



**NOTICE OF THE ANNUAL GENERAL MEETING  
OF SHAREHOLDERS FOR THE YEAR 2024**

**XSPRING CAPITAL PUBLIC COMPANY LIMITED**

26<sup>th</sup> April 2024 at 2.00 p.m.

The meeting will be conducted in the form of an electronic meeting (E-Meeting).

The meeting will be broadcasted from the Company located at No. 59 Siri Campus,  
Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district,  
Vadhana District, Bangkok 10110

## Privacy Notice

XSpring Capital Public Company Limited (the "**Company**") recognizes the importance of the protecting personal data and places the priority on privacy and safety of personal data of persons attending the Annual General Meeting of Shareholders for the year 2024. In this regard, to be in accordance with the Personal Data Protection Act B.E. 2562 (2019) and other relevant laws and regulations ("**Data Protection Legislation**"), the Company would like to notify our proceedings with respect to your personal data and to inform your rights under the Data Protection Legislation.

If the shareholders wish to know more details about how the Company protects your personal data and privacy, you may learn more in the Privacy Policy of the Company that announced on the Company's website.

### 1. Personal data the Company will collect

The Company needs to collect the personal data of the shareholders and the proxy ("**You**") for the purpose of arranging the shareholders' meeting and for verifying your identity in attending the shareholders meeting. The Company will collect your personal data as follows:

Collected Personal Data
<ul style="list-style-type: none"><li>➤ Personal details, such as name and surname</li><li>➤ Contact details, such as address, telephone number and email</li><li>➤ Date of birth, age, and gender</li><li>➤ Nationality</li><li>➤ Shareholder's register no.</li><li>➤ Number of shares</li><li>➤ Sound, picture and video recording in the meeting area</li><li>➤ Information related to contact and using of an electronic system (if any) such as password, username, address, telephone number, email or IP Address, in case of online access to the electronic meeting.</li></ul>

In case of proxy, the Company may have to request for copy of the shareholders' and the proxy's identification card by having the objective as specified above. Please ensure that you has masked the religion information appeared on the identification card (if any) before submitting document to the Company as such information considered as a sensitive personal data and the Company has no intention to collect such information.

In addition, the Company has to record both of picture and voice of this meeting for rightful legal grounds and best interest of the shareholders.

In collecting this personal data, we may receive your personal data from 3 channels as follows:

- a) directly from the information that you, as shareholders or the proxy, provide to the Company;
- b) receive personal data from the third party, such as shareholder (in case you are proxy), proxy (in case you are a shareholder) or through system of Thailand Securities Depository Co., Ltd. (TSD) as the registrar of the Company only if it is necessary and by using methods as specified by law; and
- c) automatically receive your personal data when you use command or use the Company's electronic system in case of online access to the meeting.

In this regard, before you disclose the third parties' personal data to the Company, you must inform the data subject about the detail and allow the Company to use the said personal data according to this Privacy Notice.

## 2. The Purpose of Collection, Use, Processing or Disclosure of your Personal Data

The Purpose of Use of your Personal Data	
➤	Call for, arrange for and proceed with the shareholder's meeting, including to use as supporting information for the shareholder's meeting, and to verify your identity, which is in accordance with the Company's Article of the Association and as specified by law or to deliver any documents to shareholders as informed.
➤	For complying with the legal obligations or submitting documents to government authority.
➤	For public relations or setting up activities of the Company, in this regard, the collection of personal data shall be in accordance with legitimate purpose and validity and shall be in the scope of the shareholder's anticipation.

## 3. Keeping the collected Personal Data and How long do we keep your Personal Data

The Company will retain your personal data as specified in this document for all the period as prescribed by the relevant law and as long as is reasonably necessary for the use of information, but not more than 10 years from the date of the Annual General Meeting of Shareholders for the year 2024. Once the time lapses, the Company will destroy your personal data or de-identify such personal data afterward.

## 4. Disclosure of Personal Data

Disclose or transfer your Personal Data to other relevant parties or organization with respect to above proceedings such as the Department of Business Development, the Ministry of Commerce, the Stock Exchange of Thailand, the Securities and Exchange Commission or electronic meeting platform provider, as required by the Public Limited Company Act B.E. 2535 (1992) (including its amendment) and other law.

## 5. Your rights as a data subject

Under the relevant law and this Privacy Notice, you may have the following rights as a data subject:

- (1) You may have the right to withdraw consent that gave to the Company for the collection, use, processing or disclosing of your personal data;
- (2) You may have the right to access or request a copy of the personal data which is under the Company's responsibilities, including requesting the Company to disclose the acquisition of the said personal data that you do not consent;
- (3) You may have the right to obtain personal data from the Company and request the Company to transmit this data to another data controller;
- (4) You may have the right to object to the collection, use, processing or disclosure of your personal data;
- (5) You may have the right to request that the Company erase, destroy, or de-identify your personal data;
- (6) You may have the right to restrict the Company's use of your personal data; and
- (7) You may have the right to request the Company to rectify your personal data that is inaccurate, out-of-date, incomplete, and misleading.

## 6. Contact Details

If you wish to contact the Company to exercise the rights relating to your personal data or if you wish to file any complaints or have any queries about the collection, use processing and disclosure of your personal data under this Privacy Notice, please contact the Company or our Data Protection Officer via the following avenues:

(a) **XSpring Capital Public Company Limited**

- No. 59 Siri Campus, Building D, 2<sup>nd</sup> Floor, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110
- Telephone: 66 (0) 2030 3730 Email: [ir@xspringcapital.com](mailto:ir@xspringcapital.com)

(b) **Data Protection Officer (DPO)**

- No. 59 Siri Campus, Building D, 2<sup>nd</sup> Floor, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110
- Telephone: 66 (0) 2030 3730
- Email: [dpo@xspringgroup.com](mailto:dpo@xspringgroup.com)

However, you can request to exercise your rights as specified under Clause 5 via the online channel at <https://www.xspringcapital.com/> in the button "Data Subject Rights" or scanning the QR Code below.



