pass Resolution

This agenda must pass a resolution of approval with the votes of not less than two-thirds of the number of shareholders attending the meeting

Agenda 7 To consider and approve the appointment of the Company's auditors and determine the auditor's remuneration for the year 2024.

Facts and Reasons

Section 120 of the PLC Act provides that the shareholders' meeting shall appoint an auditor and determine the auditor's remuneration every year. In appointing the auditor, the same auditor may be re-appointed and Article 51 of the Articles of Association of the Company provides that one of the activities of the annual general meeting is to consider the appointment of the auditor and determine the auditor's remuneration.

The appointment of the auditors for the year 2024, the Audit Committee has considered and selected an auditor from Karin Audit Company Limited to serve as the Company's auditor for the year 2024, which has been 2 consecutive years, details of auditors are as follows:

1. Mr. JADESADA HUNGSAPRUEK CPA No. 3759 and/or
2. Mr. KOMIN LINPHRACHAYA CPA No. 3675 and/or
3. Mr. JIROTE SIRIROROTE CPA No. 5113 and/or
4. Mr. POJANA ASAWASONTICHAJ CPA No. 4891 and/or
5. Miss KANNIKA WIPANURAT CPA No. 7305 and/or
6. Miss BONGKOTRAT SUAMSIRI CPA No. 13512

Where any one of the above shall have the authority to review and sign the Company's audit report, and in the event that there is a necessity that the auditors listed above are unable to perform their duties, Karin Audit Company Limited shall find another suitable auditor to perform the duties.

In this regard, the auditors and their companies listed above have no relationship or interest with the Company or its subsidiaries. Senior executives, major shareholders, or individuals with any relationship with the aforementioned individuals. Financial statements of the company No auditor, including the aforementioned certified public accountant, has been responsible for auditing the company's accounts for more than 7 years. Continuous accounting years.

In addition, the Audit Committee propose to determine the remuneration of the Company's auditors and its subsidiaries for the year 2024 in not over the amount of not more than THB 1,266,900 per year, excluding other service fees (Non-Audit Fee) that the Company actually paid. The comparison between 2024 and 2023 as follows:

Unit: THB

Remuneration	2024 (which is the proposed year)	2023
1) Audit Fee	1,266,900	1,230,000
2) Other Service Fee (Non-Audit Fee)	-None-	-None-

The Company has considered that the auditor has the qualifications as specified by the Securities and Exchange Commission. Have good working standards Has expertise in auditing And when considering the comparison The amount of work and the audit fees of other listed companies at the same level were seen that Karin Audit Company Limited had offered a fee that was appropriate for the company.

Opinions of the Board of Directors

The Board of Directors has considered and agreed with the opinion of the Audit Committee, and deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of (1) Mr. JADESADA HUNGSAPRUEK CPA No. 3759 and/or (2) Mr. KOMIN LINPHRACHAYA CPA No. 3675 and/or (3) Mr. JIROTE SIRIROROTE CPA No. 5113 and/or (4) Mr. POJANA ASAWASONTICHAJ CPA No. 4891 and/or (5) Miss KANNIKA WIPANURAT CPA No. 7305 and/or (6) Miss BONGKOTRAT SUAMSIRI CPA No. 13512, the auditor from Karin Audit Company Limited is the Company's auditor for the year 2024 and the determine the remuneration of auditors for the year 2024 in the amount of THB 1,266,900 per year, excluding other service fees (Non-Audit Fee) that the Company actually paid.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Facts and Reasons

The proposal for this agenda is to allow the shareholders to express their question, discuss and/or propose to the Board of Directors and/or management on the matters other than the agendas proposed above. However, if the shareholders desire to raise other matters which need to be considered and approved by the Shareholders' Meeting, it shall be in accordance with the condition prescribed in Section 105 of the PLC Act, which provides that "When the meeting finished considering the matters specified in the invitation letter, the shareholders holding shares of not less than one-third of the total number of subscribed shares may request the meeting to consider other matters in addition to those specified in the invitation letter."

Opinions of the Board of Directors

The Board of Directors deems appropriate to remain this agenda for the shareholders to question and/or express their opinion on any issues without voting. In such case, if the shareholders desire to consider and cast the vote, it shall comply with the conditions of the law above.

Therefore, all shareholders are cordially invited to attend the 2024 Annual General Meeting Shareholders on Wednesday, 24 April 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province

In addition, if the company changes the meeting schedule or arranges dates and times. The meeting venue shall not be notified to shareholders in advance of such changes within the time limit prescribed by law. The company shall publish such changes through the information dissemination system of the Thai Stock Exchange of Thailand and/or the company website and other channels.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, as set out in **Attachment 5**. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in **Attachment 6** to attend the meeting and cast votes on his or her behalf.

In addition, foreign shareholders who have appointed the Custodian to keep their shares in the custody, can record their voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD). The record of such information can be made in advance until 23 April 2024 (1 day before the meeting date) until 5 p.m.

Shareholders can submit recommendations or questions in advance of the 2024 Annual General Meeting of Shareholders via the following channels:

- Email Address: somsak@panelesmatic.com
- Post: "Company Secretary" PanelesMatic Solutions Public Company Limited, No.36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120

The Company has set 13 March 2023 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.

Your sincerely,

(Mr. PISET CHIYASAK)

Chairman of The Board of Directors

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**of****Penele'smatic Solutions Company Limited****Date and Venue**

The meeting will be held on Tuesday, April 25, 2023 at 10:00 a.m. at the meeting room of the company office, No. 36 Moo. 7 Bang Talat Subdistrict, Pak Kret District. Nonthaburi Province

Directors attending the meeting were 8 persons.

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|----|--|--|
| 1. | Mr. Piset Chiyasak | Chairman of the Board of Directors / Independent
Director / Chairman of the Audit Committee |
| 2. | Mr. Karn Chusatakarn | Independent Director / Audit Committee |
| 3. | Assoc.Prof.Dr. Suneerat Wuttichindanon | Independent Director / Audit Committee |
| 4. | Mrs. Julia W Petpaisit | Director |
| 5. | Mr. Aungsurus Areekul | Director |
| 6. | Mr. Amorn Kitkrua | Director |
| 7. | Mr. Somsak Prikboonchan | Director |
| 8. | Miss Yanida Areekul | Director |

Meeting attendee: 1 person as follows:

- | | | |
|----|---------------------------|-----------------------------------|
| 1. | Miss Siriporn Thongtalung | Financial and Accounting Director |
|----|---------------------------|-----------------------------------|

Start the meeting

Mr. Piset Chiyasak Chairman of the Board of Directors Acting as the chairman of the meeting (“Chairman”), the Chairman announced to the meeting that there were 3 shareholders attending the meeting in person, totaling 14,000,000 shares (the Company's shareholders were 3 shareholders, number Total shares: 14,000,000 shares) constituting a quorum.

The Chairman opened the meeting and assigned Mr. Somsak Phrikboonchan Company secretary Responsible for conducting meetings and is the secretary of the meeting by conducting the meeting according to the agenda as follows:

Agenda 1 **Consider certifying the minutes of the 2023 Annual General Meeting of Shareholders.**

The Chairman proposed that the meeting adopt the minutes of the 2023 Annual General Meeting of Shareholders, held on March 17, 2023, with details according to a copy of the minutes which had been sent to all shareholders along with the meeting invitation letter. (Attachment 1)

The meeting passed a unanimous resolution.

Resolution Certify the minutes of the 2023 Annual General Meeting of Shareholders, held on March 17, 2023, with all details as presented.

