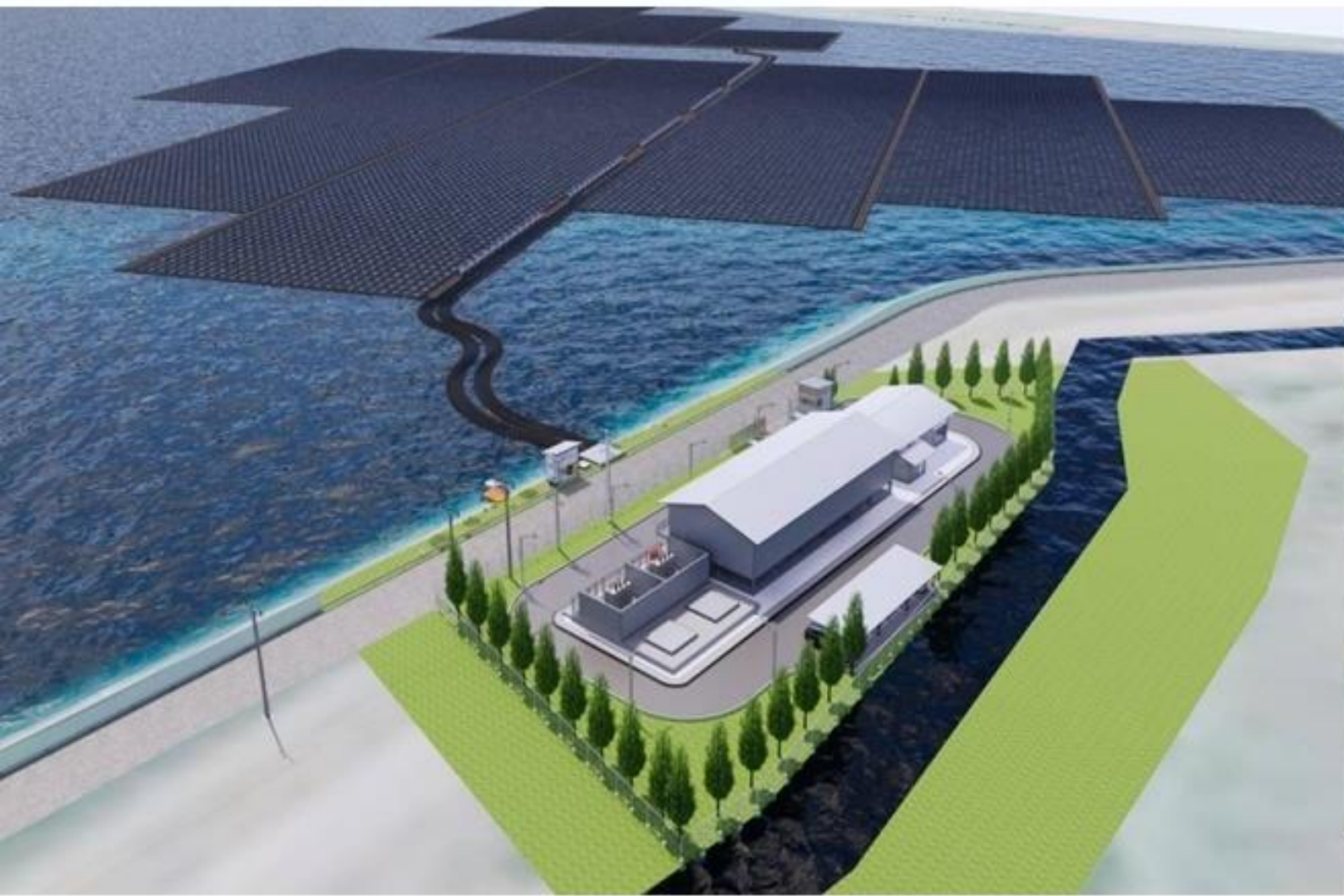


# MDX



**Invitation to Annual Ordinary General Meeting  
of the Shareholders for the Year 2025  
via The Electronic Media Platform (E-AGM)  
MDX Public Company Limited**



## **MDX Public Company Limited**

**Invitation to Annual Ordinary General Meeting  
of the Shareholders for the Year 2025  
via The Electronic Media Platform (E-AGM)**



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**MDX Public Company Limited**  
**Invitation to Annual Ordinary General Meeting**  
**of the Shareholders for the Year 2025 via The Electronic Media Platform (E-AGM)**

Ref. No. 01/10/25

March 21, 2025

Subject : Invitation to Annual Ordinary General Meeting of the Shareholders for the year 2025 via The Electronic Media Platform (E-AGM)

Attention : Shareholders of MDX Public Company Limited

Attachments : 1) Copy of the Minutes of Annual Ordinary General Meeting of the Shareholders for the Year 2024 (supporting document for agenda 1)

2) 2024 Annual Report (Form 56-1 One Report) and Financial Statements for the accounting period ended December 31, 2024 (supporting document for agenda 2, 3 and 4)

3) Details of Directors' Remuneration (supporting document for agenda 5)

4) Information of the Company's Auditors (supporting document for agenda 6)

5) Information of Retiring Directors that are proposed to be re-elected and definition of Independent Directors (supporting document for agenda 7)

6) Copy of Charter of the Board of Directors of MDX Public Company Limited (supporting document for agenda 8.1)

7) Information of Individuals Proposed for Consideration as Directors of the Company (supporting document for agenda 8.1.1, 8.1.3 and 8.2)

8) Proxy Form B

9) Directors' Information for consideration regarding shareholders' proxy

10) Documents or Evidences showing an identity of the shareholder or a representative of the shareholder (proxy) entitled to attend the meeting

11) Company's Articles of Association relating to the Ordinary General Meeting of Shareholders

12) Guidelines for Attending the Annual Ordinary General Meeting of the Shareholders via The Electronic Media Platform (E-AGM) and Proxy

As the Board of Directors of the Company resolved that the Annual Ordinary General Meeting of the Shareholders for the year 2025 on Wednesday, April 23, 2025 at 10:00 a.m. solely via the Electronic Media Platform (E-AGM) without arranging the conference room for the shareholders. In accordance with the rules stipulated in the law relating to electronic conferencing. At the

Company's Headquarters, No. 199, Floor 12A, Ratchadaphisek Road, Khlongtoei Sub-district, Khlongtoei District, Bangkok 10110. The agenda of businesses to be transacted at the meeting as followings;

**Agenda 1 To consider and adopt the Minutes of the Annual Ordinary General Meeting of the Shareholders for the Year 2024 held on April 23, 2024**

*Proposal objectives* : To request the Meeting to adopt the said Minutes of the Meeting.

*Directors' opinion* : The Board recommends that the said Minutes of the Meeting should be adopted as proposed. (attachment # 1)

**Agenda 2 To consider and acknowledge the Directors' Report regarding operating results of the Company for the year 2024**

*Proposal objectives* : For the Meeting to consider and acknowledge the said report.

*Directors' opinion* : The Board recommends that the Meeting should acknowledge the said Report. (attachment # 2)

**Agenda 3 To consider and approve the Financial Statements for the accounting period ended December 31, 2024**

*Proposal objectives* : For the Meeting to consider and approve the said Financial Statements.

*Directors' opinion* : It is recommended that the Meeting consider and approve the said Financial Statements. (attachment # 2)

**Agenda 4 To consider and approve the dividend omission and non-allocation of the Net Profit for the accounting period of the year 2024 Operating Results**

*Proposal objectives* : For the Meeting to approve the dividend omission and non-allocation of the net profit for legal reserves for the 2024 operating results.

*Directors' opinion* : Due to the retained loss, the Board thus recommends that the Meeting approve the dividend omission and non-allocation of the net profit for the accounting period of the year 2024 Operating Results. (attachment # 2)

**Agenda 5 To consider and approve the director's remuneration for the year 2025**

*Proposal objectives* : For the Meeting to approve the director's remuneration for the year 2025.

*Directors' opinion* : The Board of Directors considered and thus recommends that the Meeting approve the director's remuneration for the year 2025 should be paid no greater than THB. 14 million, using the same rationale of the previous year. (Details of information of the directors and the definitions of independent director as per attachment # 3)

**Agenda 6 To consider and approve the appointment of auditors and fixing of audit fees for the year 2025**

*Proposal objectives* : For the Meeting to approve the appointment of auditors and fixing of audit fees for the year 2025

*Directors' opinion* : The Board of Directors concurred that the Meeting is recommended to approve the appointment of Ms. Susan Eiamvanicha, a certified public accountant No. 4306 or Ms. Wanraya Puttasatien, a certified public accountant No. 4387 or Mr. Suchart Panitcharoen, a certified public accountant No. 4475 or Ms. Chuenta Chommern, a certified public accountant No. 7570 or Ms. Waraporn Intaraprasit, a certified public accountant No.7881 or Ms. Wandee Eiamvanicha, a certified public accountant No. 8210 or Mr. Kiatisak Vanithanont, a certified public accountant No. 9922 or Ms. Amornrat Chaethongborisut, a certified public accountant No. 10998 or Ms. Chonthicha Lertwilai, a certified public accountant No. 12258 of SP Audit Company Limited to be the Company's auditors for the accounting period of the year 2025, and to determine the audit fees at THB -1,770,000- for the year 2025. (attachment # 4)

**Agenda 7 To consider and approve the re-election of the directors to replace those who retire from office by rotation**

*Proposal objectives* : For the Meeting to approve the re-election of the directors to replace those who retire from office by rotation.

*Directors' opinion* : For this meeting, there will be three directors to retire, namely Mr. Precha Sekhararidhi, Mr. Kamolsak Panthusane and Ms. Chantrakarn Srisawadi. In addition, Mr. Precha Sekhararidhi and Mr. Kamolsak Panthusane have written to the Company, notice their intention not to renew their terms as directors of MDX Public Company Limited. The Board has considered and thus recommends to propose to the Meeting approve the re-election Ms. Chantrakarn Srisawadi, who retiring by rotation for another term. (attachment # 5)

**Agenda 8 To consider of matters according to the shareholders' letter dated January 31, 2025, (regarding a request for the Board of Directors to call a shareholders' meeting) to proceed to the general shareholders' meeting**

**Agenda 8.1 To consider and approve the enforcement of the Charter of the Board of Directors of MDX Public Company Limited**

*Proposal objectives* : For the Meeting to approve the enforcement of the Charter of the Board of Directors of MDX Public Company Limited.

*Director's opinion* : Due to the shareholders' letter, coupled with that the Company does not have the Charter of the Board of Directors in force, which is in compliance with the Good Corporate



Governance Principles for Listed Companies 2017 or the Corporate Governance Code (“CG Code”), the Board of Directors has considered and deemed it appropriate for the Meeting to consider and approve the enforcement of “The Charter of the Board of Directors of MDX Public Company Limited” (attachment # 6)

**Agenda 8.1.1 To consider and approval of the Board of Directors’ election**

*Proposal objectives* : For the Meeting to approval of the Board of Directors’ election.

*Director’s opinion* : Due to the enforcement of the Charter of the Board of Directors as detailed in Agenda 8.1, resulting in five of the Board of Directors' being removed from their position. This is because they are unqualified, due to their retirement ages as following;

- 1) Mr. Pracha Hetrakul, Chairman of the Director.
- 2) Mr. Precha Sekhararidhi, Executive Director.
- 3) Mrs. Poonsup Autsawanapakart, Executive Director.
- 4) Mr. Kamolsak Phantusane, Independent Director and Chairman of the Audit Committee.
- 5) Mr. Nikhom Wanichawattanaramluek, Independent Director and Audit Committee

Due to the shareholders' letter to the Company, proposing names, position, and other information of individuals to the Board of Directors for the shareholders’ meeting to elect five directors, in order to be in accordance with the Charter of the Board of Directors are as follows:

- 1) Mr. Prasong Poontaneat to assume the position of Chairman of the Executive Committee.
- 2) Mrs. Sujeepapa Singtokul to assume the position of Executive Director.
- 3) Mr. Wirat Junnual to assume the position of Executive Director.
- 4) Mrs. Tipawan Chayutimanta to assume the position of Independent Director and Chairwoman of the Audit Committee.
- 5) Mr. Wisarut Ruknapapong to assume the position of Independent Director.

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the election of directors according to the list as proposed by the shareholders and no nominates proposed via the Company Website by the shareholders.

*\*\*In addition, this Agenda will be considered when Agenda 8.1 has been considered and voted for by the Annual Ordinary General Meeting of the Shareholders with a majority vote of the shareholders attending the meeting and having the right to vote.*

**Agenda 8.1.2 To consider and approve the amendment of the Company's authorized directors.**

*Proposal objectives* : For the Meeting to approve the amendment of the Company's authorized directors.