## Attachments

1.	A copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2023
2.	Form 56-1 One Report 2023 and the statements of financial status and the statements of comprehensive income for the year ended 31 <sup>st</sup> December 2023 (in the form of QR Code)
3.	Information of nominated persons for election replacing the directors retiring by rotation
4.	Profile and information of auditors
5.	information of directors determined for Proxy appointment and Proxy Form <ul style="list-style-type: none"><li>• Proxy Form A</li><li>• Proxy Form B</li><li>• Proxy Form C</li></ul> <p><b><u>Remark:</u> In the case of foreign shareholders who have appointed their custodians in Thailand, they may opt to use either Proxy Form A, B or C, while other shareholders may opt to use either Proxy Form A or B only.</b></p>
6.	Information regarding documents or evidence for attending the meeting
7.	Articles of Association of the Company with regard to the shareholders' meeting and voting procedures
8.	Procedures for using electronic conferencing system
9.	The request form to receive Form 56-1 One Report 2023 in paper format



XSpring Capital Public Company Limited  
No. 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District,  
Bangkok 10110  
Phone No: 66 (0) 2030 3730 Registration No. 0107537002460 [www.xspringcapital.com](http://www.xspringcapital.com)

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1<sup>st</sup> April 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2024

To: Shareholders of XSpring Capital Public Company Limited

The Board of Directors of XSpring Capital Public Company Limited (the “**Company**”) resolved to convene the Annual General Meeting of Shareholders for the Year 2024 on 26<sup>th</sup> April 2024 at 2.00 p.m. **through electronic media meeting (E-Meeting)** in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations. The Meeting will be broadcast from the Company located at No. 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110, in order to consider the following agenda items.

In this regard, the Company has allowed the shareholders to propose meeting agenda in advance during 14<sup>th</sup> November 2023 to 31<sup>st</sup> January 2024, by notifying shareholders through the news system of the Stock Exchange of Thailand (the “**SET**”) and the Company’s website, in accordance with the Corporate Governance Code of listed companies. The Company would like to inform that no shareholder has proposed any agenda in advance for this meeting.

**Agenda Item 1**      **Message from Chairman**

**Agenda Item 2**      **To consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2023**

**Facts and Reasons**

The Annual General Meeting of Shareholders for the Year 2023 was held on 27<sup>th</sup> April 2023. A copy of the minutes of the meeting as displayed in **Attachment 1**.

**Board of Directors’ Opinion**

The Board of Directors deemed it appropriate to propose the shareholders’ meeting to consider and certify the aforementioned minutes.

**Resolution**

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Agenda Item 3**      **To acknowledge the Board of Directors’ report on the Company’s operating results for the Year 2023**

**Facts and Reasons**

The report on the Company’s operating results for the Year 2023 is appeared in the Form 56-1 One Report 2023, which has been submitted to the shareholders together with the invitation letter to the meeting. Details of which are as set out in the **Attachment 2 (section 1: Business Operations and Performance)**.

#### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and acknowledge the Company's operating results for the year 2023.

#### Resolution

No resolution is required for this agenda item as this agenda item is for acknowledgement.

#### **Agenda Item 4 To consider and approve the statements of financial status and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2023**

#### Facts and Reasons

The statements of financial status and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2023 had been audited by the auditor of the Company, reviewed by the Audit Committee and approved by the Board of Directors of the Company. Details of which are as set out in the Form 56-1 One Report 2023, as appeared in the **Attachment 2 (section 3: Financial Statement)**.

#### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the statements of financial status and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2023.

#### Resolution

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

#### **Agenda Item 5 To consider and approve allocating part of net profit as a legal reserve**

#### Facts and Reasons

The Public Limited Company Act B.E. 2535 (1992) (as amended) ("**Public Limited Company Act B.E. 2535**"), Section 116 and Article 48 of the Company's Articles of Association stated that the Company must appropriate annual net profit to reserve fund at least 5 percent of the annual net profit after deduction of retained loss carry forward (if any) until the reserve fund reach 10 percent of its registered capital.

From the operating result of the Company for the year ended 31<sup>st</sup> December 2023, the Company had a net profit under the separated financial statements of Baht 97,643,407 The Company therefore will allocate part of annual net profit as a legal reserve of another Baht 4,882,170 (i.e., 5 percent of annual net profit for the year 2023) causing the total legal reserve from Baht 113,858,924 to Baht 118,741,094 (i.e., 2.21 percent of the total registered capital of the Company) to comply with the requirement by law.

#### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve allocating part of annual net profit as a legal reserve of another Baht 4,882,170 from the total legal reserve of Baht 113,858,924 to Baht 118,741,094 (i.e., 2.21 percent of total registered capital of the Company) to comply with the requirement by law.

#### Resolution

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Agenda Item 6**      **To consider and approve the omission of dividend payment for the operating results for the year 2023**

Facts and Reasons

The Company has a policy to pay dividend only when the Company is profitable and have sufficient liquidity for performing its normal business and that dividend payment need to be approved by the shareholders' meeting of the Company.

Board of Directors' Opinion

From the operating result of the Company for the year ended 31<sup>st</sup> December 2023, the Company had a net profit under the separated financial statements of Baht 97,643,407. Nevertheless, for the operations and business expansion in the future, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the omission of dividend payment for the operating results of the Company for the year 2023.

Resolution

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Agenda Item 7**      **To consider and approve the election of directors to replace the retiring directors by rotation**

Facts and Reasons

The Company has allowed the shareholders who hold shares of at least 5% of the paid-up capital of the Company to nominate or name candidates for appointment to directorship during the period from 14<sup>th</sup> November 2023 to 31<sup>st</sup> January 2024, by notifying shareholders through the news system of the SET and the Company's website, in accordance with the Corporate Governance Code of listed companies. However, no shareholders had nominated any persons to be elected as directors of the Company.

According to the Article 18 of the Company's Articles of Association, one-third of directors who had the longest tenure in the Board of Directors must be retired by rotation at the Annual General Meeting of Shareholders, provided that the directors who have held office the longest shall vacate office first. A director who vacates office may be re-elected to resume the position of a director. At this shareholders' meeting, there are directors to retire by rotation as follows:

1. Mr. Rathian Srimongkol	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Chief Executive Officer</li><li>- Chairman of the Executive Board</li><li>- Chairman of the Nominating and Compensation Committee</li></ul>
2. Mr. Pinit Puapan	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Member of the Executive Board</li></ul>
3. Ms. Varangkana Artkarasatapon	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Managing Director</li><li>- Member of the Executive Board</li><li>- Member of Risk Management Committee</li></ul>



The nominated persons have been scrutinized in accordance with the process specified by the Company and have qualifications in accordance with relevant rules and regulations as well as are well-suited to the business of the Company. The Nominating and Compensation Committee, excluding the interested directors, has taken into consideration the qualifications of the 3 directors who are due to retire by rotation and found that all 3 directors have full qualifications complying with Section 68 of the Public Limited Company Act B.E. 2535, and have not lacked trustworthiness to be appointed as the director under the rules and regulations prescribed by the Securities and Exchange Commission (the “SEC”) and the law relating to the Company’s business. In addition, these 3 directors possess knowledge, capability, and expertise in business which is relevant to the Company’s business operation which would assist the Company’s development. Therefore, the Nominating and Compensation Committee has proposed the names of the mentioned 3 directors to the Board of Directors to further consider proposing to the shareholders’ meeting for the 3 directors to be re-elected for another term.