Agenda 2 **Consider approving the transformation from a limited company to a public limited company and granting authority to carry out and amend matters necessary for the transformation of the company from a limited company to a public limited company.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that As the company plans to Initial Public Offering: IPO and list the company's shares on the Stock Exchange. (MAI), for such purpose the company must convert from a limited company to a public limited company in order to The company has all the qualifications according to the rules and laws related to the Initial Public Offering: IPO and the listing of the company's shares on the Stock Exchange. (MAI) in order to submit an application for permission to issue and offer common shares to the public. To the Office of the Securities and Exchange Commission ("SEC"), it was therefore deemed appropriate to propose to the meeting to consider approving the transformation of the company. From a limited company to a public limited company According to the Public Limited Companies Act B.E. 2535 (and amendments)

In addition, the meeting secretary Explained to the meeting that Processing of registration applications Transforming the company into a public limited company There must be a change. and managing various documents According to the advice of the Public Company Registrar. Therefore, it was deemed appropriate to propose that the meeting consider approving the delegation of authority to the authorized directors of the company. and/or persons assigned by the authorized directors of the company as authorized persons To register with the Ministry of Commerce and has the authority to make additional amendments. Change the message and/or words in such registration as necessary and appropriate To comply with the orders of the Company Partnership Registrar. The meeting considered and unanimously resolved as follows:

Resolution Approving the transformation from a limited company to a public limited company and granting authority to carry out and amend matters necessary for the transformation of the company from a limited company to a public limited company. with all details as presented.

Agenda 3 **Consider and approve the change of company name.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that in order to be in line with the transformation of the company into a public limited company, Therefore, it was deemed appropriate to propose that the meeting consider approving the change of the company's name as follows.

<u>Current</u>	Company name “บริษัท เพเนเลส์มาติก โซลูชั่นส์ จำกัด”
Written in English as follows:	“PANELESMATIC SOLUTIONS COMPANY LIMITED”
<u>New</u>	Company name “บริษัท เพเนเลส์มาติก โซลูชั่นส์ จำกัด (มหาชน)”
Written in English as follows:	“PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED”

The meeting considered and unanimously resolved as follows:

Resolution Approval of change of company name with all details as presented.

Agenda 4 **Consider and approve the amendment of the company's seal.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that To be consistent with the change of company name Therefore, it was deemed appropriate to propose that the meeting consider approving the amendment of the company's seal to be consistent with the change of the company's name. The details are as follows.

Current



New



The meeting considered and unanimously resolved as follows:

Resolution Approve the amendment of the company seal. with all details as presented.

Agenda 5 **Consider and approve amendments to the company's objectives.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that To be in line with the transformation of the company into a public limited company. Therefore, it was deemed appropriate to propose that the meeting consider approving amendments to the Company's objectives. by canceling all original objectives and give it a new purpose. Details appear in the objective outline. of the Company (new edition) which has been sent to all shareholders. (Attachment 2)

The meeting considered and unanimously resolved as follows:

Resolution Approve the amendment of the company's objectives. with all details as presented.

Agenda 6 **Consider and approve changes in the par value of the company's shares.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that To be consistent with the transformation of the company into a public limited company and to ensure that the company's shares have a par value suitable for issuing and offering shares to the public. For the first time (Initial Public Offering: IPO), it was therefore deemed appropriate to propose that the meeting consider approving the change in the par value of the shares. From the original par value of 5.00 baht per share to a par value of 0.50 baht per share (with all shares being common shares) and changing the number of the company's shares to be consistent with the change in the par value of the shares. The details are as follows:

	<u>Before the change</u>	<u>After the change</u>
Registered Capital (Baht)	70,000,000	70,000,000
Par value (Baht)	5.00	0.50
Ordinary (shares)	14,000,000	140,000,000

The meeting considered and unanimously resolved as follows:

Resolution Approve the change in the par value of the company's shares. with all details as presented.

Agenda 7 **Consider and approve an increase in the company's registered capital.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that In order to raise funds and carry out the plan to issue Initial Public Offering: IPO and bring the company's shares To be listed on the Stock Exchange (MAI), it was therefore deemed appropriate to propose to the meeting for consideration and approval. Increasing the registered capital of the company by 25,000,000 baht from the original 70,000,000 baht to 95,000,000 baht. By issuing 50,000,000 additional common shares of the company with a par value of 0.50 baht per share, which is calculated as 26.31 percent of the registered capital after capital increase

The meeting considered and unanimously resolved as follows:

Resolution Approved the increase of the company's registered capital to 25,000,000 baht from the original 70,000,000 baht. to 95,000,000 baht by issuing 50,000,000 additional common shares of the company with a par value of 0.50 baht per share, with all details as proposed.

Agenda 8 **Consider approving the allocation of the company's new common shares to the general public for the first time, including benefactors, directors, and employees of the company. and consider and approve the delegation of relevant powers.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that As the meeting resolved to approve an increase in the company's registered capital of 25,000,000 baht from the original 70,000,000 baht to 95,000,000 baht by issuing 50,000,000 additional common shares of the company with a par value of 0.50 baht per share, it was therefore deemed appropriate to propose to the meeting. Consider and approve Allocation of 50,000,000 additional common shares with a par value of 0.50 baht per share for sale to the public. for Initial Public Offering: IPO, which includes the allocation of additional common shares to Company benefactors (Benefactor means a person who has a characteristic of benefactor that clearly benefits the issuing company. Equity instruments such as customers, raw material suppliers, etc.) and people who have relationships with the company (Relationship person means Persons whose relationships are directors, executives, and major shareholders controlling person, parent company and persons related to the company) in accordance with the requirements of the announcement of the Capital Market Supervisory Board No. TorJor. 40/2014 regarding the sale of newly issued securities in the category of shares and warrants to purchase shares of the issuing company. Equity instruments, dated 7 November 2014 (including which has been amended) (“Announcement of the Capital Market Supervisory Board No. TorChor. 40/2014”)

The distribution of shares must comply with the announcement of the Capital Market Supervisory Board No. TorChor. 40/2014, including other related criteria. This requires companies that issue equity instruments to separate equity instruments allocated to individuals, clearly stated and disclose information on the allocation of such equity instruments in the securities offering registration form, and prospectus according to the procedures and methods prescribed by law.

In addition, it was deemed appropriate to propose that the meeting consider approving the delegation of authority to the authorized directors of the company, and/or Executive Chairman and/or persons who are authorized directors of the company or the chairman of the executive committee assigned as the person with authority to consider set conditions. Various details related to the offering of shares, such as the offering price, the offering period, conditions, amounts and other details related to the allocation of such additional common shares as we deem appropriate. Including various powers including but not limited to

- (1) Offer for sale and/or allocate additional common shares of the company to the public. This includes but is not limited to Company benefactors People who have a relationship with the company As the Board of Directors deems appropriate.
- (2) Consider specifying and/or changing the conditions and other details related to the Initial Public Offering: IPO, such as the offering price, offering period, conditions, methods. Offering Payment of shares Allocation of shares remaining from subscription The amount and other details related to the allocation of such shares in accordance with relevant regulations. Including the power to take any action necessary or related to the said share offering in all respects. Including appointing distributors and underwriters, preparing applications and various supporting documents for submission to the Securities and Exchange Commission, Thailand, and other agencies related and entering into other contracts related to such operations.
- (3) Carry out any relevant actions to achieve the objectives in this matter, subject to relevant announcements, regulations, criteria, and laws. Including granting authority or withdrawing authority to any representative to carry out the objectives in the said matter.

The meeting considered and unanimously resolved as follows:

Resolution

Approve the allocation of the Company's additional common shares to the general public for the first time, including Benefactors, directors, employees of the company and related authorization with all details as presented.

Agenda 9 **Consider and approve amendments to the company's memorandum of association. To be consistent with the change of company name Objective amendment Change in par value Increasing the registered capital of the company and transformation from a limited company to a public limited company**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that To be consistent with what was resolved in the previous agenda. Therefore, it was deemed appropriate to propose that the meeting consider approving the amendment to the Company's memorandum of association. To be consistent with the change of company name Objective amendment Change in par value Increase in registered capital of the company and the transformation from a limited company to a public limited company as follows:

- No 1. Company name “บริษัท เพนเลส์มาติก โซลูชั่นส์ จำกัด (มหาชน)”
and has a name in English that “PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED”
- No 2. The company aims to offer shares to the public.
- No 3. There are 46 objectives of the company, details as per the attached PCL 002 form.
- No 4. Registered capital 95,000,000 Baht (Ninety-five million baht)

divided into 190,000,000 shares (One hundred and ninety million shares)
Par value 0.50 Baht

divided into:
Ordinary shares 190,000,000 shares (One hundred and ninety million shares)
Preferred shares - shares (-)
- No 5. The head office location will be located in Nonthaburi Province.