*Director’s opinion* : Due to the election of the Board of Directors of the Company to be in accordance with the Charter of the Board of Directors, the authorized directors of the Company

shall be amended as follows: **“Any two of these four executive directors jointly sign with the Company seal”** this will be complied with the amendment of the Company's authorized directors.

*\*\*In addition, this agenda will be considered when Agenda Item 8.1 has been considered and voted for by the Annual Ordinary General Meeting of the Shareholders with a majority vote of the shareholders attending the meeting and having the right to vote.*

**Agenda 8.1.3 To consider and approve the appointment of the Chairman of the Company's Board of Directors.**

*Proposal objectives* : For the Meeting to approve the appointment of the Chairman of the Company's Board of Directors.

*Director's opinion* : According to Agenda 8.1, 8.1.2 and 8.2 and being compliance with the Charter of the Board of Directors, the Board of Directors' Charter and the letter of the shareholders, the Board of Directors deemed it appropriate for the shareholders' meeting to consider and approve the appointment of Mr. Prasong Poontaneat as the Chairman of the Company's Board of Directors.

*\*\*In addition, this agenda will be considered when Agenda Item 8.1 has been considered and voted for by the Annual Ordinary General Meeting of the Shareholders with a majority vote of the shareholders attending the meeting and having the right to vote.*

**Agenda 8.2 To consider and approve the election of new directors.**

*Proposal objectives* : For the Meeting to approve the election of new directors.

*Director's opinion* : Since the Board of Directors has selected individuals who are knowledgeable, capable and fully qualified according to the Public Limited Companies Act and the Securities and Exchange Act to be directors of the Company. The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider electing the following individuals to be directors of the Company. Replacing of two directors who do not desire to extend their Positions as company directors as follow:

1) Mrs. Tipawan Chayutimanta assumes the position of Independent Director and Chairwoman of the Audit Committee.

2) Mrs. Sujeepapa Singtokul assumes the position of Executive Director.

*\*\*In addition, this agenda will be considered when agenda item 8.1 is not considered and voted for by the Annual Ordinary General Meeting of the Shareholders.*

**Agenda 9 To consider other businesses (if any)**



If the shareholders intend to attend the E-AGM, the shareholders or their proxies shall notify their request by e-mailing the Company with the identification documents as details in Invitation Letter within 16 April, 2025 to the E-mail: [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com). Once the Company has verified the name of the shareholders, who has rights to attend 2025 Annual Ordinary General Meeting of the Shareholders, consistence with specified names (Record Date) on March 18, 2025, the Company will send Username and Password for accessing the AGM via Electronic Media Platform (E-AGM) to the shareholder's email address provided to the Company.

If the shareholders are inconvenient to attend the E-AGM, the shareholders can appoint **the Independent Director or the Executive Director** of the company to attend the E-AGM on their behalf. In this respect, the shareholders are able to use the provided Proxy Form, which was attached in Invitation Letter to the Annual Ordinary General Meeting of Shareholders for the year 2025. The Proxy Form (The Attachment # 8) also can be downloaded from <http://www.mdx.co.th>. The details and Guidelines for attending the AGM via electronic media platform (E-AGM) are specified in Attachment # 12. In this connection, the program for conducting the AGM via electronic media platform (E-AGM) is provided by Conovance Company Limited, which is the system service provider for the E-AGM, certified by Electronic Transactions Development Agency Ministry of Digital Economy and Society.

Please kindly be informed accordingly.

Sincerely Yours,

by The Directors' resolution



(Mr. Krithiran Rawiphatakaraya)

President



Remark: For more information please contact;

- Executive and Legal Office (Company secretary)

Tel. 0 2302 2355 Fax. 0 2302 2400

E-mail: [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com)

- The problem using the E-AGM system. Contact the system operator: [Conovance Co., Ltd.](#)

Call 082-979-4978

E-AGM implementation program can be downloaded from the website:

<https://www.conovance.com/download.php>

Manuals and operating videos can be downloaded at the website:

<https://www.conovance.com/support.php>

**Annual Ordinary General Meeting Report 2024**  
**via the Electronic Meeting Platform (E-AGM) of**  
**MDX Public Company Limited**

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**Date/Time** : Tuesday 23,<sup>rd</sup> April 2024 at 10.00 a.m.  
**Venue** : Live Broadcast at the Main Conference Room, Headquarters, No. 199  
Ratchadapisak Road, 12A Floor, Khlongtoei, Khlongtoei, Bangkok 10110

**Attendance** :

**1. Six Board of Directors**

Mr. Pracha Hetrakul	Chairman of the Director and Chairman of the Executive Board
Mr. Pijayaphong Na Bangxang	President and Executive Director
Mr. Precha Sekhararidhi	Director and Executive Director
Mr. Kamolsak Phantusane	Independent Director and Chairman of the Audit Committee
Ms. Chantrakarn Srisawadi	Independent Director and Audit Committee
Mrs. Poonsup Autsawanapakart	Director and Executive Director

**2. Two Advisors of the Board of Directors and Executive Board**

Dr. Subin Pinkayan	Director's Honorary Advisor
Mrs. Songsri Kalyanamitr	Executive Director's Advisor

**3. Six Executives and Executive's Advisor**

Ms. Jiraprapa Sangchan	Vice President (Finance)
Ms. Rossukon Buaphan	Vice President (Accounting)
Mr. Wirat Junnual	Vice President (Executive and Legal Department) and Company's Secretary
Mrs. Yuvadee Yaiyoo	Vice President (Administration)
Mrs. Sujeepapa Singtokul	Senor Advisor (Marketing)
Mr. Somkiat Kitsuwanakul	Advisor (Engineer)

Attachment # 1 (next)

**4. An Auditor (CWWP Co., Ltd.)**

Ms. Chonticha Lertwilai

Auditor

**5. Three Representatives from GMS Power Public Company Limited**

Mr. David L Michaels

Executive Director

M.L. Pannawadee Varawan

Executive Vice President (Finance)

Mr. Tawatchai Buddhimanoth

Executive Vice President

**6. An Absent Board of Directors**

Mr. Sawasd Puipunthavong

Independent Director and Audit Committee

**Documents Sent before the Meeting:**

1. Invitation to the Annual Ordinary General Meeting 2024 of MDX Public Company Limited.
2. The Annual Ordinary General Meeting Report 2023 of MDX Public Company Limited (to consider Agenda 1).
3. Annual Report 2023 (Form 56-1 One Report) of MDX Public Company Limited (to consider Agenda 2, 3 and 4).
4. Details of 4 Directors Retiring by Rotation (to consider Agenda 5).
5. Details of Director's Remuneration (to consider Agenda 6).
6. Details of Company's Auditor (to consider Agenda 7).
7. Definition of Independent Director.
8. Proxy Form and counterfoil.
9. Documents or evidence showing an identity of a shareholder or a representative of the shareholder.
10. Articles of Association of MDX Public Company Limited (Regarding Shareholders' Meeting and Voting)
11. Guidelines for Attending Annual Ordinary General Meeting Via Electronic Media Platform (E-AGM) and proxy.

**Minutes Recorder:** Mr. Wirat Junnual                      Company's Secretary

**Meeting Commencement**

Mr. Pracha Hetrakul, the Chairman of the Director officiated as the Chairman of the Meeting (the Chairman) greeted toward the shareholders and opened the Annual Ordinary General Meeting 2024 via the electronic media platform at 10.00 a.m. (the Meeting). There were 17 shareholders, representing 33,682,936 shares and 24 proxies, representing 217,924,158 shares

Attachment # 1 (next)

attending the Meeting. There were 41 attendees with totally 251,607,094 shares in aggregate 52.9039% of the total number of shares sold (475,593,142 shares). There must be at least 25 shareholders and proxies attending the meeting or not less than half of the total number of shareholders and must hold shares in aggregate not less than one-third of the total number of shares sold, or not less than 158,531,047 shares in which constitutes a complete quorum as per the Company's Articles of Association.

Before considering the first Agenda, the Chairman additionally informed the Meeting as follows:

- The system provider for the Annual Ordinary General Meeting 2024 via the electronic media platform (E-AGM) is conducted and controlled by Conovance Company Limited certified by Electronic Transactions Development Agency (ETDA) under the Ministry of Digital Economy and Society in accordance with security standards regulated in the Ministry of Digital Economy and Society Notification re: Standards of Maintaining Security of EMERGENCY DECREE ON ELECTRONIC MEETINGS, B.E. 2563 (2020) and relevant laws. The Company, hereby, provided Username and Password to the shareholders and their proxies, who requested to participate the E-AGM and sent their identification documents prior to the date of the E-AGM.

Then, the Chairman introduced 6 Board of Directors and stated as follows:

- There were 6 directors, attending the Meeting, accounting for eighty five point seventy one percent (85.71%) as follows:
  1. There were 4 directors in the live meeting broadcast room.
    - Mr. Pracha Hetrakul
    - Mr. Pijayaphong Na Bangxang
    - Mr. Precha Sekhararidhi and
    - Mr. Kamolsak Phantusane
  2. There were 2 directors, attending the Meeting via the electronic media platform.
    - Ms. Chantrakarn Srisawadi and
    - Mrs. Poonsub Autsawanapakart
  3. An absent Board of Directors.
    - Mr. Sawasd Puipunthavong
- Ms. Chonticha Lertwilai is Auditor from CWWP Company Limited.
- Mr. Pracha Hetrakul is the Chairman of the Director and the Chairman of the Executive Board.
- Mr. Kamolsak Phantusane is the Chairman of the Audit Committee.
- The Company will not appoint any subcommittee. Therefore, the Company does not have the other Chairman of subcommittee.

## Attachment # 1 (next)

- According to the Company's Articles of Association, the association of vote on each agenda is that the shareholders and proxies are able to vote equally to the number of held and/or appointed shares by counting one share equal to one vote.
- Voting in each agenda will be done openly.
- The shareholder and proxies have to vote either Approve, Disapprove or Abstain and the vote is not able to be divided into parts, except custodian's vote.
- In each Agenda, the Company will open for voting and summarizing the results as follows:
  - \*\* In case of "Approve" in such agenda, the shareholders shall not cast the vote in such agenda because the system will automatically count the votes as an Approve in the summation.
  - \*\* In case of "Disapprove" or "Abstain" in such agenda, the shareholders shall cast the vote in accordance with the elective choices in such agenda and the vote shall be automatically counted as votes of that shareholders in the summation. For shareholders who appoint the Company's directors or independent directors to be their proxies, voting will be processed, according to purpose of the shareholders.
- The considered resolution of agenda 6, Director's remuneration, must be approved by not less than two-third vote of the shareholders attended the Meeting in accordance with Public Limited Companies Act, B.E. 2535 (1992) in Section 90 and the Company's Articles of Association in Article 15.
- The resolution or 'Approved' in other Agendas must be approved by the majority vote of the shareholders who attended the Meeting and were eligible to vote.
- The Company will provide the shareholders an opportunity to ask related questions or give opinions appropriately before voting in each agenda through the system with pictures and sounds by pressing the raised hand button on the right side of the screen during the opening for questioning. Then, the shareholders who wish to ask questions turn on the camera and microphone on the computer. When, the controller has sent the microphone signal to the shareholder's computer, the shareholders shall introduce their name, surname and status (shareholder or proxy). Therefore, the Company can take it into account for taking accurate minutes of the Meeting.
- If the shareholders are unable to ask questions or give opinions through the system, the shareholders can also submit questions or comments through Chat forums by typing a message, questions or comments in the text box at the bottom right corner of the screen, then press ENTER. The shareholder's message will appear on the forum.
  - The images and audio of meeting will be recorded in the form of video.

Attachment # 1 (next)

The Meeting has resolved as follows:

**Agenda 1 To Consider and Approve the Annual Ordinary General Meeting of the shareholders for the Year 2023 Held on April 25, 2023**

**The Chairman** requested the Meeting to consider a copy of the Annual Ordinary General Meeting Report 2023 dated 25<sup>th</sup> April 2023 which was sent to the shareholders along with the Meeting Invitation Letter.

**Mr. Prateep Watcharachokasame**, a shareholder, raised a question through the chat box message as follows : When will the company pay dividends?

**Mr. Pijayaphong Na Bangxang**, a president, proposed to the Meeting that this first agenda is for the meeting to approve the Annual Ordinary General Meeting Report 2023 and also answer to Mr. Prateep that the Company is unable to pay dividends, due to the accumulated losses. The detail of this matter will be clarified to the meeting in relevant agenda.

**The Chairman** proposed to the Meeting for consideration.

**The Meeting has considered and approved of the Annual Ordinary General Meeting Report 2023 dated 25<sup>th</sup> April 2023 the majority vote of the shareholders who attended the Meeting and were eligible to vote. As follows:**

- **Approved by 245,930,489 votes in aggregate 97.7438% of the shareholders who attended the Meeting and were eligible to vote.**
- **Disapproved by 5,676,700 votes in aggregate 2.2562% of the shareholders who attended the Meeting and were eligible to vote.**
- **Abstained by 0 votes in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.**
- **Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.**

**Agenda 2 To Consider and Acknowledge the Directors' Report regarding Operating Results of Company for the Year 2023 and Corporate Governance Policy.**

**The Chairman** assigned Mr. Pijayaphong Na Bangxang, a president, to announce conclusion of the Company's operating results for the year 2023 to the Meeting.