Details of directors’ qualification, meeting attendance record in the past year, percentage of shareholdings, directorships and executive positions in other companies, other related relationships and nomination procedure are as set out in **Attachment 3**.

#### **Board of Directors’ Opinion**

The nominated directors have passed the Board of Directors’ screening process and the Board of Directors (excluding the directors having vested interests) had thoroughly considered and was of the view that all 3 directors possess the qualifications that are suitable for the Company’s business operation. The Board of Directors, therefore, deemed it appropriate to propose the shareholders’ meeting to re-elect all directors who retired by rotation namely, 1) Mr. Rathian Srimongkol 2) Mr. Pinit Puapan and 3) Ms. Varangkana Artkarasatapon to be directors for another term.

#### **Resolution**

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, and, in the case where any persons so elected in a next lower order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, a decision shall be made by the Chairman of the meeting according to the Article 15 of the Company’s Articles of Association.

#### **Agenda Item 8      To consider and approve directors’ remuneration for the year 2024**

##### **Facts and Reasons**

Section 90, paragraph 2 of the Public Limited Company Act B.E. 2535 and Article 16 of the Company’s Articles of Association indicated that the payment of directors’ remuneration shall be in accordance with the resolution of the meeting of shareholders. In addition, according to Section 90, paragraph 2 of the Public Limited Company Act B.E. 2535, the payment of director’s remuneration must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

##### **Principles and Procedures for the Proposal of Remuneration**

The Nominating and Compensation Committee had proposed the directors’ remuneration which had been thoroughly considered based on numerous factors and references from the similar industries including the future business expansions and deemed it appropriate that the Board of Directors propose the shareholders’ meeting to determine the directors’ remuneration for the year 2024 in total at the amount of not exceeding Baht 7,000,000 with details as follows:

### Composition of the Remuneration

- Retainer Fee

- Chairman of the Board : 2 times of other Board members
- Other Board members : Baht 25,000 per month

- Attendance Fee

<b>Committee</b>	<b>Chairman (Baht/Time)</b>	<b>Member (Baht/Time) (Only for those in attendance)</b>
Board of Directors	30,000	20,000
Audit Committee	30,000	25,000
Other Committees	25,000	20,000

- Other Fees/Benefits

None

### Information of the Last Year for Comparison

The 2023 Annual General Meeting of Shareholders had approved directors' remuneration for the year 2023 which comprised of the retainer fee and attendance fee (with no other remuneration) at the aggregate amount of not exceeding Baht 7,000,000.

In this regard, the actual directors' remuneration paid in 2023 was Baht 5,545,000 in total.

The directors who hold executive position are not entitled to retainer fee and attendance fee as a director.

### Sub-committees of the Company are as follows:

1. Executive Board
2. Audit Committee
3. Risk Management Committee
4. Nominating and Compensation Committee
5. Corporate Governance Committee

(Scope of duties and responsibilities of sub-committees are as set out in the Form 56-1 One Report 2023, "Sub-committee" section, details are set out in the **Attachment 2**.)

### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve that the directors' remuneration, which comprised of the retainer fee and attendance fee for the year 2024 at the aggregate amount of not exceeding Baht 7,000,000 by having details as the Board of Directors has proposed.

### Resolution

The resolution for this agenda item shall be passed by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders and proxies attending the meeting.

**Agenda Item 9**     **To consider and approve the directors' reward for the operating results for the year 2023**

Facts and Reasons

Section 90, paragraph 2 of the Public Limited Company Act B.E. 2535 and Article 16 of the Company's Articles of Association indicated that the payment of directors' remuneration shall be in accordance with the resolution of the meeting of shareholders. In addition, according to Section 90, paragraph 2 of the Public Limited Company Act B.E. 2535, the payment of director's remuneration must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Principles and Procedures for the Proposal of Remuneration

According to the Annual General Meeting of Shareholders for the Year 2023 held on 27<sup>th</sup> April 2023 which had resolved to approve directors' remuneration, which comprised of the retainer fee and attendance fee in the total of not more than Baht 7,000,000, the Company paid directors' remuneration (retainer fee and attendance fee) for the year 2023 in the amount of Baht 5,545,000, consequently, the directors' remuneration has remained in the amount of Baht 1,455,000.

The Nominating and Compensation Committee Meeting has deemed it appropriate that the Board of Directors propose the shareholders' meeting to approve the payment of the directors' reward for the operating results for the year 2023 in a total amount of not exceeding Baht 1,455,000, with the criteria for paying directors' reward as follows:

- 50% of the reward will be allocated to directors equally who served the Company during the year on a pro rata basis for their time of service, and
- 50% of the reward will be allocated to directors who are member of the committee on the basis of meeting attendance whereby Chairman of the committee will be allocated at 1.5 times of other members.

Remark     The directors who hold executive position are not entitled to rewards as a director.

Board of Directors' Opinion

The Board deemed it appropriate to propose to the shareholders' meeting to consider and approve directors' reward for the operating results for the year 2023 in the total amount of Baht 1,455,000 as proposed by the Nominating and Compensation Committee. The criteria for paying such directors' reward are per the details as proposed.

Resolution

The resolution for this agenda item shall be passed by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders and proxies attending the meeting.

**Agenda Item 10**     **To consider and approve the appointment of auditors and fix their audit fee for the year 2024**

Facts and Reasons

Section 120 of the Public Limited Company Act B.E. 2535 and Article 56 of the Company's Articles of Association stated that the appointment of the auditors and determination of their audit fee must be approved by the Annual General Meeting of Shareholders.

Board of Directors' Opinion

The Board of Directors as suggested by the Audit Committee deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the auditors from EY Office Limited as the auditors of the Company for the year 2024 as follows:

1. Ms. Somjai Khunapasut CPA (Thailand) No. 4499 and/or  
(Signed the Company's Financial Statements in 2021, or equivalent to 1 Year)
2. Ms. Rachada Yongsawadvanich CPA (Thailand) No. 4951 and/or  
(Never signed the Company's Financial Statements)
3. Ms. Wanwilai Phetsang CPA (Thailand) No. 5315 and/or  
(Signed the Company's Financial Statements in 2022 – 2023, or equivalent to 2 Years)
4. Ms. Bongkot Kriangphanamorn CPA (Thailand) No. 6777  
(Never signed the Company's Financial Statements)

The above proposed auditors have good track records and have no relationships with, or any interest in the Company, its subsidiaries, executives, major shareholders, or any person related to such persons, in any way, therefore, they demonstrate the quality of independence in conducting an audit and providing opinions on the financial statements of the Company.