The meeting considered and unanimously resolved as follows:

Resolution Approve the amendment to the company's memorandum of association. To be consistent with the change of company name Objective amendment Change in par value Increasing the registered capital of the company and transformation from a limited company to a public limited company with all details as presented.

Agenda 10 **Consider and approve amendments to the company's regulations. To be consistent with the transformation into a public limited company.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that To be in line with the transformation of the company into a public limited company. Therefore, it was deemed appropriate to propose that the meeting consider approving the amendments to the Company's regulations. By canceling all previous regulations. and use new regulations Details appear in the new draft regulations. which has been sent to all committee members along with the meeting invitation letter (Attachment 3)

The meeting considered and unanimously resolved as follows:

Resolution Approve the amendment of the company's regulations. To be consistent with the transformation into a public limited company. with all details as presented.

Agenda 11 **Consider and approve the appointment of the Board of Directors. and Chairman of the Board of Directors and consider and approve the determination of the authority of directors to sign to bind the company.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that In converting the company from a limited company to That public limited company A new committee must be appointed. and determine the directors who have the authority to sign to bind the company In accordance with the Public Limited Companies Act B.E. 2535 (and the amendments), in this regard, it was deemed appropriate to propose to the meeting to consider and approve the appointment of the Company's Board of Directors. and Chairman of the Board of Directors Including considering and approving the determination of names and the number of directors authorized to sign to bind the company. According to the details as follows:

Board of Directors (8 people)

Proposed that the Board of Directors consist of a total of 8 directors and that the following names of famous people are proposed: Serves as a member of the company's board of directors and Chairman of the Board of Directors after the Company Converted to a public limited company.

No.	Name-Surname	Position
1.	Mr. Piset Chiyasak	Chairman of the Board of Directors / Independent Director
2.	Mr. Karn Chusatakarn	Independent Director
3.	Assoc.Prof.Dr. Suneerat Wuttichindanon	Independent Director
4.	Mrs. Julia W Petpaisit	Director
5.	Mr. Amorn Kitkrua	Director
6.	Mr. Somsak Prikboonchan	Director
7.	Mr. Aungsurus Areekul	Director
8.	Miss Yanida Areekul	Director

Directors authorized to sign to bind the company

Propose that the meeting consider specifying the names and number of directors authorized to sign to bind the company as follows.

"Mrs. Julia W Petpaisit or Mr. Amorn Kitkrua signed with Mr. Aungsurus Areekul or Miss Yanida Areekul and affix the company seal."

The meeting considered and unanimously resolved as follows:

Resolution Approve the appointment of the Board of Directors The Board of Directors will consist of a total of 8 directors, whose names are as proposed. and appointed Mr. Piset Chiyasak to the position Chairman of the Board of Directors Including approval of the determination of the authority of directors to sign to bind the company. with all details as presented.

Agenda 12 **Consider and approve the appointment of the Audit Committee and the Audit Committee Chairman.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that In order for the company to have all the qualifications according to the rules and laws related to the issuance and Initial Public Offering (IPO) and to list the company's shares on the Stock Exchange (MAI) and to submit an application. Authorizing the issuance and offering of common shares to the public to the SEC Office. In this regard, it was deemed appropriate to propose to the meeting for consideration and approval. Appointment of the Audit Committee and Chairman of the Audit Committee According to the details as follows:

Audit Committee (3 people)

It is proposed that the audit committee consist of a total of 3 audit committee members and that the following names of famous people are proposed: Serve as a member of the audit committee and Chairman of the Audit Committee Further after the company has transformed into a public limited company

No.	Name-Surname	Position
1.	Mr. Piset Chiyasak	Chairman of the Audit Committee / Independent Director
2.	Mr. Kam Chusatakarn	Audit Committee / Independent Director
3.	Assoc.Prof.Dr. Suncerat Wuttichindanon	Audit Committee / Independent Director

The meeting considered and unanimously resolved as follows:

Resolution Approve the appointment of the Audit Committee. The audit committee consists of There are a total of 3 members of the Audit Committee, whose names are as proposed, and appointed Mr. Piset Chiyasak to hold the position of Chairman of the Audit Committee, with all details as presented.

Agenda 13 **Consider and approve the determination of remuneration for company directors, and sub-committees of the company**

The Chairman assigned Mr. Somsak Phrikboonchan Chief Financial and Accounting Officer He is the person who explains the details to the meeting.

Mr. Somsak Phrikboonchan Chief Financial and Accounting Officer Propose to the meeting to consider the remuneration of the Company's directors and sub-committees for the year 2023 (which was approved from the Nomination and Remuneration Committee) which the conditions and criteria for payment are within the discretion, of the Board of Directors The committee carefully considered and scrutinized various suitability including business expansion. Preparing to plan the Initial Public Offering (IPO) and the listing of the Company's shares on the Stock Exchange (MAI). In this regard, it was deemed appropriate to propose that the meeting consider and approve the determination of remuneration for the Company's directors, and sub-committees of the company as follows:

Position	2023	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
Board of Directors		
1. Chairman of the Board of Directors	-	10,000
2. Non-executive directors	-	5,000
The Audit Committee		
1. Chairman of Audit Committee	-	10,000
2. Audit Committee	-	5,000
Nomination and Remuneration Committee		
1. Chairman of the Nomination and Remuneration Committee	-	10,000
2. Nomination and Remuneration Committee	-	5,000
Risk Management Committee		
1. Chairman of the Risk Management Committee	-	10,000

In this regard, directors who are executives or employees of the company or directors who are advisors to the company There will be no right to receive monthly compensation and meeting allowances for holding the position of company director, including other sub-committees

The meeting considered and unanimously resolved as follows:

Resolution Approve determination of remuneration for company directors and sub-committees of the company with all details as presented.

Agenda 14 **Consider and approve the appointment of auditors, and determine the auditor's remuneration.**

The Chairman assigned Mr. Somsak Phrikboonchan Chief Financial and Accounting Officer He is the person who explains the details to the meeting.

Mr. Somsak Phrikboonchan Chief Financial and Accounting Officer Explained to the meeting that This is because the law requires the general meeting of shareholders to appoint an auditor, and determine the remuneration of the company's auditors every year. The Audit Committee has considered performance, experience, standards, and work efficiency, including expertise in auditing Auditor independence and auditor's remuneration and has been considered and approved by the Audit Committee meeting. In this regard, it was deemed appropriate to propose to the meeting for consideration and approval as follows:

(1) Appoint the following auditors of Karin Audit Company Limited as auditors. of the Company for the fiscal year ending 31 December 2023

1. Mr. JADESADA HUNGSAPRUEK CPA No. 3759 and/or
2. Mr. KOMIN LINPHRACHAYA CPA No. 3675 and/or
3. Mr. JIROTE SIRIROROTE CPA No. 5113 and/or
4. Mr. POJANA ASAWASONTICHAJ CPA No. 4891 and/or
5. Miss KANNIKA WIPANURAT CPA No. 7305 and/or
6. Miss BONGKOTRAT SUAMSIRI CPA No. 13512

And in the event that the auditors listed above are unable to perform their duties, Karin Audit Company Limited will find another certified public accountant to act as the auditor instead.

The companies that are auditing firms and auditors listed above have no relationship or interest with the company, subsidiaries, executives, major shareholders, or Persons related to the said person in any way Therefore, there is independence in auditing and Express opinions on the company's financial statements Including the certified public accountants listed above, none of the auditors has performed auditing duties of the Company's accounts for more than a period of time. 7 consecutive fiscal years

(2) Set the company auditor's remuneration not to exceed 1,230,000 baht. However, such remuneration does not include other actual expenses. The Company's directors will consider and determine such expenses (if any).

The Company has considered that the auditor has the qualifications as specified by the Securities and Exchange Commission. Have good working standards have expertise in auditing And when considering the comparison The amount of work and the audit fee rate of Other listed companies at the same level have seen that Karin Audit Company Limited has offered a fee that is appropriate for the company. The meeting considered and unanimously resolved as follows:

Resolution

Approve the appointment of the company's auditor, and determine the auditor's remuneration, with all details as presented.