**Mr. Pijayaphong Na Bangxang**, a president, announced the Company's operating results for the year 2023 to the Meeting as follows:

➤ **The Company's Operating result for the year 2023**



The Company and its affiliates had total income from business operations of approximately 812 million Baht as following detail set forth herein.

1. Real estate business (Gateway City Industrial Estate) had operating income about 215 million Baht.
2. Production and distribution business of electric power and joint venture had operating income about 414 million Baht.
3. Consulting and management business had operating income about 71 million Baht.
4. Other business operations had operating income about 112 million Baht.

According to Company's financial statement of the year 2023, the Company had as operating profits of Bath 0.36 per share and Bath 7.96 per share for the book value, Equity to paid-up capital equal to 80 percent (80%).

➤ Business Operations for the year 2024

The Company has continually implemented to increase business potential for earning more profits in the year 2024 from the following business operations.

1. The Company has a target to sell approximately 100 rai of land in 2024, in respect of real estate business.
2. Energy business.

In respect of energy business, the company has focused on alternative energy businesses by moving forward to solar power plant business (Buoy type, size 22.1 MWp.), which is the renewable energy operations with low risk. However, this operation tend to return low income. The Company, therefore, has been operating and increasing the installation of this energy business, in order to be gained more income.

**The Chairman** further announced to the Meeting that this agenda is to consider and acknowledge of the Board of Directors' operating results for the year 2023 without voting.

As the summarized report above, the detail was shown in Annual Report 2023 (Form 56-1 One Report), which was sent in advance to the shareholders along with the letter of invitation.

In respect of Anti-Bribery and Corruption Policy, the Company has set this matter into the value of the organization and considered as a business ethics. The board of directors has been emphasized and aware of this policy by clearly announcing this policy and guidance regarding to the corruption for executive directors and employee to adhere, including setting forth this policy in the business ethics and handbook of ethics and ethics for the board of directors, executive directors and employee and also publishing this on the Company's website. The important points of this policy and guidance are not to promote, support and participate concerning to all corruption.

Attachment # 1 (next)

**Mr. Pijayaphong Na Bangxang**, a president, made a statement to the meeting about providing the suggestions (to submit questions in advance) of Thai Investors Association (“TIA”), concerning to conduction of the annual ordinary general meeting of the shareholders. In the event that there are annual ordinary general meeting of the shareholders and extraordinary meeting, the Company shall arrange the 2 types of meeting (Hybrid) as follows:

- 1) Electronic form (E-Meeting) and
- 2) Normal form (On-Site meeting)

This is a requirement for corporation from the Securities and Exchange Commission (“SEC”) as detailed in the letter No. SEC NorRor. (Wor) 2/2024 Re: Requesting Cooperation regarding Organizing an Ordinary General Meeting of Shareholders, dated 10<sup>th</sup> January 2024. The Company accept to this requirement and shall further consider this requirement.

**Mr. Prateep Watcharachokasame**, a shareholder, raised a question through the chat box message as follows : Regarding that the company completely paid the debts under rehabilitation plan, clearing accumulated losses should be done accordingly. The question is why the accumulated losses has not yet completed.

**Mr. Pijayaphong Na Bangxang**, a president, answered that the elimination of accumulated losses shall be done during the proper time, which has many elements for example clearing accumulated losses could be done when the Company has consistent and sustainable income, so the Company will be able to pay dividends to the shareholders. Although, the Company’s operations have been experienced some profits since 2021, the profits have not been consistent enough. In this year of 2024, the Company will afford to increase the operation’s results. For all the reasons above, the accumulated losses are unable to be cleared, unless the Company has experienced the consistent and sustainable profits, in order to prevent arising the same problems. Thus, the Company would like to inform to the meeting that elimination of accumulated losses shall be done when the time is appropriate.

**Mr. Chayawat Karawahwattana**, a shareholder, raised a question through the chat box message as follows:

- 1) Asking about the progress of the projects in Gateway City Industrial Estate that will be jointly developed with MDX Assets Company Limited.
- 2) Asking for the plans of GMS Power Public Company Limited in this year and asking that “Is there any new and/or developed plans that might be conducted?”

**Mr. Pijayaphong Na Bangxang**, a president, answered these questions as follows:

- The Company currently has had approximately 200 rai of land for sale and has collaborated with MDX Asset Company Limited (“MDX ASSET”) whose owns the area around the Gateway City Industrial Estate, in order to increase the Company's land sales potential.

Attachment # 1 (next)

- The Company has sold some land of MDX ASSET for the past years and in early of 2024 the Company has purchased the land of MDX ASSET, in order to increase the sales area for approximately 150 million Baht. In addition, some of the land has been already sold.

- Regarding to the question about GMS Power, Mr. Pijayaphong Na Bangxang, a president, was assigned to answer questions about the new projects of GMS Power's collaborating with the Company regarding to the investment of renewable energy by building a floating solar power plant with a size of approximately 22 Megawatts, which already has had customers requirement to buy the electricity.

**Mr. Prateep Watcharachokasame**, a shareholder, expressed the opinion through the chat box message that the accumulate losses can be done immediately.

**Mr. Pijayaphong Na Bangxang**, a president, responded to the shareholder that it is true that the elimination of accumulated losses can be done immediately, however, other elements need to be taken into account as well.

**The Chairman** proposed to the Meeting for consideration.

***The Meeting considered and acknowledged of the Board of Directors' operating results for the year 2023 without voting.***

**Agenda 3 To Consider and Approve of the Financial Statements for the Accounting Period Ended December 31, 2023**

**The Chairman** requested the Meeting to consider Auditor's Reports and Financial Statements ended December 31, 2023, certified by the Company's auditor, including approved by the Company's Board of Directors and Board of Audit Committee. The reports were sent to shareholders in advance with the Company's Annual Report 2023 (Form 56-1 One Report).

**Mr. Prateep Watcharachokasame**, a shareholder, expressed the suggestions through the chat box message that there are total assets of 7,000 million Baht and registered capital of only 4,000 million Baht. The accountant can provide opinions on increasing capital or reducing capital in special occasions. Thus, the Company will be able to operate efficiently.

**Ms. Rossukon Buaphan**, a vice president (Accounting), explained to the meeting about the capital reduction of company that it will be considered on the basis of the separate financial statements (Company). It will not be considered from the consolidated financial statements in any way.

**Mr. Pijayaphong Na Bangxang**, a president, further discussed that in case of capital increasing, reduction and elimination of accumulated loss for main objective is to pay dividends, the company would like to accept this matter and shall further consider when the time is appropriate as stated above.

**The Chairman** proposed to the Meeting for consideration.

Attachment # 1 (next)

***The Meeting considered and approved the Financial Statements ended December 31, 2023 by the majority vote of the shareholders who attended the Meeting and were eligible to vote.***

***As follows:***

- ***Approved by 245,196,289 votes in aggregate 97.4520% of the shareholders who attended the meeting and were eligible to vote.***
- ***Disapproved by 6,411,000 votes in aggregate 2.5480% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Abstained by 0 votes in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***

**Agenda 4 To Consider and Approve the Dividend Omission and Non-Allocation of the Net Profit for 2023 Operating Results.**

**The Chairman** announced to the Meeting that Company has specified a policy to pay dividend as shown in the annual report 2023, the Company still has accumulated loss that the Company is unable to distribute to the reserve fund as provided in the law, thus the Company is unable to pay dividend, according to Article 115 in the Public Company Limited Act, B.E. 2535 (1992) and Article 48 in the Company's Articles of Association. In this regard, the Board of Directors proposed to the Meeting to approve such non-allocation for reserve fund and omit the dividend payment to shareholders for the Company's Operation Results Accounting Period 2023.

**Mr. Prateep Watcharachokasame**, a shareholder, questioned through the chat box message that it is unjustified to not allocate dividends to the shareholders, whose authority is the most important. Why dividends are not paid? The losses are solely accounting.

**Mr. Pijayaphong Na Bangxang**, a president, explained that the Company has been aware that shareholders have the highest power. Thus, the shareholders are given opportunity to exercise their rights to vote in each agenda and the result in each agenda is disclosed to shareholders.

**The Chairman** proposed to the Meeting for consideration.

***The Meeting has considered and approved of the non-allocation for reserves fund and omits the dividend payment to shareholders for the Company's Operation Results Accounting Period 2023 by the majority vote of the shareholders who attended the Meeting and were eligible to vote.***

***As follows:***

- ***Approved by 245,930,589 votes in aggregate 97.7438% of the shareholders who attended the Meeting and were eligible to vote.***

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- ***Disapproved by 5,676,700 votes in aggregate 2.2562% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Abstained by 0 votes in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***

**Agenda 5 To Consider and Approve the Re-election of the Directors to Replace of Those Who Are Retired by Rotation.**

**The Chairman** proclaimed that according to Article 71 in the Public Limited Companies Act B.E. 2535 and Article 17 of the Company's Articles of Association, in every Annual Ordinary General Meeting one-third of the directors or the closest number to one-third of directors shall vacate, and the directors who have held office for longest shall vacate. Thus, there are 3 directors i.e Mr. Pracha Hetrakul, Mr. Sawasd Puipunthavong and Mrs. Poonsup Autsawanapakart who shall vacate in this Meeting. The directors who vacate from the office under this law and rules may be re-elected. However, Mr. Sawasd Puipunthavong as an independent director and audit committee has expressed his intention not to further be in the position as a board of director, due to health problems. The board of directors of the Company has considered and nominated persons for appointment as the directors in replacement of an independent director and audit committee by nominating qualified persons for appointment as a Company's director as following:

- 1) Mr. Nikhom Wanichwattanaramluek as an independent director and audit committee.
- 2) Mr. Krithiran Rawiphatakkaraya as an independent director and audit committee.

The qualification of persons who may be elected as the board of directors are complying with the requirements as indicated in Article 68 of the Public Limited Companies Act B.E. 2535 and Regulations of The Stock Exchange of Thailand. In addition, the persons who are nominated to be elected as independent directors has all the qualifications in accordance with the law regarding to independent directors.

The board of directors has prudently considered and concluded that Mr. Pracha Hetrakul, Mrs. Poonsup Autsawanapakart, Mr. Nikhom Wanichwattanaramluek and Mr. Krithiran Rawiphatakkaraya has provided high qualifications, wisdoms, talents and experiences as valuable for the Company and they have performed their duty efficiently. In addition, the operating will be able to continue smoothly as well.

The Board of Directors has proposed to elect Mr. Pracha Hetrakul, Mrs. Poonsup Autsawanapakart, Mr. Nikhom Wanichwattanaramluek and Mr. Krithiran Rawiphatakkaraya to be in

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the position of Company's directors. The detail of these four directors and the definition of Independent Director were sent to the shareholders together with the Meeting Invitation Letter.

**The Chairman** proposed to the Meeting for consideration.

***The Meeting has considered and approved 4 the Company's directors as mentioned above to be the Company's directors as the Chairman proposal by the majority vote of the shareholders who attended the Meeting and were eligible to vote. (The Company's director, who are also shareholders voted for Abstained in this agenda.) As follows:***

**1) Mr. Pracha Hetrakul**

- ***Approved by 238,312,089 votes in aggregate 94.7159% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Disapproved by 734,300 votes in aggregate 0.2918% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Abstained by 12,560,900 votes in aggregate 4.9923% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***

**2) Mrs. Poonsup Autsawanapakart**

- ***Approved by 245,187,789 votes in aggregate 97.4486% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Disapproved by 6,411,000 votes in aggregate 2.5480% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Abstained by 8,500 votes in aggregate 0.0034% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***

**3) Mr. Nikhom Wanichwattanaramluek**

- ***Approved by 250,872,989 votes in aggregate 99.7082% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Disapproved by 734,300 votes in aggregate 0.2918% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Abstained by 0 votes in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***



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**3) Mr. Krithiran Rawiphatakkaraya**

- **Approved by 250,872,989 votes in aggregate 99.7082% of the shareholders who attended the Meeting and were eligible to vote.**
- **Disapproved by 734,300 votes in aggregate 0.2918% of the shareholders who attended the Meeting and were eligible to vote.**
- **Abstained by 0 votes in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.**
- **Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.**

Therefore, there are 8 Company's directors as follows:

- 1) Mr. Pracha Hetrakul
- 2) Mr. Pijayaphong Na Bangxang
- 3) Mr. Precha Sekhararidhi
- 4) Mrs. Poonsub Autsawanapakart
- 5) Mr. Krithiran Rawiphatakkaraya
- 6) Mr. Kamolsak Phantusane
- 7) Ms. Chantrakarn Srisawadi
- 8) Mr. Nikhom Wanichwattanaramluek

**Agenda 6 To Consider and Approve the Directors' Remuneration for the Year 2024**

**The Chairman** proclaimed that according to the Article 90 of the Public Limited Companies Act B.E. 2535 (1992) and Article 15 in the Company's Articles of Association, the payment of remuneration shall be in accordance with the resolution of the Meeting of shareholders based on a vote of not less than two-thirds of the total number of votes of the shareholders attending the Meeting. The Board of Directors has considered and purposed the Meeting to consider and approve of the annual director's remuneration 2024 not exceeding Bath 14,000,000. - (the same as in 2023). This amount contains of pension, salary and bonus for those executive directors. Also, to empower the board of directors to grant other benefits for directors as deem appropriated with regard to the responsibility, the growth of the Company, the economic status and the Company's operating result. The detail was sent to the shareholders together with the Meeting Invitation Letter as attachment 4.