The Board of Directors, with the suggestion of the Audit Committee, deemed it appropriate to propose the shareholders' meeting to consider and approve the audit fee for 2024 in the amount of Baht 1,100,000, excluding other fee, and opined that the said audit fee is appropriate for the quality and scope of the audit.

The audit fee of the Company in the last year (2023) was Baht 1,100,000 and there was no other fee.

The auditors are also the auditors for the Company's subsidiaries. (Details regarding auditors are as set out in **Attachment 4**).

#### Resolution

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

#### **Agenda Item 11 Other matters (if any)**

The shareholders and proxies whose shares accumulate to not less than one-thirds (1/3) of the paid-up shares may request the shareholders' meeting to consider any other business.

Therefore, the Company would like to invite the shareholders to attend the E-Meeting on the date and time stated above.

For shareholder who wish to attend the meeting in person or via proxy, please register through link <https://pro.inventech.co.th/XPG115466R/#/homepage> or scan QR Code from the Procedures for using electronic conferencing system (**Attachment 8**) and prepare documents or evidence for attending the meeting (**Attachment 6**) to register through Inventech Connect system in advance. The registration documents will be reviewed to ensure the identification of the shareholders. After the approval, the shareholders will obtain the E-mail with URL/Username and Password for logging in the electronic meeting system on the date of the meeting from 12.00 p.m. onwards. (Please study the Procedures for using electronic conferencing system as set out in **Attachment 8**).

For shareholder who wish to appoint the Company's directors (i.e., Mr. Thanarak Phongphatar (Independent Director) or Mr. Kittichai Raktakanit (Independent Director), both directors do not hold shares in the Company or have any interest which is related to the Company or any agenda of the Annual General Meeting of Shareholders for the year 2024) as your proxy to attend the meeting and vote on your behalf, please register through Inventech Connect system according to aforementioned procedure or submit the proxy form together

with supporting documents to the Company via registered mail as set out in Procedures for using electronic conferencing system (**Attachment 8**) and documents or evidence for attending the meeting (**Attachment 6**).

In addition, the Company would like to invite the shareholders to submit questions related to the agenda items in advance by sending questions including name / shareholder registration number / telephone number, or other reachable contacts (if any) by E-mail to [ir@xspringcapital.com](mailto:ir@xspringcapital.com) or by registered mail to “Company Secretary Office” to XSpring Capital Public Company Limited at No. 59 Siri Campus, Building D, 2<sup>nd</sup> Floor, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110 within 19<sup>th</sup> April 2024.

The Company has fixed the date to determine the names of shareholders who shall be entitled to attend the Annual General Meeting of Shareholders for the Year 2024 (Record Date) on 15<sup>th</sup> March 2024.

Sincerely yours,



(Ms. Varangkana Artkarasatapon)  
Managing Director

**Minutes of the Annual General Meeting of Shareholders for the Year 2023**  
**XSpring Capital Public Company Limited**

**Date, Time and Venue of the Meeting**

The meeting was held on 27<sup>th</sup> April 2023 at 2.00 p.m. through the electronic media. The Meeting was broadcast from XSpring Capital Public Company Limited (“the Company”) located at No. 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110.

**Directors Present**

Mr. Rathian Srimongkol	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Chairman of the Board</li><li>- Chairman of Investment Committee</li><li>- Chairman of Nominating and Compensation Committee</li></ul>
Dr. Pairoj Boonkongchuen	<ul style="list-style-type: none"><li>- Independent Director</li><li>- Chairman of Audit Committee</li></ul>
Mr. Pinit Puapan	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Member of Investment Committee</li></ul>
Ms. Varangkana Artkarasatapon	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- President</li><li>- Member of Investment Committee</li><li>- Member of Risk Management Committee</li></ul>
Mr. Thanarak Phongphatar	<ul style="list-style-type: none"><li>- Independent Director</li><li>- Vice Chairman</li><li>- Chairman of Risk Management Committee</li><li>- Member of Nominating and Compensation Committee</li></ul>
Mr. Thongchai Jira-alongkorn	<ul style="list-style-type: none"><li>- Non-authorized Director</li></ul>
Mr. Kittichai Raktakanit	<ul style="list-style-type: none"><li>- Independent Director</li><li>- Member of Audit Committee</li><li>- Member of Corporate Governance Committee</li><li>- Member of Nominating and Compensation Committee</li></ul>
Mr. Arthit Suriyabhivadh	<ul style="list-style-type: none"><li>- Independent Director</li><li>- Member of Audit Committee</li><li>- Member of Corporate Governance Committee</li></ul>
There were total 8 members of the Board of Directors attending the meeting equaled to 100 percent.	

**Auditor Present** Representative from EY Office Limited

**Legal Advisor Present** Representative from Siam Premier International Law Office Limited

**Mr. Rathian Srimongkol was the Chairman of the Meeting**

Before starting the meeting, Mr. Supachan Jaranakaran, Head of Group General Counsel, who has been assigned by the Board of Directors, explained the meeting procedure as follows:

The meeting will be held through the electronic media in accordance with the Royal Decree on Electronic Conferencing B.E. 2563 and Announcement of the Ministry of Digital Economy and Society on Security Standards of Meetings via Electronic Media B.E. 2563. The Company has provided a service provider to organize meetings via electronic media that has expertise and has been certified by relevant agencies. Besides, the representatives from outside law firm were also assigned to inspect voting and observe the transparent meeting to comply with the law and the Company's Articles of Association as well as principles of good corporate governance.

In this meeting, the Company broadcasted the video and audio signals of the meeting via VDO Conference system from the conference room of the Company's headquarters building. The shareholders can verify their identity and can register to attend the meeting as per details in the Attachment 10 that the Company has sent to the shareholders together with the meeting invitation letter.

The Company fixed the date to determine the names of shareholders who shall be entitled to attend the Annual General Meeting of Shareholders for the Year 2023 (Record Date) according to the Securities and Exchange Act B.E. 2535 (Section 89/26) on 15<sup>th</sup> March 2023. Details can be accessed from the website Stock Exchange of Thailand which will display the important information of the Company, including the list of major shareholders and other news as well.