Agenda 15 **Consider and approve the listing of the Company's shares as listed securities on Stock Exchange (MAI) and entering into securities listing agreements with Stock Exchange (MAI), including the authorization to carry out various operations related and necessary for the listing of the Company's common shares on the Stock Exchange.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that As the company plans to issue and offer shares to the public for the first time (Initial Public Offering: IPO) and list the company's shares on the Stock Exchange (MAI), it is proposed that the meeting consider approving the listing of the company's common shares. Listed as a listed security on the Stock Exchange (MAI) to provide a secondary market for the company's share offering, and approved entering into a securities registration agreement with the Stock Exchange (MAI) that if the Company's securities are listed on the Stock Exchange (MAI), the Company is willing to comply with the requirements of the Stock Exchange of Thailand in all respects.

Therefore, it was deemed appropriate to propose to the meeting to consider and approve the following matters.

- (1) The company shall register its common shares as listed securities, in the Stock Exchange (MAI) according to the rules, terms and conditions, of the Stock Exchange of Thailand and enter into securities registration agreements with the Stock Exchange (MAI)
- (2) Authorize the authorized director of the company, and/or assigned persons From the authorized directors of the company Be the person with authority to contact, negotiate, and do things. Edit and sign the request document to accept common shares as listed securities, as well as any other relevant request documents, and securities listing agreements with the Stock Exchange (MAI), including contracts, commitments, certifications and/or various documents, including but not limited to requesting approval, requesting permission, providing information. Submit documentary evidence to the Office of the SEC and the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd. (TSD), Ministry of Commerce and/or any other relevant organizations or agencies. Including contracting parties or related service providers In addition, it has the power to amend and add to the said document. Including having the power to take any relevant or necessary actions in every respect as he deems appropriate. To complete the listing of the Company's common shares on the Stock Exchange (MAI).

The meeting considered and unanimously resolved as follows:

Resolution Approve the listing of the company's shares as listed securities on the Stock Exchange (MAI) and entering into an agreement to list securities with the Stock Exchange (MAI), including delegating authority to perform various actions related and necessary for the listing of the Company's common shares on the Stock Exchange. With all details as presented.

Agenda 16 **Consider and approve the appointment of Thailand Securities Depository Co., Ltd. (TSD) as the company's registered securities registrar.**

The Chairman assigned the secretary to the meeting. He is the person who explains the details to the meeting.

The secretary of the meeting explained to the meeting that it was necessary for the company to set up a securities registry because the company would continue to list its ordinary shares as Stock Exchange (MAI), so it was appropriate to suggest that the meeting approve the appointment of Thailand Securities Depository Co., Ltd. (TSD) as the director of the securities registry of the company.

The meeting considered and unanimously resolved as follows:

Resolution Approved the appointment of Thailand Securities Depository Co., Ltd. (TSD) as the company's registered securities registrar. with all details as presented.

Agenda 17 **To Consider any other business (if any)**

The Chairman asked if there were any directors. Do you have additional questions or suggestions.

There were no other matters to consider, so the Chairman declared the meeting adjourned at 12:00 hrs.

(Mr. Piset Chiyasak)

Chairman of the meeting / Chairman of the Board
of Directors

(Mr. Somsak Prikboonchan)

Secretary of the Meeting

Consideration of agenda 6: Curriculum Vitae of the Nominated Person to be elected as Director of
PanelesMatic Solutions Public Company Limited

Name-Surname : Mr. Piset Chiyasak
 Age : 60 Years
 Present Positions : Chairman of the Board / Independent Director / Chairman of the Audit Committee
 First Appointed : 10 June 2022
 No. of Years as Director : 1 Year 10 Month (If approved this time, for a total of 4 Years 10 Month)
 Shareholding : -None-
 Education :
 - Bachelor of Law Thammasat University
 - Master of Faculty of Law, Temple University, United States of America
 - Ph.D IN Organization Development, SAIDI, Philippines

Director Training : Thai Institute of Directors (IOD)
 - Director Certification Program (DCP 213/2015)
 - Risk Management Program for Corporate Leaders (RCL 2/2015)



Work Experiences In the past 5 years

2022 - Present : Chairman of the Board / Independent Director / Chairman of the Audit Committee
 PanelesMatic Solutions Public Company Limited

2018 - Present : Director
 PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED

2023 - Present : Director
 National Astronomical Research Institute of Thailand (Public Organization)

2003 - Present : Managing Director
 INTER LAW BIZ COMPANY LIMITED

2020 - 2021 : Senior Director
 CARABAO GROUP PUBLIC COMPANY LIMITED

2017 - Present : Legal advisor
 MUSIC COPYRIGHT (THAILAND) COMPANY LIMITED

2016 - 2020 : Director
 Electronic Transactions Development Agency (ETDA)

The position is Directors / managers in Other Organizations:

Listed Companies 1 Company	Director PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED
Non - Listed Companies 2 Company	Managing Director INTER LAW BIZ COMPANY LIMITED Legal advisor MUSIC COPYRIGHT (THAILAND) COMPANY LIMITED
Other Business which may have conflict interest	-None-

Meeting Attendance:

	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Meeting
2023	7/8	5/6				

Criminal Offense Record during the Past 10 Years : -None-

Relation among Family with other Directors : -None-

Board member / management in other organization that may have conflict of interest with the Company or in the 2 years ago.

- Being a director that take part in managing day-to-day operation or being an employee, or advisor who receive a regular salary or fee -None-
- Being a professional service provider (i.e., auditor, lawyer, financial advisor) -None-
- Having the significant business relations that may affect the ability to perform independently -None-

Consideration of agenda 6: Curriculum Vitae of the Nominated Person to be elected as Director of
PanesMatic Solutions Public Company Limited

Name-Surname : Mr. Karn Chusatakarn
 Age : 34 Years
 Present Positions : Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Risk Management Committee
 First Appointed : 10 June 2022
 No. of Years as Director : 1 Year 10 Month (If approved this time, for a total of 4 Years 10 Month)
 Shareholding : -None-
 Education : - Bachelor Faculty of Commerce and Accountancy Thammasat University



Director Training : Thai Institute of Directors (IOD)
 - Advanced Audit Committee Program (AAP 42/2021)
 - Director Accreditation Program (DAP 179/2021)

Work Experiences In the past 5 years

2022 - Present Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Risk Management Committee
PanesMatic Solutions Public Company Limited

2022 - Present Managing Director
TYK BUSINESS ADVISORY CO., LTD.

2021 - Present Independent Director / Audit Committee
V BEYOND DEVELOPMENTS PUBLIC COMPANY LIMITED

2019 - Present Partner
MA MILLAN WOODS (THAILAND) COMPANY LIMITED

2019- Present Consultant
FLASH EXPRESS COMPANY LIMITED

2017 - Present Managing Director
KARN AUDIT AND TAX COMPANY LIMITED

2017 - 2019 Tax Manager
AYUDHYA CAPITAL SERVICES CO.,LTD.

The position is Directors / managers in Other Organizations:

Listed Companies	-None-
Non - Listed Companies 4 Company	Managing Director TYK BUSINESS ADVISORY CO., LTD. Independent Director / Audit Committee V BEYOND DEVELOPMENTS PUBLIC COMPANY LIMITED Partner MA MILLAN WOODS (THAILAND) COMPANY LIMITED Managing Director KARN AUDIT AND TAX COMPANY LIMITED
Other Business which may have conflict interest	-None-

Meeting Attendance:

	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Meeting
2023	8/8	6/6		1/1	2/2	

Criminal Offense Record during the Past 10 Years : -None-

Relation among Family with other Directors : -None-

Board member / management in other organization that may have conflict of interest with the Company or in the 2 years ago.