**Mr. Prateep Watcharachokasame**, a shareholder, expressed his opinion through the chat box message not to agree with providing the Company's directors annual remuneration.

**Mr. Pijayaphong Na Bangxang**, a president, stated to the meeting that

**Mr. Prateep's** opinion is accepted and will be properly considered further.

Attachment # 1 (next)

**The Chairman** proposed to the Meeting for consideration.

***The Meeting has approved the annual directors' remuneration for the year 2024 not exceeding 14 million baht per annum and empower the board of directors to grant other benefits for directors as deem appropriated, by a vote not less than two-thirds of the total number of votes of the shareholders attending the Meeting. (The Company's director, who are also shareholders voted for Abstained in this agenda.) As follows:***

- ***Approved by 233,272,189 votes in aggregate 92.7128% of the shareholders who attended the Meeting.***
- ***Disapproved by 5,676,700 votes in aggregate 2.2562% of the shareholders who attended the Meeting.***
- ***Abstained by 12,658,400 votes in aggregate 05.0310% of the shareholders who attended the Meeting.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting.***

**Agenda 7 To Consider and Approve the Appointment of Auditors and Fixing of Auditor Fees for the Year 2024**

**The Chairman** proclaimed that in an Annual Ordinary General Meeting, the Meeting must consider and appoint the Company's auditor. In 2024, the Board of Audit Committee purpose and the Board of Directors has approved and purposed the Meeting to consider and approved the Company's auditor from S P Audit Co., Ltd. as follows:

- Ms. Susan Eiamvanicha, a certified public accountant no. 4306 or
- Ms. Wanraya Puttasatian, a certified public accountant no. 4387 or
- Mr. Suchart Panitcharoen, a certified public accountant no. 4475 or
- Ms. Chuenta Chommern, a certified public accountant no. 7570 or
- Ms. Waraporn Intaraprasit, a certified public accountant no. 7881 or
- Ms. Wandee Eiamvanicha, a certified public accountant no. 8210 or
- Mr. Kiattisak Vanithanon, a certified public accountant no. 9922 or
- Ms. Amornrat Chaethongborisut, a certified public accountant no. 10998 or
- Ms. Chonthicha Lertwilai, a certified public accountant no. 12258

to be the Company's auditor for the year 2024. In this regard, the listed auditors and S P Audit Co., Ltd. have no special relationship and/or interest with Company, subsidiaries, executives, major shareholders or any persons who is related to them. Therefore, the Company purposed the Meeting

Attachment # 1 (next)

to consider and approve auditor fee for the year 2024 at Bath - 1,690,000. – (Baht One Million Six Hundred Ninety Thousand). The details of the auditors were sent to the shareholders together with the Meeting Invitation Letter in attachment 5.

**The Chairman** proposed to the Meeting for consideration.

***The Meeting has considered and approved the appointment of one of the aforesaid auditors to be the Company's Auditor 2024 and determining of Auditor Fee 2024 at Baht - 1,690,000. - (Baht One Million Six Hundred Ninety Thousand) by the majority vote of the shareholders who attended the Meeting and were eligible to vote. As follows:***

- ***Approved by 245,930,589 votes in aggregate 97.7438% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Disapproved by 5,676,700 votes in aggregate 2.2562% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Abstained by 0 votes in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***
- ***Voided ballot 0 ballot in aggregate 00.0000% of the shareholders who attended the Meeting and were eligible to vote.***

#### **Agenda 8 Other Businesses**

**The Chairman** proclaimed that this agenda 8 does not specially indicate the matter to be considered. According to laws, if shareholders would like to consider other matters than those listed in the Invitation, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Meeting to consider matters other than those indicated in the Invitation. Also, in this agenda, the Meeting shall permit shareholders to raise any question of their interest.

**Mr. Prateep Watcharachokasame**, a shareholder, expressed his opinion through the chat box message that the auditors should propose guidance for elimination of the accumulated losses to the board of directors and prepare the board of directors in advance, in case that elimination of the accumulated losses is amended.

**Mr. Pijayaphong Na Bangxang**, a president, stated to the meeting that **Mr. Prateep's** opinion is accepted and will be properly considered further.

No other more matters and questions have been raised. The Chairman thanks to all shareholders for attending the Meeting and closes the Meeting.

**Closed the Meeting at 11.27 a.m.**



A handwritten signature in blue ink, appearing to read "Pracha Hetrakul".

(Mr. Pracha Hetrakul)  
Chairman of the Meeting

We hereby certified righteousness and effectiveness of this report.

Two handwritten signatures in blue ink. The first signature is "P. Na Bangxang" and the second is "Poonsup".

.....  
(Mr. Pijayaphong Na Bangxang) (Mrs. Poonsup Autsawanapakart)  
Directors of MDX Public Company Limited.

Attachment # 3

(Document for consideration agenda 5)

### **Details of Directors' Remuneration**

The company currently does not appoint the Nomination Committee. However, the Annual Directors' remuneration 2025 has been considered carefully from the Audit Committee and the Board of Directors. For the purpose of the company, the rules in considering the remuneration should according to duties and responsibilities as assigned, performance of directors business, profit of the company and economic situation, that it is the same rules as was in the year 2024.

Such the remuneration include of pension of Directors, salary, bonus for Directors who are Executives and the Committees' remuneration.

Details of Annual Directors' remuneration 2024 as follows :

- (1) Pension of Chairman of Director
  - Total amount THB 140,000.00 per year.
- (2) Pension of Directors
  - There are 7 persons amount THB 120,000.00 per person per year.
- (3) The Audit Committee's remuneration 3 persons
  - The Chairman of the Audit Committee amount THB 80,000.00 per year.
  - There are 2 persons total amount THB 60,000.00 per person per year.
- (4) Salary and Bonus of Executive Directors
  - There are 3 persons total amount THB 5,703,675.00 per year.
- (5) Other Remuneration
  - Provident Fund total amount THB 142,320.00
  - the Remuneration of Non Executive Directors THB 462,667.30

Board of Directors agreed that the Shareholders' Meeting should consider and approve the Annual Directors' remuneration 2025 not exceeding THB -14,000,000- The same rules and amount as was in the year 2024. In case the Board of Directors have to specify the Subcommittees' remuneration, If Audit Committee and Board of Directors consider and approve an additional appointment, specify any interest to the Directors or specify the Directors' remuneration, all of those should not exceeding THB -14,000,000- according to the conclusion of the shareholders' meeting.

Attachment # 4

(Document for consideration agenda 6)

### **Information of Auditors of the Company**

#### **1. The name of Auditors** that ask for the approval and jurisdiction accounting office

In order to Public Limited Companies Act B.E. 2535 which specify that The Ordinary General Meeting of Shareholders have to appoint Auditors and specify the audit fees every year from the presentation of Board of Directors by the presentation of Audit Committee, agreed that the shareholders' meeting should approve to appoint Auditors from S P Audit Co., Ltd. be Annual Auditors 2025 according to the following list :

1. Ms. Susan Eiamvanicha, CPA. No. 4306 or
2. Ms. Wanraya Puttasatien, CPA. No. 4387 or
3. Mr. suchart Panitcharoen, CPA. No. 4475 or
4. Ms. Chuenta Chommern, CPPA. No. 7570 or
5. Ms. Waraporn Intaraprasit, CPA.No. 7881 or
6. Ms. Wandee Eiamvanicha, CPA. No. 8210 or
7. Mr. Kiattisak Vanithanon, CPA. No. 9922 or
8. Ms. Amornrat Chaethongborisut, CPA. No. 10998 or
9. Ms. Chonthicha Lertwilai, CPA. No. 12258

However Auditors as recommended, S P Audit Co., Ltd. have no relation and no conflict of interests with the company, its subsidiaries, its directors, its major shareholders, or any relating parties to the aforesaid persons.

#### **3. Period of being Auditors of the company**

- Ms. Susan Eiamvanicha, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the second year.
- Ms. Wanraya Puttasatien, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the ninth year.
- Mr. suchart Panitcharoen, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the second year.
- Ms. Chuenta Chommern, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the first year.
- Ms. Waraporn Intaraprasit, auditor of S P Audit Co.,Ltd. is presented for approval to be auditor of the company for the eleventh year.



Attachment # 4 (next)

- Ms. Wandee Eiamvanicha, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the second year.
- Mr. Kiattisak Vanithanon, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the second year.
- Ms. Amornrat Chaethongborisut, auditor of S P Audit Co., Ltd. is presented for approval to be auditor of the company for the second year.
- Ms. Cholthicha Lertwilai, auditor of CWWP Co., Ltd. is presented for approval to be auditor of the company for the fifth year.

**3. Identified that Auditors as present are under the same jurisdiction as Auditor of subsidiaries / associate company**

Auditors as presented this time are under the same jurisdiction as Auditor of subsidiaries / associate company.

**4. Auditors' remuneration**

*(A) the remuneration of the auditor to be approved;*

The Board of Directors proposed that the Annual Ordinary General Meeting of Shareholders shall be the overseer to consider and approve the audit fees of the Company for the year 2025 at the amount of Baht 1,770,000.00 more than in 2024, amount of Baht 80,000.00.

*(B) Information to be compared of the auditor's remuneration*

The remuneration of the auditor for the year 2024 is as follow:

- The audit fees at the amount of Baht 1,690,000.-
- Other service charges (travelling expense, overtime, etc.) at the amount of Baht 177,732.81

**5. Opinion of the Audit Committee on the appointment of the auditor and fix audit fees**

The Audit Committee has selected the auditors as details in Clause 1., and the audit fees as details in Clause 4. (A), and recommended the Board of Directors to propose to the Annual Ordinary General Meeting of Shareholders, for approval the auditors of the Company and the fixing audit fees for the year 2025.

Attachment # 5

(Document for consideration agenda 7)

**Information of the Director who retired by rotation and present to the shareholders to re-elect him back to his position for another term**



**Name-Surname** : Miss Chantrakarn Srisawadi

**Age** : 58 years old

**Position** : Director, Independent Director and Audit Committee

**Shareholding (%)** : 0.0012

**Family Relationship with the Executive** : None

**Education** : - Master of Business Administration, University of New Hampshire, USA.  
- Bachelor of Arts (Political Science) (Finance), Chulalongkorn University

**Training for role and skill of the Director** : Director Accreditation Program (DAP) In 2010

**Experience** : - 2006-Present Independent Director, White Group Public Co., Ltd.  
- 2002-Present Financial Advisor, Sawasdee and Woraburi Group Co., Ltd.  
- 1994-2001 Analyst, SCMB Co., Ltd

**Legal dispute** : None

**Criminal history** : None

**Criminal history in last 10 years** : None

**Interests in the Company's Meeting agenda** : The remuneration of the Committee on agenda 5  
: The re-election of the directors on agenda 7

**Prohibited Qualifications**

1. No criminal history on offences against property committed by act dishonestly.
2. No history of committing transactions which may conflict with the company's interests in last year period

**Meeting attendance in last year period**

- Attending Annual Ordinary General Meeting of shareholders for the year 2024, 1 time from total of 1 time.
- Attending Board of Directors Meeting for the year 2024, 11 times from total of 11 times.
- Attending Board of Audit Committee Meeting for the year 2024, 5 times from total of 5 times.

Attachment # 5 (next)

### **Definition of Independent Director**

The company has specified the definition of Independent Director based on the requirement of The Stock Exchange of Thailand that the Independent Director is the director who is not manage the company or subsidiary, free from Board of Directors and the Major Shareholder and not associate with any company that may cause in negative way to the company and / or to the shareholders.

1. *Important qualification of the Independent Director included*

- Holding shares not exceeding 1% of the total of shares that eligible to vote of the company, major company, subsidiary, associate company or juristic person that may have a conflict. By count included shareholding of the person concerned with those Independent Director.