In this regard, the Company has given the opportunity to shareholders to nominate candidates for the nomination process to replace those who retired by rotation including giving the opportunity to propose matters for the Board of Directors to be included in the agenda of this Annual General Meeting of Shareholders from 15<sup>th</sup> November 2022 to 31<sup>st</sup> January 2023. The Company had also notified through the electronic channel of the Stock Exchange of Thailand and the Company's website according to the principles of good governance. However, none of the shareholders proposed an agenda or nominated a person to be considered for election as a director in accordance with the Company's Articles of Association. In addition, the Company allows shareholders the opportunity to submit questions related to the meeting agenda in advance via e-mail or send a letter to the Company, which can be done by 20<sup>th</sup> April 2023. It appears that no shareholders have submitted any questions in advance.

There were shareholders registered to attend the meeting as follows:

There were 17 shareholders attending the meeting in person, representing 118,327,615 shares and there were 31 shareholders attending the meeting by proxy, representing 4,956,521,033 shares. Total number of attendees were 48 persons with total 5,074,848,648 shares equivalent to 54.1554% of the total issued shares of the Company which qualified for a quorum according to the Company's Articles of Association that there must be at least 25 shareholders and proxies attending the meeting or not less than half of the total number of shareholders. And the number of shares altogether must not be less than one-third of the total number of issued shares.

After that, Mr. Rathian Srimongkol, Chairman of the Board of Directors as the Chairman of the shareholders' meeting opened the Annual General Meeting of Shareholders for the Year 2023 of XSpring Capital Public Company Limited and welcomed and thanked the shareholders who attended the meeting along with introducing the Board of Directors to the shareholders' meeting. The Company had also invited a representative from Siam Premier International Law Office Limited to inspect voting and observe the

transparent meeting. The Company had also requested EY Office Limited, the auditor, and the Company's managements from Finance and Accounting Department to answer the questions. The Chairman assigned Mr. Supachan Jaranakaran to explain the procedures and processes for conducting the meeting, and Mr. Supachan Jaranakaran informed the meeting as follows:

In this meeting, the Company will collect, use and disclose personal information including images, voices and animations of all attendees for recording and preparation of meeting minutes meeting management, etc. Such action is in accordance with the Personal Data Protection Act B.E. 2562.

- All shareholders shall have their votes equal to the number of shares they hold and the number of shares held by proxies, one share for one vote.
- All shareholders has the right to vote, agree, disagree or abstain only one way except for custodian shareholders who can split their votes.
- Any shareholder having a special interest in any agenda has no right to vote on that agenda.
- For Agenda 7 concerning the appointment of directors to replace those who retired by rotation will use the method of election on an individual basis to comply with good corporate governance principles.
- Shareholders who are eligible to attend will be required to verify their identity to obtain a username and password (Username and Password) according to the method specified by the Company, which has informed the details together with the invitation letter. The attendees agree to comply with the requirements for attending the meeting with the form of a meeting via electronic media and register by pressing the button "Register to attend the meeting", which at this stage will be considered that the shareholder has already registered to attend the meeting. The number of shares of shareholders will be counted as a quorum.

Rules, voting methods, vote counting, and methods for asking questions or expressing opinions are as follows:

1. The meeting will consider the matters in the order of the agenda specified in the invitation letter. Information will be presented in each agenda and give shareholders an opportunity to ask questions before voting and will inform the result of the vote to the meeting when the votes were counted in that agenda, respectively.
2. For voting, the shareholders can choose the agenda that they want to vote on, then press the "Vote" button, the system will display all 3 voting channels, namely agree, disagree and abstain.

For shareholders or many proxies, the system will display all names of proxies by voting separately for each user account.

However, for the proxies whose proxy holders have specified their votes for approval, disapproval, or abstention in the proxy form for any agenda, they do not have to vote. The Company will record the vote from the proxy form for the convenience of everyone. But for the proxies, the grantor did not specify the vote to come in Proxy, Proxies are requested to vote for each agenda as if the shareholders attending the meeting in person.

If any shareholder would like to cancel the vote, press the "Cancel Vote" button. For any shareholder who does not vote within the specified time, the Company will assume that the shareholder agrees with that agenda and voting can be made editable until there is a notice to close the voting for that agenda. The Company allows 1 minute to vote and when the voting results for each agenda are closed. The result of that agenda will be announced to the meeting later. Each agenda will use the latest number of shares of attendees in that agenda.



3. In the case of shareholders accepting proxies from many shareholders, the shareholders can press to select the menu "Account" and click on the "Change Account" button to access the account of other shareholders, the system will not take the vote out of the meeting base.
4. In case a shareholder would like to leave the meeting before closing the resolution for any agenda, the shareholders' votes will not be counted as a quorum for that agenda and the votes will not be counted immediately in the remaining agenda. However, leaving the quorum in any agenda will not disqualify the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.
5. Asking questions or expressing opinions in the meeting room

Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate. The shareholder can select the agenda that would like to ask questions or express opinions by pressing the "Question" button, which can be asked in 2 ways:

- Inquire via message, the shareholder can type desired inquiry then press the "Send Question" button and the Company will answer questions in the meeting room on the agenda related to that question. However, if there are a large number of submitted questions, the Company reserves the right to consider selecting questions as appropriate or
- Inquire via video and audio (vdo conference) by pressing the button "Inquire via video and audio", then press "OK" to confirm the reservation. Once authorized by the staff, turn on your camera and microphone, the attendees must inform their first and last names and status as a shareholder or proxy before asking questions every time so that the Company can record in the minutes of the meeting accurately and completely.

The Company reserves the right to cut off the picture and sound of shareholders who ask questions or make impolite comments or defame others or violating any laws, including violating the rights of others or disturbing the meeting or causing trouble to other attendees.

6. In case of there are many shareholders want to ask questions with pictures and sounds in the system, in order to maintain the duration of the meeting, the shareholders can ask questions via message and the staff will bring the questions to answer at the end of the meeting or to answer on the Company's website as the Company deems appropriate and the Company will record in the minutes of the meeting.
7. In case of shareholders having problems accessing the meeting system or voting system, the shareholder can study and follow the instructions given together with the meeting invitation letter or select the "Help" menu in the system, where Inventech Call Center staff can be contacted from phone numbers 02-931-9135 and Line Official.
8. If there is a system failure during the meeting, the shareholders will receive an email to return to the meeting through the backup system.
9. Resolutions of this shareholders' meeting consisting of the following votes
  - Agenda 2, Agenda 4, Agenda 5, Agenda 6, Agenda 9 and Agenda 13 must be approved by a majority of votes.
  - For Agenda 7, the persons receiving the highest number of votes in descending order will be elected as directors equal to the number of directors. In the event that the persons elected in descending order have equal votes exceeding the number of directors to have or to be elected at that time., the Chairman of the meeting shall have a casting vote.