- Being a director that take part in managing day-to-day operation or being an employee, or advisor who receive a regular salary or fee -None-
- Being a professional service provider (i.e., auditor, lawyer, financial advisor) -None-
- Having the significant business relations that may affect the ability to perform independently -None-

Consideration of agenda 6: Curriculum Vitae of the Nominated Person to be elected as Director of
PanelesMatic Solutions Public Company Limited

Name-Surname : Mrs. Julia W Petpaisit
 Age : 60 Years
 Present Positions : Director / Executive Chairman / Risk Management Committee / Chief Executive Officer
 First Appointed : 10 May 1990
 No. of Years as Director : 33 Year 11 Month (If approved this time, for a total of 36 Years 11 Month)
 Shareholding : 29.55% (A number of shares equal 56,140,000 shares)
 Education : - Bachelor of Engineering, Faculty of Electrical Engineering, University of Kansas, United States of America
 - -Master of international business, United States of America



Director Training : Thai Institute of Directors (IOD)
 - Director Accreditation Program (DAP 204/2023)

Work Experiences In the past 5 years

1990 - Present : Director / Executive Chairman / Risk Management Committee / Chief Executive Officer
 PanelesMatic Solutions Public Company Limited
 2000 - Present : Director
 Doormatic Systems Co., Ltd.
 1991 - Present : Director
 Nicky International Co., Ltd.
 1990 - Present : Director
 PanelesMatic Engineering Co., Ltd.

The position is Directors / managers in Other Organizations:

Listed Companies	-None-
Non - Listed Companies 3 Company	Director Doormatic Systems Co., Ltd. Director Nicky International Co., Ltd. Director PanelesMatic Engineering Co., Ltd.
Other Business which may have conflict interest	-None-

Meeting Attendance:

	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Meeting
2023	8/8		8/8		2/2	

Criminal Offense Record during the Past 10 Years : -None-

Relation among Family with other Directors : - Married (Not Registered) with Mr. Amorn Kitkrua -

Board member / management in other organization that may have conflict of interest with the Company or in the 2 years ago.

- Being a director that take part in managing day-to-day operation or being an employee, or advisor who receive a regular salary or fee - Chief Executive Officer
- Being a professional service provider (i.e., auditor, lawyer, financial advisor) -None-
- Having the significant business relations that may affect the ability to perform independently -Have-

**Company's Articles of Association Relating to
the Meeting of Shareholders**

Shareholders' Meeting

- Article. 21. The Shareholders meeting, Directors are to be elected, in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares he/she holds, shall have one vote per.
 - (2) Each shareholder may use all of his or her votes under (1) to elect one or more persons as directors. In the case of electing several persons as directors, the votes cannot be divided among any person to any extent.
 - (3) Persons who receive a majority vote of the total number of votes of shareholders who attend the meeting and vote and receive the highest number of votes in descending order are elected as directors, equal to the number of directors that should or will be required. election at that time In the event that the persons elected in descending order have the same number of votes, the number of directors that should be or should be elected at that time is exceeded. The chairman of the meeting shall have the deciding vote.
- Article. 22. At every annual general meeting of shareholders One-third (1/3) of the total number of directors shall retire from office. If the number of directors cannot be divided exactly into three parts then issue the amount closest to one-third (1/3).
- Directors who have resigned from their positions May be selected to return to the position again.
- Directors who must retire from office in the first and second years after registering the company will be drawn by drawing lots. For subsequent years, the directors who have been in office the longest will retire from office.
- Article. 26. The shareholder meeting may vote to remove any director from office before the end of his term by a vote of not less than three-quarters (3/4) of the number of shareholders who attend the meeting and have the right to vote. and have shares totaling not less than half (1/2) of the number of shares held by shareholders who attend the meeting and have the right to vote.
- Article. 39. The board of directors must arrange an annual general meeting of shareholders within four (4) months from the end of the company's fiscal year. Such a meeting is called "General meeting
- Meetings of shareholders other than those in the first paragraph shall be called "extraordinary meetings". The board of directors may call a meeting of shareholders as an extraordinary meeting at any time it deems appropriate.
- One or more shareholders whose shares total not less than ten (10) percent of the total number of shares sold will submit their names in writing requesting the board of directors to call an extraordinary meeting of shareholders when Any However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case The board of directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of such letter from such shareholders.
- In the event that the committee does not hold a meeting within the period specified in the Third Party, All shareholders who have signed their names together or other shareholders combined to reach the required number of shares You may call a meeting yourself within forty-five (45) days from the expiration of the period under paragraph three. In such a case It is considered to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from arranging the meeting and providing reasonable facilitation.
- In the case where it appears that at any shareholder meeting that was called because of shareholders under paragraph four, the number of shareholders attending the meeting was not sufficient to form a quorum as specified in these regulations. The shareholders under paragraph four must jointly be responsible for the expenses incurred from holding the meeting at that time to the company.
- Article. 40. In notifying the meeting of shareholders. The committee shall prepare a meeting notice. Specify the location, date, time, agenda. and matters to be presented to the meeting with appropriate details. The matter to be proposed must be passed by a resolution of the board meeting and clearly stated as a matter to be submitted for information, approval or consideration, as the case may be, including the opinion of the board of directors on the said matter. and sent to shareholders and the registrar not less than seven (7) days before the meeting date. and the notice of the meeting must be advertised in a newspaper for three (3) consecutive days, not less than three (3) days before the meeting date.

Article. 41. Shareholder meetings may be held in the form of meetings via electronic media. Conducting meetings via electronic media and security standards for meetings via electronic media must be in accordance with relevant laws and regulations.

Article. 42. In the shareholder meeting There must be no less than twenty-five (25) shareholders and shareholders' proxies (if any) present at the meeting, or not less than one-half (1/2) of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold. Therefore there will be a quorum.

In the case where it appears that any shareholder meeting When one (1) hour has passed from the appointed time, the number of shareholders attending the meeting is not sufficient to form a quorum as specified in paragraph one. If a shareholder meeting is called because a shareholder requests the meeting, the meeting will be cancelled. If the shareholder meeting was not called because the shareholders requested that the meeting be rescheduled. And in this case, the notice of meeting must be sent to shareholders not less than seven (7) days before the meeting date. In the next meeting, it is not required that a quorum must be present.

Article. 43. In the shareholder meeting Shareholders will authorize others to attend the meeting as proxies. and can vote on their behalf. The authorization must be made in writing and signed by the grantor. and follow the form specified by the registrar By giving it to the chairman of the board. or a person designated by the Chairman of the Board at the meeting place before the proxy attends the meeting. and at least have the following items:

- (1) Number of shares held by the proxy.
- (2) Name of the proxy.
- (3) the time of the meeting at which the proxy was given to attend the meeting and vote

In this regard, granting a proxy according to paragraph one This may be done by electronic means instead. The method must be used that is safe and reliable to ensure that the proxy is executed by the shareholder in accordance with the criteria set by the Registrar and related laws.

Article. 44. The chairman of the board of directors shall be the chairman of the shareholder meeting. In the event that the Chairman of the Board is not present at the meeting or unable to perform duties The Vice Chairman of the Board shall be the chairman of the meeting. If there is no vice chairman or was not present at the meeting or unable to perform duties The meeting shall elect any shareholder who attends the meeting to be the chairman of the said meeting.

Article. 45. In voting at the shareholder meeting It is considered that one (1) share has one (1) vote. Voting must be done openly. Unless not less than five (5) shareholders request and the meeting resolves to vote secretly, voting shall be done secretly. The secret voting method is to be determined by the chairman of the meeting.

In addition to voting to elect directors Which shareholder has a special interest in any matter? That shareholder has no right to vote on that matter.