- Never been Board of Directors that participate in the management of employees, workers,salary consultant or those who has power to control the company, subsidiary, associate company, subsidiary at the same sequence or juristic person that may have a conflict.

- Not a person who has blood relations or registration under laws such a parents, spouse, brotherhood and child included spouses of executive, the major shareholder, person who has power to control or have been proposed to be a manager or those who has power to control the company or subsidiary.

- Never have business relations with the company, major company, subsidiary, associate company or juristic person that may interrupt the independent of judgement and never been the Major Shareholder, the Non-Independent Director or Manager of company which has a business relations with the company, major company, subsidiary, associate company or juristic person that may have a conflict.

- Never been any professional service provider including legal advisor or financial advisor who get paid more than two million baht per year from the company, major company, subsidiary, associate company or juristic person that may have a conflict. In case that the professional service provider is a juristic person, it shall include being the Major Shareholder, the Non-Independent Director, Manager or the Managing Partner of the professional service provider.

- Not the committee who has been appointed to be representative of the Director, the Major Shareholder or the Shareholder who involved to the Major Shareholder of the company.

- There is nothing else that may interrupt the independent of judgement of The Independent Director.

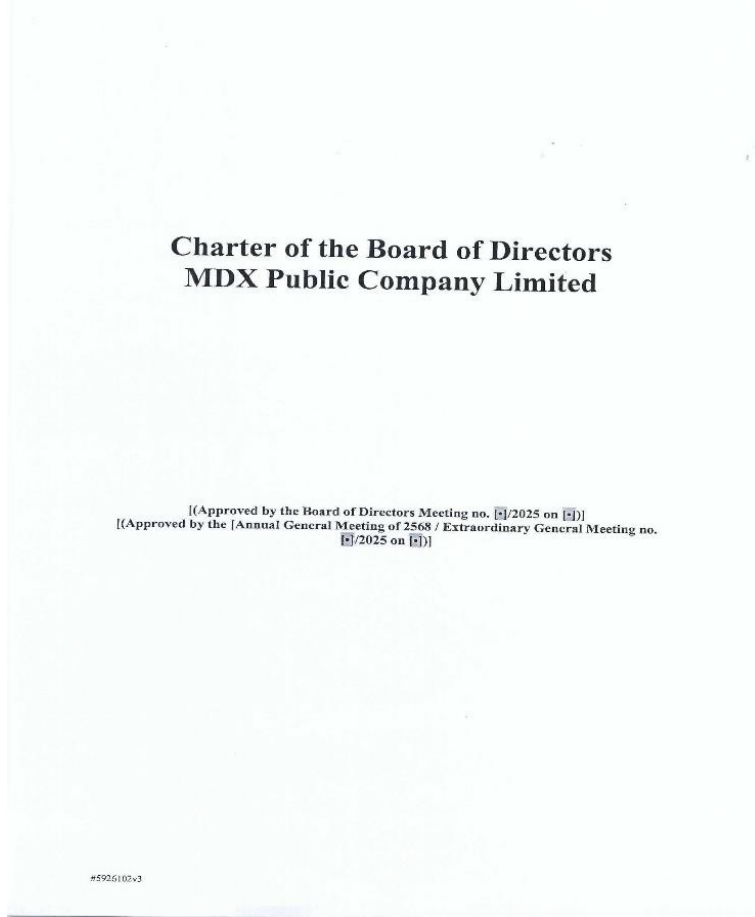
2. *The selection of The Independent Director*

Board of Executive will select a person who suit to be the Independent Director by the verification that based on the agencies involved, then present to the Board of Directors for approve.

After the approval, then present to the Shareholders' meeting.

Attachment # 6

(Document for consideration agenda 8.1)



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### Charter of the Board of Directors of the Board of Directors

#### 1. Objective

The Board of Directors has a crucial role in overseeing the management of the Company, including setting the direction, policies, and business strategies for the maximum benefit of the Company and its shareholders. It also monitors the operations of various sub-committees and the Company's management to ensure compliance with the established policies and strategies and adherence to good corporate governance principles. Additionally, the Board of Directors has powers, duties, and responsibilities as stipulated by law, the Articles of Association, objectives, and resolutions of the Company's shareholders' meetings.

#### 2. Composition and Appointment of the Board of Directors

- (1) The Board of Directors does not need to be shareholders of the Company.
- (2) The number of Board of Directors members is determined by the shareholders' meeting but must consist of at least 5 members and not more than 12 members. Not less than half of the total number of Board of Directors members must reside in the Kingdom of Thailand.
- (3) The Board of Directors must include at least one-third of the Independent Directors of the total number of directors, but not less than 3 persons.
- (4) The Chairman of the Board of Directors must not be the same person as the Chairman of the Executive Committee and the Chief Executive Officer to clearly separate roles and balance power in operations.
- (5) The Board of Directors shall elect one of the directors as the Chairman. If deemed appropriate, the Board of Directors may also elect one or more directors as Vice-Chairman or other positions as deemed appropriate.
- (6) The appointment of directors must comply with the Company's Articles of Association and relevant legal requirements. The process must be transparent and clear, considering the educational background and professional experience of the individuals, with sufficient details for the Board of Directors and shareholders to make informed decisions.

#### 3. Qualifications of the Board of Directors

- (1) Directors must be individuals with knowledge and ability, integrity, business ethics, and sufficient time to dedicate their knowledge and ability to perform their duties for the Company.
- (2) They must have the qualifications and not possess any prohibited characteristics as stipulated by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws. They must also not have any characteristics, indicating a lack of suitability to be entrusted with managing a public company as specified in the Securities and Exchange Act (as amended), as well as announcements by the Securities and Exchange Commission and/or the Capital Market Supervisory Board.
- (3) Directors can hold directorships in other companies, provided that such positions do not hinder their duties as directors of the Company and comply with the guidelines of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET").



- (4) Directors must not engage in any business of the same nature and in competition with the Company's business, or become partners in a general partnership, or become partners with unlimited liability in a limited partnership, or become directors of private companies or other companies that engage in the same nature of business and in competition with the Company's business, whether for their own benefit or for the benefit of others, unless they have informed the shareholders' meeting before the resolution of appointment.
- (5) Independent Directors must have the independence qualifications specified by the Capital Market Supervisory Board and must be able to equally protect the interests of all shareholders and avoid conflicts of interest. Additionally, they must be able to attend Board of Directors meetings and provide independent opinions.
- (6) The age limit is 70 years for the position of Chairman and Chairman of the Audit Committee, and 65 years for the position of director ("**Retirement Age**"). Directors who reach the Retirement Age will be disqualified from holding the director's position. Re-election, re-appointment, or re-appointment to the Board of Directors will not be possible for those who have reached the Retirement Age.

#### 4. Term of Service

- (1) The Nomination and Remuneration Committee shall be responsible for nominating and proposing individuals who meet the qualifications specified in this Charter of the Board of Directors to serve as the Company's directors. The names of such individuals shall be presented to the Board of Directors meeting and/or the shareholders' meeting (as the case may be) for consideration and appointment.
- (2) Directors shall serve a term of 3 years each. Upon the expiration of their term, they may be considered for re-election as the Company's directors. In the case of appointing a director to fill a vacancy other than by term expiration, the Nomination and Remuneration Committee shall select an individual who meets the qualifications specified in this Charter of the Board of Directors and does not possess any prohibited characteristics under the law. The name of such an individual shall be presented to the Board of Directors meeting for appointment at the next Board of Directors meeting, unless the remaining term of the director is less than 2 months. The individual appointed in such a case shall serve only the remaining term of the director who vacated the position.
- (3) At every annual general meeting of shareholders, one-third of the current directors shall retire from the office. If the number of directors cannot be divided exactly into three parts, the number closest to one-third shall retire. In the first and second years following the Company's registration, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have been in office the longest shall retire.
- (4) Independent Directors shall serve a continuous term not exceeding 9 years, unless the Board of Directors deems that the individual should continue to serve as an Independent Director for the maximum benefit of the Company.
- (5) In addition to the term expiration mentioned above, the Company's director shall vacate office when:
  - (5.1) Deceased
  - (5.2) Resignation



- (5.3) Disqualified as the Company’s director as specified in this Charter of the Board of Directors or possessing prohibited characteristics under the Public Limited Companies Act or characteristics indicating a lack of suitability to be entrusted with managing a public company as specified in the Securities and Exchange Act (as amended), as well as announcements by the SEC and/or the Capital Market Supervisory Board.
- (5.4) Removed by a resolution of the shareholders' meeting
- (5.5) Ordered by a court to vacate the position of Company director
- (6) Any director wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date the resignation letter reaches the Company, or the date specified in the resignation letter, whichever is later.

In the event that the Chairman resigns or vacates the position for any reason before the end of the term, the Board of Directors shall select a new Chairman who meets the qualifications and does not possess any prohibited characteristics under the law.

**5. Powers, Duties, and Responsibilities**

In addition to the primary duties as representatives of the shareholders mentioned, the powers, duties, and responsibilities of the directors are also defined by law, the Company's Articles of Association, and resolutions of the shareholders' meetings, which include the following actions:

- (1) Perform duties with responsibility, caution, and honesty, considering the best interests of the Company, and comply with the law, the Company's objectives, the Articles of Association, and resolutions of the shareholders' meetings.
- (2) Define and approve the vision, mission, goals, strategies, policies, approval authority framework, business plans, and budgets of the Company and its subsidiaries. Monitor and supervise the management and operations of the Company's and subsidiaries' management to ensure they are in line with the established policies, plans, and budgets effectively and efficiently according to business policies.
- (3) Approve the appointment of individuals who meet the qualifications and do not possess any prohibited characteristics as specified in the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act, including relevant announcements, regulations, and/or rules, to serve as directors in case of vacancies other than by term expiration, unless the remaining term is less than 2 months.
- (4) Appoint the Audit Committee with qualifications as specified by the Securities and Exchange Act, including relevant announcements, regulations, and/or rules of the SET.
- (5) Appoint the Executive Committee by selecting from the directors and/or executives of the Company or its subsidiaries and define the scope of authority, duties, and responsibilities of the Executive Committee.
- (6) Appoint other sub-committees and define their scope of authority, duties, and responsibilities to assist in fulfilling the responsibilities of the Board of Directors.

## Attachment # 6 (next)

- (7) Appoint the Managing Director or Chief Executive Officer and the Company Secretary with qualifications as required by law, and determine the remuneration of the Managing Director or Chief Executive Officer, which must be approved by the Nomination and Remuneration Committee.
- (8) Define and amend the names of authorized directors who can bind the Company.
- (9) Approve transactions involving the acquisition or disposal of assets and/or related party transactions, except those requiring shareholders' approval. Such approvals must comply with the Securities and Exchange Act and/or relevant announcements, regulations, and/or rules of the SET.
- (10) Approve interim dividend payments to shareholders when the Company has sufficient profits and report such dividend payments to the shareholders at the next shareholders' meeting.
- (11) Prepare the annual report of the Board of Directors, consolidated financial statements, and separate financial statements of the Company as of the end of the accounting period, audited by the auditor, to reflect the financial position and performance of the past year and present them to the shareholders' meeting for approval.
- (12) Select and approve the nomination of the Company's, subsidiaries', and/or associates' auditors and determine appropriate remuneration as proposed by the Audit Committee before presenting it to the annual general meeting of shareholders for approval.
- (13) Ensure that the Company, subsidiaries, and/or associates implement appropriate and efficient accounting systems, including effective internal control and internal audit systems.
- (14) Define risk management policies covering the entire organization and oversee the implementation of risk management systems or processes with measures and controls to mitigate the impact on the Company's and subsidiaries' business appropriately.
- (15) Establish policies on good corporate governance and anti-corruption measures for the Company, subsidiaries, and/or associates in written form, at least according to the guidelines set by the SET and/or the SEC, and ensure the effective implementation of such policies to ensure that the Company, subsidiaries, and/or associates are responsible to all stakeholders fairly.
- (16) Directors have duties to report on their own and related persons' interests to the Company, and establish a reporting system for the interests of executives and related persons.
- (17) Delegate authority to one or more directors or other persons to act on behalf of the Board of Directors under the Board of Directors' control, or delegate authority as deemed appropriate by the Board of Directors within a specified period. The Board of Directors may revoke, withdraw, change, or amend such delegation of authority. However, the delegation must not allow the delegate to approve transactions in which they or related persons have conflicts of interest or other conflicts with the Company, subsidiaries, and/or associates as defined by the Securities and Exchange Act and/or other relevant announcements, except for transactions approved according to the policies and criteria set by the Board of Directors.