- Agenda 8 must be approved with a vote of not less than two-thirds of the total votes of the shareholders and proxies who attended the meeting.
- Agenda 10, Agenda 11, Agenda 12 and Agenda 14 must be approved by a vote of not less than three-fourths of the total number of votes of shareholders and proxies attending the meeting and having the right to vote.
- For Agenda 1 and Agenda 3, they are for acknowledgment, so no voting is required.

However, as the meeting proceeded, there were additional shareholders registering and joining the meeting which gradually increased the number of shareholders and shares in each agenda.

The Chairman then declared the meeting duly convened to consider the agenda as follows:

**1. Message from Chairman**

None

**2. To consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2022.**

The Chairman proposed the meeting to consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2022, which was held on 27<sup>th</sup> April 2022, copies of which had already been sent to the shareholders in advance (Attachment 1). The Board of Directors had reviewed and found that the minutes were recorded correctly. The Chairman then asked for the shareholders' approval.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote. The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Resolution:** It was resolved that the minutes of the Annual General Meeting of Shareholders for the Year 2022 be certified with 99.8790% of all votes of the shareholders and proxies attending the meeting and having the right to vote, details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,075,231,978	99.8790
Disapproved	0	0.0000
Abstained	6,144,000	0.1209
Total	5,081,375,978	100.0000

**3. To acknowledge the Board of Directors' report on the Company operating results in 2022.**

The Chairman delegated Ms. Varangkana Artkarasatapon, President, to report on the Company operating results in 2022 to the meeting.

Ms. Varangkana Artkarasatapon reported the meeting to acknowledge the Company operating results in 2022 as following detail.

**The Group Businesses**

Presently, the Company provides fully integrated financial service and has subsidiaries who operate businesses under the management of the Company as follows:

- XSpring Asset Management Company Limited, who operates business in asset management.
- XSpring AMC Asset Management Company Limited, who operates business in non-performing asset management.
- XSpring Digital Company Limited, who operates businesses in ICO Portal service and digital asset broker and digital asset dealer.

Furthermore, the Company owned subsidiaries and invested in other potential companies through investments in equity shares of associated companies and subsidiaries such as

- Krungthai XSpring Securities Company Limited, (formerly known as Krungthai Zmico Securities Company Limited) who operates businesses as a full-service broker for securities and financial products, investment banking and providing a wide range of financial services with an aim of increasing customers' wealth. The Company's current shareholding is 49.71%.

The Company also invested in other potential investments such as

- Absolute Yoga Company Limited, who operates in the premium health and fitness business. The Company's current shareholding is 30%.

**Revenue and the Share of Profit from the Investment**

- The Company had fees and service income of Baht 37 million. The decrease of Baht 31 million was from the decrease of fees and service income from the rendering of ICO Portal service of XSpring Digital Co., Ltd.
- Interest and dividend income of Baht 154 million comprised of interest income Baht 132 million, which was mainly from the interest income of the investments in debt securities and digital assets and of the business in non-performing asset management of a subsidiary. For dividend income of Baht 21 million, it mainly derived from the dividend income of the investment in domestic marketable equity instruments.
- Loss on investment of Baht 106 million was from volatility in both domestic and international stock exchange markets which resulted to the realized and unrealized losses in revaluation and divestment of securities investment in Asian and developed markets. Whilst the former year, the Company realized gain from the investment in private fund of baht 51 million.
- Other income of Baht 7 million mainly derived from other operational incomes and gain on debtors' repayment of the Company's subsidiary, XSpring AMC Asset Management Co., Ltd.
- Profit sharing from associated companies of Baht 83 million decreased by Baht 120 million from the previous year mainly from the lower of profit sharing from our associates, Krungthai XSpring Securities Co., Ltd., due to the decrease of brokerage income in line with the average daily market trading volume, which was lowered by 17% comparing to 2021. In addition, Krungthai XSpring set up an allowance for expected credit loss in accordance with the debtor's default from the irregular trading of securities of More Return Public Company Limited in 2022.

**Operating Expenses and Financing Costs**

- Fees and service expenses of Baht 8 million in 2022 derived mainly from fee expenses related to the rendering of ICO portal service of XSpring Digital Co., Ltd.
- Employees benefit expenses of Baht 186 million increased by Baht 55 million from the increasing number of employees and other related outlays to support group businesses' expansion.
- The expected credit loss of Baht 11 million was mainly from the allowance of expected credit loss from account receivables of loans to customers for the business of XSpring AMC Asset Management Co., Ltd. in accordance with accounting standards.
- Other expenses of Baht 130 million decreased by Baht 11 million from the same period last year. The expense of consulting fees decreased by Baht 46 million mainly from the decrease of advisory fee in relation to the capital increase, digital asset license acquisition and business expansion.

**Consolidated Financial Performance for the Fiscal Year Ended 31<sup>st</sup> December 2022**

- From businesses operations in 2022, the Company had net loss of Baht 171 million, decreasing from the performance of last year where the Company had net profit of Baht 88 million.
- Total revenue of the Company was at Baht 92 million in 2022 decreased by Baht 59 million from the previous year mainly from the loss on investments.
- Total expenses of Baht 335 million, increased by Baht 70 million from last year.
- Profit sharing from associated companies of Baht 83 million in 2022 decreased by Baht 120 million from the previous year mainly from the lower of profit sharing from our associates, Krungthai XSpring Securities Co., Ltd., due to the decrease in brokerage income in accordance with the decrease in average daily market trading volume. In addition, Krungthai XSpring set up an allowance for expected credit loss in accordance with the debtor's default from the irregular trading of securities of More Return Public Company Limited, which currently is in a legal execution process.

**Statement of Financial Position for the Fiscal Year Ended 2022**

**Assets**

- At the end of 2022, the Company had total assets of Baht 10,863 million which insignificantly changed from the same period of last year. Details were explained respectively.
- Other current financial assts decreased by Baht 636 million which was mainly from the re-allocation of the Company's investments portfolio during the past year.
- Loan from purchase and accrued interest of receivables increased by Baht 165 million after XSpring AMC Asset Management Co., Ltd. won debt bidding from financial institutions which resulted to an increase in loan from purchase and accrued interest of receivables accordingly.
- Long-term investment increased by Baht 493 million.

Liabilities

- Total liabilities of Baht 424 million. Decreased mainly after the Company successfully registered additional capital, which was received from the warrant exercise, in 2022.