The resolution of the shareholder meeting must consist of the following votes:

- (1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there are equal votes The chairman of the meeting shall cast one (1) additional vote as the deciding vote.
- (2) In determining the remuneration of directors A vote of not less than two-thirds (2/3) of the total number of votes of shareholders present at the meeting shall be held.
- (3) In the following cases A vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required.
 - (3.1) Selling or transferring all or important parts of the company's business to other persons.
 - (3.2) Buying or accepting transfer of business of a private company or another public company owned by the company
 - (3.3) Making, amending or terminating a contract regarding the rental of all or important parts of the company's business. Assigning any other person to manage the company's business or a merger with another person for the purpose of sharing profits and losses.
 - (3.4) Amendments to the memorandum of association or company regulations
 - (3.5) Increasing or reducing the registered capital of the company.
 - (3.6) Dissolution of the company
 - (3.7) Issuing bonds for sale to the public

(3.8) Merger of the company with other companies

(3.9) Any other action as required by law to receive a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Article. 46. Business that the annual general meeting of shareholders should do is as follows:

- (1) Acknowledge the report of the board of directors showing the company's operations during the past year.
- (2) Consider and approve the balance sheet or statement of financial position. and the profit and loss account as of the end of the company's fiscal year.
- (3) Consider and approve the allocation of profits. and dividend payment
- (4) Consider electing new directors to replace those who vacate their positions at the end of their term.
- (5) Consider determining directors' remuneration.
- (6) Consider appointing an auditor. and determine the auditor's remuneration.
- (7) Other businesses

หนังสือมอบฉันทะ (แบบ ก.)**Proxy (Form A.)**

(แบบทั่วไป)

(General Form)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty
of Baht 20)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)

as a shareholder of PanelesMatic Solutions Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total number of shares, and having the right to vote equal to vote(s), as follows:

 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having the right to vote equal to vote(s),

 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share share(s), having the right to vote equal to vote(s),

(3) ขอมอบฉันทะให้

Hereby authorize either one of the following persons as proxy

 1).....อายุ.....ปี อยู่บ้านเลขที่.....

Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....อีเมล.....

Province Postal Code Email

โทรศัพท์มือถือ (สำหรับ OTP).....หรือ

Phone Number (for OTP) Or

 2).....อายุ.....ปี อยู่บ้านเลขที่.....

Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....อีเมล.....

Province Postal Code Email

โทรศัพท์มือถือ (สำหรับ OTP).....

Phone Number (for OTP)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 9 พฤษภาคม 2567 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf in 2024 Annual General Meeting of Shareholders to be held on Thursday, 9 May 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province, or at any adjournment thereof to any other date, time venue and meeting method.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any business carried out by the proxy holder in the said meeting shall be deemed as if having been performed by myself.

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

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

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

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark: The shareholder appointing the Proxy must authorize only one proxy to attend the meeting and voting and shall not allocate the number of shares to several proxies to vote separately.

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty
of Baht 20)

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
(Form with fixed and specific details authorizing proxy)

เขียนที่ _____
Written on
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Residing at no. Road Subdistrict District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)
as a shareholder of PanelesMatic Solutions Public Company Limited,
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ share(s) voting rights equivalent to _____ vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำ
เครื่องหมาย ✓ ที่ 1.
และระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No. 1, please mark ✓ at 1.
and give the details of proxy
(proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age Years Residing at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal code
อีเมล _____
E-mail
โทรศัพท์มือถือ (สำหรับ OTP) Phone number (for OTP) _____ หรือ Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age Years Residing at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal code
อีเมล _____
E-mail
โทรศัพท์มือถือ (สำหรับ OTP) Phone number (for OTP) _____ หรือ Or

กรณีเลือกข้อ 2. กรุณาทำ
เครื่องหมาย ✓ ที่ 2. และเลือก
กรรมการคนใดคนหนึ่ง
If you make proxy by choosing
No. 2, please mark ✓ at 2.
And choose one of these
members of the Independent
Directors

2. แต่งตั้งกรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น ดังต่อไปนี้
Appoint the following members of the Independent Directors of the Company:
 (1) รศ.ดร.สุนีย์รัตน์ วุฒิจินดานนท์*
(Assoc.Prof.Dr. Suneerat Wuttichindanon*)

* (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 6. ของหนังสือเชิญ ประชุม
สามัญผู้ถือหุ้น ประจำปี 2567)
(Detail of members of the Independent Directors of the Company are specified in
Attachment 6 of the Notice of the 2024 Annual General Meeting of Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 9 พฤษภาคม 2567 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียว เท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/ our behalf in 2024 Annual General Meeting of Shareholders to be held on Thursday, 9 May 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province, or at any adjournment thereof to any other date, time venue and meeting method.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/ We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566

Agenda.1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

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

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ในรอบปี 2566

Agenda 2 To consider and acknowledge the operating results of the Company in the year 2023

- วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน -
- This agenda item is for acknowledgement and no casting of vote -

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุน ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the statement of financial position and the statement of comprehensive income for the fiscal year ending 31 December 2023

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

วาระที่ 4 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลประจำปี 2566

Agenda 4 To consider and approve the allocation of net profit as legal reserve and the dividend payment for the year 2023

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

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
1. นายพิเศษ จิยาศักดิ์
Mr. Piset Chiyasak
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. นายกานต์ ชุตราษฎ์การ
Mr. Karn Chusatakarn
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. นางจูเลีย ดับเบิลยู เพ็ชฌุไพศิษฏ์
Mrs. Julia W Petpaisit
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อย ประจำปี 2567**Agenda 6 To consider and approve the determination of remuneration of directors and sub-committees for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567**Agenda 7 To consider and approve the appointment of the Company's auditors and determine the auditor's remuneration for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**Agenda 8 Other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the proxy holder in any agenda item that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนเสียงในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the case that I/we have not declared a voting intention in any agenda item or my/our determination is not clearly specified or the meeting considers or ratifies resolutions in any matters apart from the agenda items specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourselves as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting unless the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respect.

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

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

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

หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In the case that there is any other agenda item(s) to consider other than the specified agenda items mentioned above, the proxy may use the Attachment to the Proxy Form B.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะแบบ ข.

Attachment to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)**

Grant of proxy as a shareholder of PanelesMatic Solutions Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 9 พฤษภาคม 2567 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่แจ้งเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

At the 2024 Annual General Meeting of Shareholders to be held on Thursday, 9 May 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province or at any adjournment thereof to any other date, time venue and meeting method.

วาระที่.....เรื่อง.....
Agenda Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

หนังสือมอบฉันทะ แบบ ค.

Proxy (Form C.)

แบบที่ชี้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ค้ำดูแลหุ้น (Custodian)
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written on

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____
I/We _____ Nationality _____ Residing at No _____
ซอย _____ ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Soi _____ Road _____ Subdistrict _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

ในฐานะผู้ประกอบธุรกิจรับฝากและดูแลหุ้น (Custodian) ให้กับ _____
as a custodian for _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)
who is a shareholder PanelesMatic Solutions Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้น _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ share(s) having voting rights equivalent to _____ vote(s)

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำ
เครื่องหมาย ✓ ที่ 1. และระบุ
ชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No.1, please mark ✓ at 1.
and give the details of proxy
(proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years Residing at no.
ถนน _____ ตำบล _____ อำเภอ _____
Road Subdistrict District
จังหวัด _____ รหัสไปรษณีย์ _____ อีเมล _____
Province Postal Code Email

โทรศัพท์มือถือ (สำหรับ OTP) Phone Number (for OTP) _____ หรือ Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years Residing at no.
ถนน _____ ตำบล _____ อำเภอ _____
Road Subdistrict District
จังหวัด _____ รหัสไปรษณีย์ _____ อีเมล _____
Province Postal Code Email

โทรศัพท์มือถือ (สำหรับ OTP) Phone Number (for OTP) _____ หรือ Or

กรณีเลือกข้อ 2. กรุณาทำ
เครื่องหมาย ✓ ที่ 2. และเลือก
กรรมการคนใดคนหนึ่ง
If you make proxy by choosing
No. 2, please mark ✓ at 2.
and choose one of these
directors.

2. แต่งตั้งกรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น ดังต่อไปนี้
Appoint the following members of the Independent Directors of the Company:
 (1) รศ.ดร.สุนีย์รัตน์ วุฒิจินดานนท์*
(Assoc.Prof.Dr. Suneerat Wuttichindanon *)

(รายละเอียดปรากฏตามข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 6. ของหนังสือ
เชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567)

(Details of members of the Independent Directors of the Company as specified in
Attachment 6 of the Notice of the 2024 Annual General Meeting of the Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 9 พฤษภาคม 2567 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/ our behalf in 2024 Annual General Meeting of Shareholders to be held on Thursday, 9 May 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province or at any adjournment thereof to any other date, time venue and meeting method.