Attachment # 6 (next)

- (18) Ensure the disclosure of the roles and duties of the Board of Directors and sub-committees, the number of meetings, and the attendance of each director in the past year, and report on the performance of the Board of Directors and all sub-committees.
- (19) Encourage directors and executives of the Company and subsidiaries to attend various training courses of the Thai Institute of Directors related to their duties and responsibilities.
- (20) Monitor and oversee the management and operations of the Company, subsidiaries, and/or associates to ensure compliance with the Company's policies, relevant business laws, including the Securities and Exchange Act.
- (21) Consider appointing representatives to serve as directors and executives in subsidiaries and/or associates, at least in proportion to the shareholding in subsidiaries and/or associates, unless restricted by other laws or joint venture conditions with the government, or other cases as specified by the Securities and Exchange Act or the regulations of the Stock Exchange of Thailand. The appointed or nominated directors and executives of subsidiaries and/or associates must have the qualifications, roles, duties, and responsibilities specified by relevant laws and must not have characteristics indicating a lack of trustworthiness as defined by the SEC's announcement on the characteristics of untrustworthy directors and executives. Ensure that subsidiaries and/or associates disclose important information such as financial status and performance, related party transactions, and transactions that may have conflicts of interest, significant asset acquisitions or disposals, and other significant transactions that are not part of the normal business operations of subsidiaries and/or associates. Such disclosures must provide sufficient, complete, and accurate information within the timeframe specified by the company and in accordance with the criteria of relevant authorities.
- (22) The Board of Directors must ensure that subsidiaries and/or associates have appropriate and sufficient internal control systems to prevent potential fraud. Additionally, subsidiaries and/or associates should establish clear systems to demonstrate that they have adequate systems for disclosing significant transactions continuously and reliably according to the specified criteria. There should be channels for the Company's directors and executives to access information from subsidiaries and/or associates to monitor performance, financial status, transactions between subsidiaries and/or associates and their directors and/or executives, and significant transactions of subsidiaries and/or associates effectively. Furthermore, the Board of Directors must ensure that subsidiaries and/or associates have mechanisms to audit such systems, allowing the Company's internal audit team to access information directly and report the audit results to the Audit Committee and the Board of Directors. This ensures that subsidiaries and/or associates comply with the established systems effectively and consistently.

#### **6. Meetings**

- (1) Meetings shall be held at least 4 times a year, with the dates scheduled in advance for the entire year. Special meetings may be convened as necessary. Directors must attend at least three-fourths of all meetings.
- (2) The Chairman and the Chairman of the Executive Committee shall oversee and approve the meeting agenda. If the Chairman is not an Independent Director and the Board of Directors comprises less than half Independent Director, an Independent Director shall be appointed to jointly determine the meeting agenda.

- (3) A quorum for the Board of Directors meeting requires not less than half of the total number of directors, including at least one Independent Director. If the Chairman is absent or unable to perform duties, the Vice-Chairman, if present, shall preside over the meeting. If there is no Vice-Chairman or if the Vice-Chairman is absent or unable to perform duties, the directors present shall elect one among them to preside over the meeting. Decisions shall be made by majority vote.
- (4) Each director has one vote, except for directors with a conflict of interest in the matter being considered, who shall not vote on that matter. In case of a tie, the presiding Chairman shall have the casting vote.
- (5) Directors with significant conflicts of interest in the matter being considered must leave the meeting during the discussion of that matter.
- (6) The Company Secretary shall send the meeting invitation, agenda, and supporting documents to the directors not less than 3 days in advance to allow sufficient time for review before the meeting, except in urgent cases to protect the Company's rights or benefits, where electronic or other means of notification and a shorter notice period may be used.
- (7) The Chairman shall preside over the meeting, ensuring sufficient time for each agenda item for directors to discuss and express their opinions independently, considering the interests of shareholders and stakeholders fairly.
- (8) Decisions shall be made by majority vote, and any objections shall be recorded in the meeting minutes.
- (9) Directors have the right to request to view or inspect relevant documents or ask the relevant management to attend the meeting to provide additional information.
- (10) The Company Secretary shall record and prepare the meeting minutes within 14 days, maintain the meeting minutes and supporting documents, and support the Board of Directors in complying with laws, the Articles of Association, and shareholders' resolutions, as well as coordinate with relevant parties.
- (11) The Board of Directors meetings may be held via electronic media, provided that such meetings comply with the laws on electronic meetings and other relevant laws. The Board of Directors meetings held via electronic media shall be considered equivalent to in-person meetings as stipulated by law and this Charter of the Board of Directors, with the Company's headquarters considered the meeting venue.

#### **7. Reporting of the Board of Directors**

The Board of Directors shall prepare a performance evaluation report as part of the Board of Directors' opinion to report on their duties for the past year to the shareholders in the annual report, disclosing at least the following details:

1. Number of meetings held
2. Number of meetings attended by each director
3. Remuneration of the Board of Directors
4. Performance of duties as specified in the Charter of the Board of Directors

**8. Performance Evaluation of the Board of Directors**

The performance evaluation of the Board of Directors shall be conducted annually, divided into 2 types: individual director performance evaluation and overall Board of Directors performance evaluation.

The Board of Directors shall prepare a performance evaluation report as part of the Board of Directors' opinion.

**9. Remuneration**

The Nomination and Remuneration Committee shall be responsible for determining the remuneration of the Board of Directors and seeking approval from the shareholders' meeting.

**10. Review and Amendment of the Charter of the Board of Directors**

The Board of Directors shall review this Charter of the Board of Directors annually and make amendments as deemed appropriate.

Attachment # 6 (next)

This shall be effective from [•] onwards.

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[please indicate]  
[Chairman]  
MDX Public Company Limited

Attachment # 7

(Document for consideration agenda 8.1.1)

**Information of Individuals Proposed for Consideration as Director of Company**

<b>Name-Surname</b>	: MR. Prasong Poontaneat
<b>Age</b>	: 65 years old
<b>Position</b>	: -
<b>Shareholding (%)</b>	: 0
<b>Family Relationship with the Executive</b>	: None
<b>Education</b>	: - College of Management for Development, Thaksin University, Doctor of Philosophy (Ph.D.) in Public Administration - Dhurakij Pundit University, Master Of Business Administration (Organizational Management) - Sukhothai Thammathirat Open University Bachelor of law - Rajamangala University of Technology, Bachelor of Business Adiministration in Accounting
<b>Training for role and skill of the Director</b>	: -
<b>Experience</b>	: - Chairman of the Board of Directors, Krungthai Bank Public Company Limited - Chairman of the Board of Directors, TMB Bank Public Company Limited - Chairman of the Board of Directors, Airports of Thailand Public Company Limited - 2018-2020 Permanent Secretary of The Ministry of Finance, Ministry of Finance
<b>Legal dispute</b>	: None
<b>Criminal history</b>	: None
<b>Criminal history in last 10 years</b>	: None
<b>Interests in the Company's Meeting agenda</b>	: -
<b>Prohibited Qualifications</b>	
	1. No criminal history on offences against property committed by act dishonestly.
	2. No history of committing transactions which may conflict with the company's interests in last year period

Attachment # 7 (next)

**Meeting attendance in last year period**

- Attending Annual Ordinary General Meeting of shareholders for the year 2024, - time from total of - time.
- Attending Board of Directors Meeting for the year 2024, - times from total of - times.



Attachment # 7 (next)

**Information of Individuals Proposed for Consideration as Director of Company**

<b>Name-Surname</b>	: Mrs. Sujeepapa Singtokul
<b>Age</b>	: 63 years old
<b>Position</b>	: -
<b>Shareholding (%)</b>	: 0
<b>Family Relationship with the Executive</b>	: None
<b>Education</b>	: Bachelor of Arts in Journalism, Thammasat University
<b>Training for role and skill of the Director</b>	: - Property Valuation, Thammasat University - Strategy for Executive Excellence, Thammasat University - The Art of Management and Leadership for Executives, Thammasat University
<b>Experience</b>	: - 2021-Present Senior Vice President, Marketing MDX Public Company Limited - 2017-2021 Senior Marketing Advisor, MDX Public Company Limited
<b>Legal dispute</b>	: None
<b>Criminal history</b>	: None
<b>Criminal history in last 10 years</b>	: None
<b>Interests in the Company's Meeting agenda</b>	: -


**Prohibited Qualifications**

1. No criminal history on offences against property committed by act dishonestly.
2. No history of committing transactions which may conflict with the company's interests in last year period

**Meeting attendance in last year period**

- Attending Annual Ordinary General Meeting of shareholders for the year 2024, 1 time from total of 1 time.
- Attending Board of Directors Meeting for the year 2024, 11 times from total of 11 times.

**Information of Individuals Proposed for Consideration as Director of Company**

<b>Name-Surname</b>	: MR. Wirat Jannual	
<b>Age</b>	: 60 years old	
<b>Position</b>	: -	
<b>Shareholding (%)</b>	: 0	
<b>Family Relationship with the Executive</b>	: None	
<b>Education</b>	: Bachelor of Laws, Chulalongkorn University	
<b>Training for role and skill of the Director</b>	: - Company Secretary Program - Effective Minute Taking	
<b>Experience</b>	: - 2021-Present Director of C Group Corporation Co., Ltd. - 2010-Present Director of Cable TV (Chonburi) Co., Ltd. - 2010-Present Director of CTV Corporation Co., ltd. - 2010-Present Company Secretary, MDX Public Company Limited - 2010-2024 Deputy Managing Director of MDX Co., Ltd.	
<b>Legal dispute</b>	: None	
<b>Criminal history</b>	: None	
<b>Criminal history in last 10 years</b>	: None	
<b>Interests in the Company's Meeting agenda</b>	: -	
<b>Prohibited Qualifications</b>	<ol style="list-style-type: none"> <li>1. No criminal history on offences against property committed by act dishonestly.</li> <li>2. No history of committing transactions which may conflict with the company's interests in last year period</li> </ol>	
<b>Meeting attendance in last year period</b>	<ul style="list-style-type: none"> <li>- Attending Annual Ordinary General Meeting of shareholders for the year 2024, 1 time from total of 1 time.</li> <li>- Attending Board of Directors Meeting for the year 2024, 11 times from total of 11 times.</li> </ul>	

**Information of Individuals Proposed for Consideration as Director of Company**



**Name-Surname** : Mrs. Tippawan Chayutimanta

**Age** : 67 years old

**Position** : -

**Shareholding (%)** : 0

**Family Relationship with the Executive** : None

**Education** : - Master of Business Administration, Thammasat University  
 - Bachelor of Accountancy, Thammasat University

**Training for role and skill of the Director** : - Director Certification Program (DCP) at the Thai Institute of Directors in 2019  
 - IT Governance and Cyber Resilience Program (ITG) at the Thai Institute of Directors in 2020  
 - Senior Executive Programmer at London Business School in the United Kingdom  
 - Anti-Money Laundering course organized by the Internal Revenue Service of the United States.  
 - Received a scholarship from the Office of the Civil Service and Leadership Development Program at the National Graduate Institute for  
 - Received a scholarship from the Japan International Cooperation Agency (JICA) to attend the International Taxation course in Japan  
 - Transfer Pricing course organized by the Australian Taxation Office in Australia.  
 - Executive Development Program, Office of the Civil Service Commission, Class 82  
 - Tax accounting course organized by the Federation of Accounting Profession

**Experience** : - 2020-Present Independent Director of Jenkongklai Public Company Limited

Attachment # 7 (next)

- 2020-Present Independent Director of Quality Houses Public Company Limited
- 2019- Present Independent Director of S REIT
- 2018- Present Independent Director of Delta Electronics (Thailand) Public Company Limited

**Legal dispute** : None

**Criminal history** : None

**Criminal history in last 10 years** : None

**Interests in the Company's Meeting agenda** : -

**Prohibited Qualifications**

1. No criminal history on offences against property committed by act dishonestly.
2. No history of committing transactions which may conflict with the company's interests in last year period

**Meeting attendance in last year period**

- Attending Annual Ordinary General Meeting of shareholders for the year 2024, - time from total of - time.
- Attending Board of Directors Meeting for the year 2024, - times from total of - times.

**Information of Individuals Proposed for Consideration as Director of the Company**

<b>Name-Surname</b>	: MR. Wisarut Ruknapapong
<b>Age</b>	: 54 years old
<b>Position</b>	: -
<b>Shareholding (%)</b>	: 0
<b>Family Relationship with the Executive</b>	: None
<b>Education</b>	: Bachelor of Political Science (Public Administration), Chulalongkorn University
<b>Training for role and skill of the Director</b>	: - SHRM Conference 2023, Las Vegas - SHRM Conference 2024, Chicago - DDI Assessment Certification
<b>Experience</b>	: - 2011-Present Managing Director, Human Achievement Service Company Limited - 2003-Present Managing Director, Human Intellectual Management Company Limited
<b>Legal dispute</b>	: None
<b>Criminal history</b>	: None
<b>Criminal history in last 10 years</b>	: None
<b>Interests in the Company's Meeting agenda</b>	: -
<b>Prohibited Qualifications</b>	1. No criminal history on offences against property committed by act dishonestly. 2. No history of committing transactions which may conflict with the company's interests in last year period
<b>Meeting attendance in last year period</b>	- Attending Annual Ordinary General Meeting of shareholders for the year 2024, - time from total of - time. - Attending Board of Directors Meeting for the year 2024, - times from total of - times.