Share Capital

- In view of the Company's share capital, the Company's financial liquidity and financial wealth remained very high and strong. During the past year, the Company received additional capital from the exercise warrant totaling Baht 373 million. After the Company successfully registered the additional capital, its proportion of paid-up capital increased respectively. In addition, the Company's debt to equity ratio was only 0.04 times because the proportion of the Company's debts was relatively low and most of them were from trade payables and lease liabilities.

Business Operations of the Group in 2023

- Our group and corporate partners emphasized the creation and collaboration together to escalate standard of services in introducing new products and services to the market and expanding our customers' base.
- **XSpring Asset Management Co., Ltd.:** kept growing while the overall picture of the asset management industry had an impact from various circumstances such as prolonged war, inflation and the raising of FED interest rates. After the company received the license of Limited Brokerage Dealing and Underwriting (LBDU) in 2022, the company has been fully operating in LBDU business since 1<sup>st</sup> August 2022 and focuses on the collaboration among other asset management companies. With the cooperation of 15 asset management companies, the company had more than 787 mutual funds by the end of 2022 with total net assets value under management of approx. Baht 9,500 million, growing by approx. Baht 2,200 million.
- In 2023, the company focused on the development of asset management business through the cooperation among alliances to provide differences of products or the uniqueness of services from Wealth advisor that could greatly satisfy each of investor needs. In addition, the company also focused on the development of service and communication channels to create investors' understanding, access, and to enhance capability to manage their investment portfolios to be more efficient and in a timely manner.
- **XSpring AMC Asset Management Co., Ltd:** In 2022, the business overview for distressed asset management was growing same as it did for numbers of rivals in the market. During the past year, the company won 3 debt bidding projects from financial institutions which resulted in an increase in total debt value under the company's debt management portfolio of approx. Baht 500 million.
- And in 2023, we intended to team up with more commercial banks to increase our chances of accessibility to various sources of non-performing assets, both secured and non-secured loans.
- In addition, the company also aimed to effectively manage bad debts that were currently on hand in terms of operational management, debt collection and shortening timeframe for debt redemption.
- Also, the company considered increasing liquidity in its debt management portfolio by embracing unsecured loans to the company's debt management in 2023. The business nature of distressed asset management took a lot of time in operations; therefore, it would take at least 3 years to see the growing in operational performance.

- **XSpring Digital Co., Ltd.:** the effects from FED announcement in an increase of interest rates and the negative news regarding the collapse in digital lending platforms and some types of cryptocurrencies caused depression in digital market during the past year.
- Although the company successfully received licenses to operate the businesses of ICO Portal and Digital Asset Broker and Dealer in 2022, our business operations remained narrowed from an unclear taxation practice on digital investment together with the delay in the regulations' enforcement.
- However, we kept on improving and still moved forward in business operation as the company announced the official launch of its digital trading platform on 3<sup>rd</sup> October 2022.
- An overview of digital brokers and dealers business in 2023, the digital market was picked up during the beginning of the year. We believe that the past year was the year that the market, which consisted of speculators and inexperienced investors, was organized. Therefore, the company continued to put an emphasis not only on the system and trading platform development so that the investors would be able to access various investment channels and to obtain reasonable prices but also an increase in its market share by focusing on both retail and corporate clients.
- For ICO Portal business, Thai cabinet approved a draft Royal Decree to exempt taxes on trading of investment tokens on 7<sup>th</sup> March 2023. This was perceived to be a ticket which benefited to those token issuers, investors who invested in digital assets, and business operation of XSpring Digital. Recently, there were secured projects that were in the process of filing submission to SEC. In addition, the company would continue to collaborate with partners such as financial institutions, technology partners and digital asset advisors to expand its customers' base and to leverage the business capabilities. While the company hopes to have more revenue steam from this business this year.
- **Krungthai XSpring Securities Co., Ltd.:** although average daily market trading volume (excluding proprietary trading) decreased from Baht 85,000 million per day to approx. Baht 71,000 million per day, the market rank of Krungthai XSpring improved by 1 notch to no.15<sup>th</sup> from 38 brokers. In 2022 the company had an impact from the lower of brokerage fee income and impact from the set-up of allowance for expected credit loss in accordance with the debtor's default from the irregular trading of securities of More Return Public Co., Ltd. However, the revenue from investment banking business increased by 20% from 2021, mainly from debt and equity underwriting fee income.
- Krungthai XSpring Securities Co., Ltd aimed to grow its ROE (the measurement of return on equity of shareholders) to be 3% higher than the industry's ROE in this year.
- In addition, KTX continued to strengthen its brokerage business to generate more stable and sustainable profits by adding securities trading account opening channel via Krungthai NEXT Application, which would be officially available in the 1<sup>st</sup> quarter of 2023. This could be considered as the uplifting of financial standard of services and expanding the existing customer base and the company expected to reach more than 100,000 additional accounts from this program.
- Besides, they planned to increase the company's profit through non-brokerage business, especially from the business of investment banking (IB), and new products offering to create a chance for boosting revenue and having better response to customers' needs.
- **For XSpring Capital Co., Ltd.:** the Company effected from the pandemic of Covid-19 throughout the year of 2021 while the economic and investment outlooks were continuously revived in 2022. The Company itself had expanded additional investments in equities, fixed

income securities, and the investment in digital assets, especially the investment in the group of Fintech businesses where they focus in the integration and adoption of technologies to the financial and investment services to increase any efficiencies. Or the investment in the group of ESG businesses where they focus on organizational, social, and environmental development to create competitive advantages in business operation in terms of competition and sustainable growth. We believe that these are the businesses that would provide good yields in long term from satisfying unmet demands.

- During the past year, the Company invested in Fintech and ESG businesses through equity investments such as SHARGE Co., Ltd. and ION ENERGY CO., Ltd. where they were categorized as the alternative energy businesses and Polymateria Co., Ltd. who provides a tailored biodegradable solution for conventional plastic packaging. Or the investment through Venture Capital Fund such as the investment in Cibus Enterprise and Artofin funds which selectively invest in innovative business or the investment in ER XSpring fund which selectively invests in digital assets respectively.
- In 2023, the Company anticipated that the business would gradually recover in line with the economic recovery and would yield better returns. Moreover, we would focus on generating new income streams apart from the existing incomes through other business opportunities.

For the investments, the Company would diversify risks in investments portfolio through the holding of various investment product types for both short term and long term to increase liquidity and have better returns from the investments. The Company continuously focus on the investment in Fintech and ESG businesses, both Thailand and international.

In order to comply with the good governance, the Company would like to inform the meeting as follows:

#### Awards and recognitions

- The Company won an “Excellent” rating for the AGM 2022 assessed by the Thai Investors Association.
- The Company earned a “Excellent” (5 stars) rating for the Corporate Governance 2022 assessed by the Thai Institute of Director (IOD).