(3) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

มอบอำนาจตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

The proxy holder is authorized for all shares held and entitled to vote

มอบอำนาจบางส่วน คือ

The proxy holder is authorized for certain shares as follows:

<input type="checkbox"/> หุ้นสามัญ	_____ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	_____ เสียง
Ordinary share for	shares	and having voting right for	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ	_____ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	_____ เสียง
Preferred share for	shares	and having voting right for	votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด	_____ เสียง		
Total entitled votes		votes	

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

<input type="checkbox"/> เห็นด้วย	_____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย	_____ เสียง	<input type="checkbox"/> งดออกเสียง	_____ เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ในรอบปี 2566

Agenda No.2 To consider and acknowledge the operating results of the Company in the year 2023

- วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน -

- This agenda item is for acknowledgement and no casting of vote -

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุน ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the statement of financial position and the statement of comprehensive income for the fiscal year ending 31 December 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

<input type="checkbox"/> เห็นด้วย	_____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย	_____ เสียง	<input type="checkbox"/> งดออกเสียง	_____ เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 4 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลประจำปี 2566**Agenda 4 To consider and approve the allocation of net profit as legal reserve and the dividend payment for the year 2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ**Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
1. นายพิเศษ จิยาศักดิ์
Mr. Piset Chiyasak
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes
2. นายกานต์ ชูเศรษฐการ
Mr. Karn Chusatakarn
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes
3. นางจูเลีย ดับเบิลยู เพ็ชญาไพศิษฏ์
Mrs. Julia W Petpaisit
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อย ประจำปี 2567**Agenda 6 To consider and approve the determination of remuneration of directors and sub-committees for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567**Agenda 7 To consider and approve the appointment of the Company's auditors and determine the auditor's remuneration for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**Agenda 13 Other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the proxy holder in any agenda item that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนเสียงในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the case that I/we have not declared a voting intention in any agenda item or my/our determination is not clearly specified or the meeting considers or ratifies resolutions in any matters apart from the agenda items specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourselves as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting unless the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respect.

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

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

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

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

หมายเหตุ/Remark

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the Shareholder who are specified in the register as foreign investor and has appointed a Custodian in Thailand to be a share depository and keeper
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
The documents need to be attached to this Proxy form are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In the case that there is any other agenda item(s) to consider other than the specified agenda items mentioned above, the proxy may use the Attachment to the Proxy Form C.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ แบบ ค.
Attachment to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **พานเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)**

Grant of proxy as a shareholder of **PanelsMatic Solutions Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 9 พฤษภาคม 2567 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

At the 2024 Annual General Meeting of Shareholders to be held on Thursday, 9 May 2024 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province or at any adjournment thereof to any other date, time venue and meeting method.

วาระที่..... เรื่อง.....

Agenda Item Subject

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

วาระที่..... เรื่อง.....

Agenda Item Subject


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

วาระที่..... เรื่อง.....

Agenda Item Subject

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

Independent Directors proposed as proxy for shareholder

<p>Details of the nominees who are qualified to be independent directors</p>	
Name	Assoc.Prof.Dr. Suneerat Wuttichindanon
Age	46 Years
Positions⁸	Independent Director
Address	355 Soi. Rattanathibet 18 Bang Kraso Subdistrict, Mueang Nonthaburi District Nonthaburi Province 11000

Relationship Characteristics:

Holding shares in the company	
- Number of share	- None -
- Shareholding that entitled to vote	- None -
Being close relatives to other directors / executive / major shareholders / controlling person / or person to be nominated as director / executive / controlling person of company and its subsidiaries	- None -
Having relationship in any of these characteristics to SCC / parent company / subsidiary company / associate company / major shareholder / or controlling person either at present or during the past 2 years	
- Be an executive director, staff, employee or advisor who receives salary.	- None -
- Be a professional service provider (such as an auditor or a lawyer)	- None -
- Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials / products / services / lending / borrowing) – specify transaction size (if any)	- None -
Conflict of interest in each Agenda 1	- None -
Conflict of interest in each Agenda 2	- None -
Conflict of interest in each Agenda 3	- None -
Conflict of interest in each Agenda 4	- None -
Conflict of interest in each Agenda 5	- None -
Conflict of interest in each Agenda 6	- None -
Conflict of interest in each Agenda 7	- None -
Conflict of interest in each Agenda 8	- None -

Qualifications of Independent Directors

Qualifications of independent directors shall be in accordance with the requirements of the Capital Market Supervisory Board. All independent directors of the company have the following qualifications:

1. It complies with the law on public limited companies. Laws regarding securities and stock exchange and other related laws
2. Have knowledge, abilities, and expertise A variety of skills and work experiences that are beneficial to the company's business and can devote their time fully
3. Have leadership and be able to effectively direct the actions of senior executives. and effectiveness
4. Holding directorship positions in other listed companies Not more than 5 companies in total (including cases that have been approved to be appointed as directors of the company)
5. Be honest, fair, transparent and ethical.
6. Do not operate a business with the same conditions. and is in competition with the Company's business or becoming a partner in a general partnership or being a partner with unlimited liability in a limited partnership or being a director of another company that operates a business with the same nature and is in competition with the Company's business, whether for its own benefit or for the benefit of others. unless the shareholder meeting is informed before the appointment resolution is made.
7. Independent directors must have all the qualifications according to the criteria set by the SEC Office as follows:
 - 7.1 Hold shares not exceeding 1 percent of the total number of shares with voting rights of the parent company, subsidiaries, associated companies, major shareholders. or a controlling person of the company. However, the shareholding of related persons of that independent director must also be counted. **The definition of an independent director is equal to the minimum requirements of the SEC and the Stock Exchange.**
 - 7.2 Not being or having been a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary. or controlling person of the applicant, parent company, subsidiary company, joint company, subsidiary company of the same level Major shareholders or of the controlling person of the applicant for permission unless it is liberated Having had the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office. However, such prohibited characteristics do not include cases where the independent director was previously a government official. or consultant of government agencies which are Major shareholders or the controlling person of the person requesting permission
 - 7.3 Not a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including the child's spouse of other directors, executives, major shareholders controlling person or persons who will be proposed to be directors, executives, or persons with controlling authority of the applicant or its subsidiaries.
 - 7.4 Do not have or have ever had a business relationship with the applicant, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the applicant in a way that may be obstructive Using one's independent judgment Including not being or having never been a significant shareholder. or controlling person of those who have business relationships with the applicants for permission, parent companies, subsidiaries, associated companies, major shareholders or the controlling person of the applicant unless the person has been free from the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office.
Business relationships according to paragraph one Including commercial transactions that are normally done for business. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance By receiving or lending, guaranteeing, or giving assets as collateral for debts including other similar circumstances which results in the applicant or contracting party There is a debt that must be paid to the other party. From 3 percent of the net tangible assets of the applicant or from 20 million baht or more. Whichever amount is lower, the calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria. in making connected transactions, mutatis mutandis, but in considering the said debt burden Include debt burden. that occurred during 1 year before the date of having a business relationship with the same person.
 - 7.5 Not being or having been an auditor of the applicant, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the person requesting permission and not being a significant shareholder controlling person or partner of the audit firm which includes the auditor of the applicant, parent company, subsidiary company, associated company, major shareholder or a person with controlling power of the person applying for permission, unless he or she has been free from the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office.
 - 7.6 Not being or having ever been a professional service provider, including providing services as a legal advisor or financial advisor. which receives service fees in excess of 2 million baht per year from applicants for permission, parent companies, subsidiaries, associated companies, major shareholders or controlling person of the applicant and not being a significant shareholder controlling person or a partner of that professional service provider as well unless the person has been free from the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office.
 - 7.7 Not being a director appointed to represent the director of the applicant, the major shareholder. or shareholders who are related to the major shareholders.

- 7.8 Do not operate a business that has the same nature and is in significant competition with the business of the applicant or subsidiary company or not being a significant partner in the partnership or being a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other companies, which operates a business with the same conditions and is in competition that has implications for the business of the applicant or its subsidiaries.
- 7.9 Do not have any other characteristics that prevent you from giving independent opinions regarding Operations of the applicant for permission

Shareholder's identification documents or proxy to be entitled to attend the Meeting.