Attachment of the Department of Business Development

subject : form of proxy (no.5) B.E. 2550

[Thai Duty Stamp Bath 20.-]

**PROXY (Form B.)**

Written at .....

Date.....Month.....Year.....

(1) I/We, .....Nationality.....

Residing at No ..... Road.....Tambol/Sub district .....

Amphur/District .....Province.....Postal Code.....

(2) Being a shareholder of MDX Public Company Limited, holding the total amount of.....shares, and have the right to vote equal to ..... votes as follows:

Ordinary share .....shares, and have the right to vote equal to .....votes

Preference share .....shares, and have the right to vote equal to .....votes

(3) Hereby appoint

(1).....Age.....years

Residing at No..... Road.....Tambol/Sub - district.....

Amphur/District.....Province..... Postal Code.....or

(2).....Age.....years

Residing at No.....Road.....Tambol/Sub - district.....

(3).....Age.....years

Residing at No.....Road.....Tambol/Sub - district.....

Or  Mr. Kamolsak Phantusane, Chairman of the Audit Committee and Independent Director, age 89 years, residing at No.4/501, Moo 4, Sereethai 57 Road, Klongkum, Beungkum, Bangkok 10240Or  Mr. Krithiran Rawiphatakaraya, Executive Director and President, age 59 years, residing at No. 67/668, Soi Chaeng Watthana 10, Intersection 9-1-12, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210

Anyone of the above-mentioned person (s) as my/our proxy to attend and vote on my/our behalf at the Annual Ordinary General Meeting of the Shareholders for the year 2025 via the Electronic Media Platform (E-AGM) to be held on Wednesday, 23 April 2025 at 10.00 a.m..

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

**Agenda 1 : To consider and adopt the Minutes of the Annual Ordinary General Meeting of the Shareholders for the year 2024 held on Tuesday, 23 April 2024.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

Attachment # 8 (next)

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Against       Abstain

**Agenda 2 To consider and acknowledge the Directors' Report regarding operating results of the Company for the year 2024**

Acknowledge

**Agenda 3 To consider and approve the Financial Statements for the accounting period ended December 31, 2024.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Against       Abstain

**Agenda 4 To consider and approve the dividend omission and non-allocation of the Net Profit for the accounting period of the year 2024 Operating Results**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deem appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Against       Abstain

**Agenda 5 To consider and approve the Directors' remuneration for the year 2025**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Against       Abstain

**Agenda 6 To consider and approve the appointment of auditors and fixing of audit fees for the year 2025**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Against       Abstain

**Agenda 7 To consider and approve the re-election of the directors to replace those who retire from office by rotation.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Vote for an individual nominee, Name : ***Ms. Chantrakarn Srisawadi***

Approve       Against       Abstain

Attachment # 8 (next)

**Agenda 8 To consider of matters according to the shareholders' letter dated January 31, 2025, (regarding a request for the Board of Directors to call a shareholders' meeting) to proceed to the general shareholders' meeting.**

**Agenda 8.1 To consider and approve the enforcement of the Charter of the Board of Directors of MDX Public Company Limited.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Against                       Abstain

**Agenda 8.1.1 To consider and approval of the Board of Directors' election**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

- *Vote for an individual nominee, Name : **Mr. Prasong Poontaneat***

Approve                       Against                       Abstain

- *Vote for an individual nominee, Name : **Mrs. Sujeepapa Singtokul***

Approve                       Against                       Abstain

- *Vote for an individual nominee, Name : **Mr. Wirat Junnual***

Approve                       Against                       Abstain

- *Vote for an individual nominee, Name : **Mrs. Tippawan Chayutimanta***

Approve                       Against                       Abstain

- *Vote for an individual nominee, Name : **Mr. Wisarut Ruknapapong***

Approve                       Against                       Abstain

*\*\*In addition, this Agenda will be considered when Agenda 8.1 has been considered and voted for by the Annual Ordinary General Meeting of the Shareholders with a majority vote of the shareholders attending the meeting and having the right to vote.*

**Agenda 8.1.2 To consider and approve the amendment of the Company's authorized directors.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Against                       Abstain



Attachment # 8 (next)

*\*\*In addition, this agenda will be considered when Agenda Item 8.1 has been considered and voted for by the Annual Ordinary General Meeting of the Shareholders with a majority vote of the shareholders attending the meeting and having the right to vote.*

**Agenda 8.1.3 To consider and approve the appointment of the Chairman of the Company's Board of Directors.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

- Vote for an individual nominee, Name : **Mr. Prasong Poontaneat**

Approve                       Against                       Abstain

*\*\*In addition, this agenda will be considered when Agenda Item 8.1 has been considered and voted for by the Annual Ordinary General Meeting of the Shareholders with a majority vote of the shareholders attending the meeting and having the right to vote.*

**Agenda 8.2 To consider and approve the election of new directors.**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

- Vote for an individual nominee, Name : **Mrs. Tippawan Chayutimanta**

Approve                       Against                       Abstain

- Vote for an individual nominee, Name : **Mrs. Sujeepapa Singtokul**

Approve                       Against                       Abstain

*\*\*In addition, this agenda will be considered when agenda item 8.1 is not considered and voted for by the Annual Ordinary General Meeting of the Shareholders.*

**Agenda 9 To consider the other business (if any)**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Against                       Abstain

Attachment # 8 (next)

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and shall not be counted as my/our voting as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorize to consider the matters and vote my/our behalf as the proxy deems appropriate.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in every respects except in case the proxy did not vote as I/We have specified herein.

Signature.....Grantor

(.....)

Signature.....Proxy

(.....)

Signature.....Proxy

(.....)

Signature.....Proxy

(.....)

**Remark :**

1. A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy in order to split votes.
2. In agenda regarding the election of new Directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy may use the Attachment # 6 Proxy (Form B).

Attachment # 8 (next)

**The Counterfoil of Proxy (Form B).**

**Grant of proxy as a shareholder of MDX Public Company Limited.**

**In the Annual Ordinary General Meeting of the Shareholders for the year 2025 via the Electronic Media Platform (E-AGM) to be held on Wednesday 23, April 2025 at 10:00 a.m.**

- Agenda Item: ..... Subject: .....
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Against                       Abstain
- Agenda Item: ..... Subject: .....
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Against                       Abstain
- Agenda Item: ..... Subject: .....
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Against                       Abstain
- Agenda Item: ..... Subject: .....
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Against                       Abstain
- Agenda Item: ..... Subject: .....
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Against                       Abstain

Attachment # 8 (next)

Agenda Item: ..... Subject: .....

Name .....

Approve                       Against                       Abstain

Name .....

Approve                       Against                       Abstain

Name .....

Approve                       Against                       Abstain

Name .....

Approve                       Against                       Abstain

Name .....

Approve                       Against                       Abstain

Name .....

Approve                       Against                       Abstain

Name .....

Approve                       Against                       Abstain

**Information of the Director to be nominated as proxy**



**Name-Surname** : Mr. Kamolsak Phantusane

**Age** : 89 years old

**Position** : Director, Independent Director,  
Chairman of the Audit Committee

**Shareholding (%)** : 0

**Family Relationship with the Executive** : None

**Education** : - Bachelor of Commerce, Thammasat University  
- Bachelor of Accountancy, Thammasat University  
- Bachelor of Laws, Thammasat University

**Training for role and skill of the Director** : Director Accreditation Program (DAP) In 2007  
Director Accreditation Program (DAP) In 2007

**Experience** : - 2006-Present Independent Director and The  
Chairman of the Audit Committee, MDX Public  
Company Limited  
- 1998-2006 Independent Auditor  
- 1992-1997 Area Revenue officer of Yala Province  
Area Revenue officer of Songkhla Province Area  
Revenue officer of Bangkok area 6

**Legal dispute** : None

**Criminal history** : None

**Criminal history in last 10 years** : None

**Interests in the Company's Meeting agenda:** The Remuneration of the Committee on agenda 5

**Prohibited Qualifications**

1. No criminal history on offences against property committed by act dishonestly.
2. No history of committing transactions which may conflict with the company's interests in last year period

**Meeting attendance in last year period**

- Attending Annual Ordinary General Meeting of shareholders for the year 2024, 1 time from total of 1 time.
- Attending Board of Directors Meeting for the year 2024, 11 times from total of 11 times.
- Attending Board of Audit Committee Meeting for the year 2024, 5 times from total of 5 times.

## Information of the Director to be nominated as proxy



<b>Name-Surname</b>	: MR. Krithiran Rawiphatakkaraya
<b>Age</b>	: 59 years old
<b>Position</b>	: Director, President and Authorized Director of The Company
<b>Shareholding (%)</b>	: 0
<b>Family Relationship with the Executive</b>	: None
<b>Education</b>	: Master of Science National Institute of Development Administration
<b>Training for role and skill of the Director</b>	: - Director Accreditation Program (DAP) In 2011 - Director Certification Program (DCP) In 2011
<b>Experience</b>	: - 1989-1993 Project Engineer, Nakornluang Cement Public Company Limited. - 1993 - present Deputy Managing Director (Operations) MDX Public Company Limited.
<b>Legal dispute</b>	: None
<b>Criminal history</b>	: None
<b>Criminal history in last 10 years</b>	: None
<b>Interests in the Company's Meeting agenda</b>	: On Agenda 5 : The Remuneration of the Committee
<b>Prohibited Qualifications</b>	
1. No criminal history on offences against property committed by act dishonestly.	
2. No history of committing transactions which may conflict with the company's interests in last year period	
<b>Meeting attendance in last year period</b>	
- Attending Annual Ordinary General Meeting of shareholders for the year 2024, 1 time from total of 1 time.	
- Attending Board of Directors Meeting for the year 2024, 11 times from total of 11 times.	

**Documents or evidences showing identity of the shareholder or  
a representative of the shareholder (Proxy) entitled to attend the meeting**

**1. Natural person***1.1 Thai nationality*

- (a) Identification card of the shareholder ( copy of personal I.D. or identification card of government officer or identification card of state enterprise officer) ; or
- (b) in case of proxy, certified copy of identification card of the shareholder and identification card or passport (in case of a foreigner ) of the proxy.

*1.2 Non-Thai nationality*

- (a) Passport of the shareholder or
- (b) In case of proxy, certified copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**2. Juristic person***2.1 Juristic person registered in Thailand*

- (a) The Copy of Corporate affidavit, issued not exceeding 60 days by Department of Business Development, Ministry of Commerce; and
- (b) Certified copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form together with identification card or passport (in case of a foreigner) of the proxy.

*2.2 Juristic person registered outside of Thailand*

- (a) The Copy of Corporate affidavit and
- (b) Certified copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form together with identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidences produced or executed outside of Thailand, such documents or evidences should be notarized by a notary public.

Shareholders or Representative of the shareholders (Proxies) shall register and submit documents or evidence for verification through **E-mail : [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com) within April 16, 2025**, as detailed in Attachment # 12, "Guidelines for Attending the Annual Ordinary General Meeting of the Shareholders via Electronic Media Platform (E-AGM) and Proxy"

**Articles of Association of  
MDX Public Company Limited For Shareholders' Meeting**

14. Election of Directors shall be made by the shareholders' meeting with the following procedure and rules;

(a) Each shareholder shall have one vote for each share,

(b) Each shareholder shall exercise all votes applicable under (a) in appointing one or more person to be a director, but provided that any of the vote shall not be divisible,

(c) Person who has the most vote respectively shall be elected to be the Directors equivalent to the number of directors required; in case the following persons be elected have equivalent vote, the Chairman shall have a casting vote.

15. The Directors' remuneration and consideration shall be fixed by the shareholders' meeting.

16. The company's Directors are not required to be shareholders of the Company.

17. At every annual general meeting, one-third of Directors, or, if there number is not a multiple of three, then the number nearest to one-third must retire from office.

The Directors retiring on the first and second years following the registration of the Company, shall be drawn by lots. In every subsequent years, the Directors who has been longest in office shall retire.

A retiring Director is eligible to re-election.

32. The general shareholders' meeting of the Company shall be held in the area where the registered office of the company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.

33. The general shareholder's meeting shall be held at the least once in one year. This meeting shall be called "Ordinary General Meeting". The ordinary general meeting shall be held within 4 months from the end of accounting period of the company. Any other shareholder's meeting shall be called "Extraordinary Meeting".

The board of directors may summon an extraordinary meeting whenever they think fit. A shareholder or shareholders who are holding ten percent of the total shares sold request in writing to the board of directors for summoning and extraordinary shareholder's meeting. The requisition must clearly specify the object for which the meeting is required to be summoned in the writing. Thus, the board of directors shall held the meeting within 45 days from the date of receiving such request.



If the board of directors shall not held the meeting within the limited duration in 3<sup>rd</sup> paragraph, shareholders which are countable as the defined amount of shares are able to arrange the meeting within 45 days from the date of the end of limited duration in 3<sup>rd</sup> paragraph. In this case, the company shall be responded for necessary expenses and reasonable facilitated of the meeting.

In case of the meeting, which is held by the shareholders in 4<sup>th</sup> paragraph, the number of shareholders are unable to reach the quorum in Section 103 in Public Limited Companies Act, B.E. 2535 and Article 35, the shareholders shall be responded the expenses from the meeting for the company.

34. In summoning a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting indicating the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details by clearly specifying such matter is for acknowledgement, for approval, or for consideration, and sending them to the shareholders and the Registrar not less than 7 days prior to the meeting's date.

Such notice must also be published in a newspaper for 3 consecutive days with at least 3 days prior to the meeting date.

35. In a shareholders' meeting, there must be at least 25 shareholders or one-half of the total shareholders holdings not less than one-third of the total shares sold present in persons or by proxies (if any) attending the meeting in order to constitute a quorum.

If within an hour from the time fixed for the shareholders' meeting the quorum prescribed by the first paragraph is not constituted, the meeting, if summoning upon the requisition of shareholders, shall be dissolved. If such meeting is summoned and notices of the meeting shall be sent to the shareholders at least 7 days prior to the meeting's date. At such meeting no quorum shall be necessary.

36. In any shareholders' meeting, any shareholder is entitled to appoint a proxy to represent him at the meeting and have the right to vote.

The instrument appointing a proxy shall be in written, having a signature of the proxy in accordance with form prescribed by the Public Company's Registrar, and shall at least have the following particulars:

- a) The amount of shares held by such shareholder;
- b) The name of proxy;
- c) The meeting which the proxy is appointed to attend and vote

and such instrument appointing the proxy shall be submitted to the Chairman or the person authorized by the Chairman prior to the proxy attending the meeting

Attachment # 11 (next)

37. In the event the meeting has not finished the consideration of the agendas prescribed in the notice of the meeting or the consideration of matter raised by the shareholders holding not less than one-third of the total shares sold and it is necessary that the consideration be adjourned, the meeting shall fix place, date and time for the next meeting and the Board of Directors shall give a notice of the meeting indicating place, date, time and agenda to shareholders of not less than 7 days prior to the meeting's date. The said notice shall also be published in a newspaper with at least 3 days prior to the meeting's date.

38. The Chairman of the Board of Directors shall be a Chairman for the shareholders' meeting.

In the event the Chairman is not present or is unable to discharge his duties, Vice-chairman if any, shall serve as a Chairman. If there is no Vice-chairman or such Vice-chairman is unable to discharge his duties, the Shareholders present shall elect one of their members to be the Chairman.

39. In every shareholders' meeting, all shareholders have one vote for each share.

A Shareholder who has a special interest in a resolution cannot vote on such resolution, except for the election of Directors.

A resolution of any shareholders' meeting shall be passed by a majority vote of all the shareholders attending the meeting and having the right to vote, except in the following case, a resolution of not less than three-fourth of the votes of the shareholders attending the meeting and having the right to vote is required;

- a) Selling or transferring the Company's business whether in whole or in substantial part to other person;
- b) Purchasing or accepting the transfer of the business of other public or private company;
- c) Making, amending or terminating of any agreement concerning the lease, in whole or in substantial part, of the Company's business, assigning any person to manage the Company's business, or merging with other person for the purpose of profit and loss sharing.

40. The business to be transacted at the Ordinary General Meeting shall be as follows:

- 1) To consider the report of the Board of Directors regarding the Company's business in the previous year;
- 2) To consider and approve the financial statements ;
- 3) To consider the distribution of profit ;
- 4) To elect the Directors replacing those retired by rotation;
- 5) To appoint an auditor;
- 6) To consider any other business

**Guidelines for Attending the Annual Ordinary General Meeting of the Shareholders****Via the Electronic Media Platform (E-AGM) and Proxy.****1. In case the shareholders attending the E-AGM by themselves. The shareholders shall practice as follows:**

1.1 The shareholders shall notify their request to attend the AGM via Electronic Media Platform (E-AGM) with completely attaching identification documents to confirm the attendance. Especially, please kindly specify e-mail and mobile phone number clearly, in order to be used for sending Username and Password for accessing the AGM via Electronic Media Platform (E-AGM). Please send this to the E-mail: [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com) within 16 April 2025.

1.2 The shareholders shall submit identification documents as follows:

**(A). The shareholder is an ordinary person.****■ Thai citizen shareholder:**

- A copy of ID card, driving license or government official ID card, certified as true copy.

**■ Foreign shareholder:**

- A copy of passport, certified as true copy.

**(B). The shareholder is a juristic person.****■ Juristic person registered in Thailand.**

- A copy of affidavit of the juristic person, issued no longer than 60 days and certified as true copy by the authorized directors on behalf of the juristic person with corporate seal (if any).

- A copy of ID card or passport (In case of foreigner) of authorized directors, attending the E-AGM, authorizing an empowered person or appointing a proxy to attend the meeting, certified as true copy.

- A copy of ID card or passport (In case of foreigner) of a proxy or an empowered person (In case that an authorized director is unable to attend the meeting), certified as true copy.

**■ Juristic person registered in oversea.**

1. The affidavit of the juristic person, which is issued by a government agency of such country. The affidavit of the juristic person needs to be notarized by Notary Public or a government agency, issued no longer than one year prior.

2. A copy of ID card or passport (In case of foreigner) of authorized directors, attending the E-AGM, authorizing an empowered person or appoint a proxy to attend the meeting, certified as true copy.

3. A copy of ID card or passport (In case of foreigner) of a proxy or an empowered person (In case that an authorized director is unable to attend the meeting), certified as true copy.

Attachment # 12 (next)

1.3 The shareholders shall notify their request to attend the AGM via Electronic Media Platform (E-AGM) with identification documents as details in 1.1 and 1.2 to the Company within **16 April 2025** by the solely E-mail: [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com).

1.4 Once the Company receives the documents as per item 1.1 and 1.2 from the shareholders, the Company will proceed with inspecting documents for confirming the meeting attendance. Once the inspected is completed and corrected to the rights of the shareholders for attending the 2025 Annual General Ordinary Meeting of the Shareholders, accordance with the Company's Record Date on March 18, 2025, the Company will send Username and Password, together with Web Link for attending the E-AGM. **Please kindly refrain from giving the Username and Password provided for shareholder to another person.** This is because the Company's shareholders or proxies are solely entitled to attend the meeting. Whereas, giving the Username and Password provided to another person might be illegal under appreciable and related laws.

In case that the Username and Password are lost or you have not received it within **18 April 2025**, please immediately contact the Company at Office of Administration and Legal department (Company's Secretary) as follows :

- Via telephone : 02-302-2355 or E-mail : [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com)

1.5 The Company will send you a link of manual use of the E-AGM system, together with Username and Password by email. Please read the manual thoroughly. The system will be opened 2 hours prior in advance, therefore the shareholder can register for attending the meeting. However, the live broadcast will begin at 10.00 am.

1.6 In respect of voting during the E-AGM, the Company will open for voting and summary votes for each agenda in the conclusion.

■ In case of "Approve" in such agenda, the shareholders shall not cast the vote or the shareholders shall cast "Approve" in such agenda because the system will automatically count the votes as an Approve in the summation.

■ In case of "Disapprove" or "Abstain" in such agenda, the shareholders shall cast the vote in accordance with the elective choices in such agenda and the vote shall be automatically counted as votes of that shareholders in the summation.

1.7 If the shareholders encounter any technical problems in using the E-AGM meeting system before or during the meeting, please contact **Conovance Company Limited**, which is the system service provider before or during the meeting through the number **082-979-4978**.

**2. In case the shareholders appointing proxy to attend the AGM via Electronic Media Platform (E-AGM).**

Attachment # 12 (next)

- 2.1 The shareholders shall submit the documents as details 1.1 and 1.2
- 2.2 The proxy form, correctly and completely filled in, signed by the grantor and the proxy
- 2.3 The proxy shall submit the identification documents as follows:

**(A) An individual shareholder to appoint a proxy.**

1. Thai citizen proxy: a copy of ID card, government officer card, driving license, certified as true copy by the grantor.
2. Foreign proxy: a copy of passport, certified as true copy by the grantor.

**(B) A juristic person as a shareholder to appoint a proxy.**

- Juristic person registered in Thailand.
  1. A copy of affidavit of the juristic person, issued no longer than 60 days and certified as true copy by the authorized directors on behalf of the juristic person with corporate seal (if any).
  2. A copy of ID card or passport (In case of foreigner) of authorized directors, attending the E-AGM, whose signatures appear in the letter of proxy or authorizing an empowered person to attend the meeting, certified as true copy.
  3. A copy of ID card or passport (In case of foreigner) of an empowered person (In case that an authorized director of a proxy is unable to attend the meeting), certified as true copy.
- Juristic person registered in other countries.
  1. The affidavit of the juristic person, issued by a government agency of such country. The affidavit of the juristic person needs to be notarized by Notary Public or a government agency, issued no longer than one year prior.
  2. A copy of ID card or passport (In case of foreigner) of authorized directors, attending the E-AGM, whose signatures appear in the letter of proxy or authorizing an empowered person to attend the meeting, certified as true copy.
  3. A copy of ID card or passport (In case of foreigner) of an empowered person (In case that an authorized director of a proxy is unable to attend the meeting), certified as true copy.

➤ In case of appointing the proxy, the shareholders can appoint the independent director of the Company or the Company Directors to attend the E-AGM on their behalf as attached details in the Attachment # 8 pages 46-52 of Invitation Letter to the Annual Ordinary General Meeting of Shareholders for the year 2025, notified on March 21, 2025.

- 2.4 The shareholders or proxies shall notify their request to attend the meeting, in order to receive Username and Password for registration the AGM via Electronic Media Platform (E-AGM) and also send the Proxy Form and identification documents of the shareholders or the proxies, accordance with 1.1, 1.2, 2.2 and 2.3 to the Company within **16 April 2025** through the

**E-mail : [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com)**

Attachment # 12 (next)

### **3. The AGM via Electronic Media Platform (E-AGM) attendance**

3.1 The company shall confirmed the right to attend the meeting by sending the Username and Password to the Shareholders and Proxies, then they can choose the channels to attend E-AGM through one of the following 2 channels :

*(a) attend the meeting through the program (Used through the program on the Windows operating system only)*

➤ Shareholders can attend the meeting, vote, view the scores, and questions via microphone or text chat channel.

➤ **Recommendations for E-AGM attendance via program :**

- Computer / Desktop / Notebook / Tablet with Windows operating system only (Windows operating system 7 / 8 /10 /11) Memory 4 GB or more
- Internet speed 3.0 Mbps (Megabit)
- The program can be downloaded at : <https://www.conovance.com/download.php>
- Can download the installation and use manual of the program at : <https://www.conovance.com/support.php>

*(b) Join the meeting via Web Browser (available via Google Chrome on all platforms including iOS and Android)*

➤ **Recommendations for attending the E-AGM meeting via Web Browser :**

- Google Chrome (Web Browser) latest version or no more than 1 year on all platforms Windows, iOS and Android
- Internet speed 3.0 Mbps (Megabit)
- Can download and install Google Chrome on all platforms such as App Store (iOS) Play Store (Android).
- User manual can be downloaded via Web Browser at : <https://www.conovance.com/download.php>

3.2 The shareholders or proxies can also download manual use and video of the E-AGM system from the website : <https://www.conovance.com/support.php> The system is supported for e-meeting and e-voting, according to attending the meeting themselves or appointing the proxy as your requests with the identified documents.

4. Channel for shareholders or proxies to send the comment or questions related to business operation of the Company or any relevant agenda to be considered in this E-AGM are as follows:

4.1 During the E-AGM meeting, the shareholders or proxies attending the Meeting can submit comments or questions via the E-AGM system.

Attachment # 12 (next)

4.2 The shareholders can submit comments or questions in advance to the Company prior to the dated of the Meeting via the following channel : **E-mail: [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com)**.

**Remark : For more information please contact ;**

- Executive and Legal Office (Company secretary)

Tel. 0 2302 2355 Fax. 0 2302 2400

E-mail: [secretarycompany.mdx@gmail.com](mailto:secretarycompany.mdx@gmail.com)

- The problem using the E-AGM system. Contact the system operator : [Conovance Co., Ltd.](#)

Call 082-979-4978



E-AGM implementation program can be downloaded from the website:

<https://www.conovance.com/download.php>

Manuals and operating videos can be downloaded at the website:

<https://www.conovance.com/support.php>





## **MDX Public Company Limited**

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