According to the policy of the board of directors of the Stock Exchange of Thailand on registered company

According to the policy of the board of directors of the Stock Exchange of Thailand on registered company shareholders' meeting regulations with the objective of becoming a good practice guideline for registered companies, which will build confidence in shareholders, investors and all parties concerned, and to ensure that shareholders' meetings for registered companies are conducted with transparency, legitimacy and in the interests of shareholders, the company has deemed it fitting to designate documents or proof of shareholders indicating shareholder status or the status of shareholder proxies entitled to attend the meeting for the adherence and practice of shareholders. The company reserves the right to exempt the entitled to attend the meeting for the adherence and practice of shareholders. The company reserves the right to exempt the submission of documents or evidence of shareholder status or shareholder proxy status for people entitled to attend the meeting as deemed fitting by the company.

Shareholders or proxies who wish to attend the meeting via electronic means (E-Meeting) must submit a request form in advance to attend the meeting. By completing all procedures as specified in the documents / evidence to show the right to attend the shareholders' meeting via electronic means (E-Meeting). The Company reserves the right not to accept registration. attend the shareholders' meeting via electronic means (E-Meeting). The Company reserves the right not to accept registration. In the event that documents, or evidence are incomplete or inaccurate or do not comply with the conditions.

1. Shareholders are natural people.

- 1.1 In case of the shareholder attends the meeting by yourself, you are required to present the certified true copy of valid document or evidence issued by governmental authorities with showing the picture of shareholder, e.g., valid document or evidence issued by governmental authorities with showing the picture of shareholder, e.g., the identification card, government office identification card, driver license or passport. And if there is a changed of given name-surname, the evidence of such changed to be certified true copy is also required.
- 1.2 In case of granting of proxy, the following documents are required to present:
 - 1.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the shareholder and proxy.
 - 1.2.2 Certified true copy of the document or evidence identified to the shareholder and issued by government authorities as per the detail specified in item 1.1 above.
 - 1.2.3 Certified true copy of the document or evidence identified to the proxy and issued by government 1 . 2 . 3 Certified true copy of the document or evidence identified to the proxy and issued by government authorities as per the detail specified in item 1.1 above.

2. Shareholders are juristic people.

- 2.1 In case of a representative of juristic person of the shareholder attend the meeting by himself/herself, the following documents are required to present:
 - 2.1.1 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by governmental authorities with showing the picture of such representative as per the detail specified in item 1.1 above.

- 2.1.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that its representative who attends the meeting is the authorized person of such juristic person.
- 2.2 In case of granting of proxy, the following documents are required to present:
- 2.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the representative of juristic person with affixing its seal (if any) and proxy.
- 2.2.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that the representative who signs in the proxy form as the item 2.2.1 is the authorized person of such juristic person.
- 2.2.3 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by government authorities with showing the picture of such representative as per the detail specified in item 1.1 above.
- 2.2.4 Certify true copy of the document or evidence identified to the proxy and issued by governmental authorities as per the detail specified in item 1.1 above.

In case of the shareholder is a juristic person registered outside Thailand, it is required to present the documents in items 2.1 and 2.2 as the case may be, and if the copies of such documents are prepared outside Thailand, they are also required to be notarized by a Notary Public. However, if the original documents are not prepared in English, hereby are required to attach their English translation with certification by the representative of such juristic person.

3. In case the shareholder is a foreign investor and appointing a custodian in Thailand to safe keep and take care of its securities

- 3.1 It is required to prepare and present the documents in the same manner as the juristic person.
- 3.2 In case of the shareholder who is a foreign investor and appoint the custodian to sign the proxy form on its behalf, the following additional documents are required to present:
- 3.2.1 The power of attorney of the foreign shareholder authorizing the custodian to sign the proxy form on its behalf.
- 3.2.2 The letter confirms that such a custodian signing the proxy form has the permission to engage in the custodian business.

4. Guidelines for preparation of proxy

Any shareholder who cannot present at the E-Meeting, may appoint the Company's Independent Director to be the proxy, whose names and details as shown in Enclosure 5, also as to attend the meeting and vote on your behalf, whereby such shareholders is required to proceed as follows:

- 4.1 To select only one of the proxies forms Form A, Form B and Form C as required by the Department of Business Development The Ministry of Commerce as prepared by the Company in Enclosure 4 and please fill out the box in front of the name of the person your wish to appoint as your proxy to attend the meeting and vote on your behalf.

- Form A A General and Simple Proxy Form
- Form B A Proxy form is clearly defines the details of the proxy assignment.
- Form C The Form for foreign shareholders who have custodians in Thailand only.

- 4.2 To affix the stamp duty in amount of 20 baht on the proxy form in order to comply by the law.
- 4.3 To deliver the completed proxy form with the supporting documents showing the identification of shareholder or representative of shareholder who is entitled to attend the meeting in accordance with the item 1-3 above as the case may be to the Company via the following channels:

➤ Email: jutamas.m@panelesmatic.com

➤ Post

Company Secretary

PanelesMatic Solutions Public Company Limited

No. 36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120

5. Attending the Meeting

The system for attending the Annual General Meeting of Shareholders will be opened on Thursday, 9 May 2024 at 13.00 hrs., and the Electronic Meeting (E-Meeting) will be broadcasted in the same day from 14.00 hrs. Onward.

6. Voting Procedure

6.1 The Chairman of the meeting will assign the secretary of the meeting to cast the votes for each agenda. 6.2 The shareholder has the right to vote according to the number of shares held by him/her, whereby the shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting. 6.3 The shareholder who wishes to cast his/her votes as disapproval or abstention is required to mark in a box as disapproval or abstention, for counting the vote by the system.

6.4 Any shareholder who does not cast his/her votes by marking into the box, the Company will assume that such shareholder cast his/her votes to approve the agenda as proposed by the Board of Directors.

7. Vote Counting Procedures

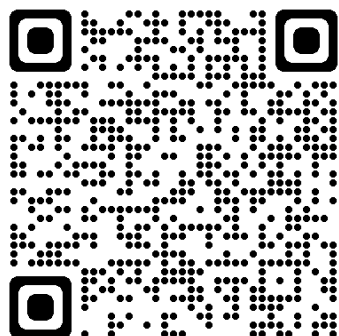
7.1 One share shall be counted as one vote, whereby a resolution will require a majority vote at the meeting, except as stated otherwise by law. If the votes are equal, the Chairman of the meeting shall have an additional casting vote separately from the shareholder base.

7.2 To count votes of each agenda, the Company will deduct the total votes casted in disapproval or abstentions, from the total votes of the shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. For the Shareholders who have entrusted their proxies to other persons to attend the meeting and cast their votes in accordance with their wishes, the result thereof shall be the votes including the votes in accordance with the wishes of the principals.

7.3 The notification of voting results for each agenda, the chairman of the meeting will summarized the result of the votes counting in each agenda to the meeting for acknowledgement that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes and abstained votes., so each agenda use the number of shares of meeting attendance.

Guidelines for attending the 2024 Annual General Meeting of Shareholders by Electronic Method (e-AGM)

The Shareholders or proxies who would like to attend the e-AGM must submit an application to attend the meeting by Electronic Method via the Link at <https://panel.fogus.vc/registration/> or scan this QR Code.



The system will be available to access from 30 April 2024 to 9 May 2024

- After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:
 - Securities holder registration number
 - Identification Card Number/Passport Number/ Registration Number for juristic person
 - E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
 - Mobile Phone Number
 - Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 7	Details as shown in Enclosure 8

- When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.
 - Username and Password
 - WebLink for attending e-AGM system
 - User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

- Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 8 May 2024, please contact the Company immediately.
- Please study the manual on how to use the e-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 1 hour before the start of the meeting. However, the live broadcast of the conference will only start at 2.00 pm.
- For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.

6. In case you encounter technical problems while using the e-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the e-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

Channel for shareholder to send comments or questions related to the Company and agenda to be considered in the e-AGM are as follows:

1. During the E-AGM meeting, the shareholder attending the meeting can submit comments or questions via the e-AGM system.
2. The shareholder can submit comments or questions in advance to the Company by 9 May 2024 via the following channels:
 - Email: jutamas.m@panelesmatic.com
 - Post:
Company Secretary
PanelesMatic Solutions Public Company Limited
36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120