#### CAC (Collective Action Coalition Against Corruption)

- For the progress of participating in the CAC, the Company has expressed its intention to join the project. At the moment, it is in the process of preparing documents for submission with relevant agencies.
- Although the Company has yet fully participated, but the Company has a legal obligation to comply with laws by strictly not doing any of corruption acts whether they fall under the NACC, or other laws related to the Company's business operations as a citizen of this country.
- For these practices, the Company will also request our group companies to comply with the same standards and we have always insisted to do so.

No resolution is required for this agenda item, as this agenda item is only for an acknowledgement.

After that, Ms. Varangkana Artkarasatapon gave time to the shareholders for asking questions.

Khun Umachasaya Charoenchai, a proxy from the Thai Investors Association, inquired about the business that the Company is conducting activities related to digital assets that risks and impacts and may occur in the future, for example, cryptocurrencies may not be able to replace traditional currencies or how the coming of quantum computers. If there is an impact, does the Company already have a policy to support it? And what is the opinion of the Audit Committee?

Ms. Varangkana Artkarasataporn informed the meeting as follows:

For digital assets, the Company operates under the supervision of the Office of the Securities and Exchange Commission (“SEC”). Therefore, in terms of risks, the Company has been assessed in accordance with the SEC standards. The Company only invests in tokenized assets not investing in any part of cryptocurrencies.

**After spending times for the questions and addressing inquiries, the meeting acknowledged the Company operating results in 2022 as reported.**

**4. To consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2022.**

The Chairman proposed the meeting to consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2022, which had been audited by the auditor of the Company, reviewed by the Audit Committee and approved by the Board of Directors. Details are set out in the enclosed 2022 Annual Report (Form 56-1 One Report), as appeared in the Attachment 3 (**Section 3 under the topic Financial Statements**). The Chairman then asked for the shareholders’ approval.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders’ inquiry, the Chairman asked the meeting to vote. The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the statements of financial position and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2022 be approved and certified with 100% of all votes of the shareholders and proxies attending the meeting and having the right to vote; details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,086,725,178	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	5,086,725,178	100.0000

**5. To consider and approve allocating part of net profit as a legal reserve.**

The Chairman informed the meeting that according to The Public Limited Company Act B.E. 2535 (1992) (as amended) (“Public Limited Company Act B.E. 2535”), Section 116 and Article 48 of the Company’s Articles of Association stated that the Company must appropriate annual net profit to reserve fund at least 5 percent of the annual net profit after deduction of retained loss carry forward (if any) until the reserve fund reach 10 percent of the registered capital.



From the operating result of the Company for the year ended 31<sup>st</sup> December 2022, the Company had a net profit under the separated financial statements of Baht 78,046,401. The Company therefore will allocate part of annual net profit as a legal reserve of another Baht 3,902,320 (i.e. 5% of annual net profit for the year 2022) causing the total legal reserve of Baht 109,956,604 to amount to Baht 113,858,924 (i.e. 2.22% of total registered capital) to comply with the law. The Chairman then asked for the shareholders' approval.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote. The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the meeting approved allocating part of net profit as a legal reserve with votes of 100% of all the shareholders and proxies attending the meeting and having the right to vote, details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,086,725,178	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	5,086,725,178	100.0000

**6. To consider and approve the omission of dividend payment for the operating results of the year 2022.**

The Chairman informed the meeting that the Company has a policy to pay dividend only when the Company is profitable and have sufficient liquidity for performing its normal business and need to be approved by shareholders.

From the operating result of the Company for the year ended 31<sup>st</sup> December 2022, the Company had a net profit under the separated financial statements of Baht 78,046,401. Nevertheless, for the operations and business expansion in the future, the Board of Directors deemed it appropriate to propose the AGM to consider and approve the omission of payment of dividend from the operating result of the Company for the year 2022.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote. The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Resolution:** It was resolved that the meeting approved the omission of dividend payment for the operating results of the year 2022 with 99.9983% of all votes of the shareholders and proxies attending the meeting and having the right to vote, details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,086,639,878	99.9983
Disapproved	0	0 0.0000
Abstained	85,300	0.0016
Total	5,086,725,178	100.0000

**7. To consider and approve the election of directors to replace the retiring directors by rotation.**

The Chairman informed the meeting that according to Section 71 of the Public Limited Company Act and Clause 18 of the Company's Articles of Association, one-third of directors who had the longest tenure in the Board of Directors must be retired by rotation at the Annual General Meeting of Shareholders, provided that the directors who have held office the longest shall vacate office first. A director who vacates office may be re-elected to resume the position of a director.

At this AGM, there are directors to be retired by rotation as follows:

1. Mr. Thongchai Jira-alongkorn	- Non-authorized Director
2. Mr. Arthit Suriyabhivadh	- Independent Director - Audit Committee Member - Corporate Governance Committee Member
3. Vacancy	- Due to the former director's resignation

For the convenience and transparency of the shareholders in expressing their opinions, Mr. Thongchai Jira-alongkorn, and Mr. Arthit Suriyabhivadh, the nominators, left the meeting room until the election was finished.

After that, the Chairman informed that the Company realizes the importance of Good Corporate Governance and believes that the growth and success of the Company are derived from the support of all stakeholders. The Company would like to ensure that all shareholders are treated equally concerning the rights and benefits they deserve. The Company has allowed the shareholders who hold shares of at least 5% of the paid-up capital of the Company to nominate or name candidates for appointment to directorship during the period from 15<sup>th</sup> November 2022 to 31<sup>st</sup> January 2023, by notifying shareholders through the news system of the Stock Exchange of Thailand (the "SET") and the Company's website, in accordance with the Corporate Governance Code of listed companies. However, no shareholders had nominated any persons to be elected as directors of the Company.

The nominated persons have been considered in accordance with the process specified by the Company and have qualifications in accordance with relevant rules and regulations as well as are well-suited to the business of the Company. The Nominating and Compensation Committee, excluding the interested directors, has taken into consideration the qualifications of the 2 directors who are due to retire by rotation and found that all 2 directors have full qualifications complying with Section 68 of the Public Limited Company Act B.E. 2535, and have not lacked trustworthiness to be appointed as the director under the rules and regulations prescribed by the Securities and Exchange Commission (the "SEC") and the law relating to the Company's business. In addition, these 2 directors possess knowledge, capability, and expertise in business which is relevant to the

Company's business operation which would assist the Company's development. Therefore, the Nominating and Compensation Committee has proposed the names of the mentioned 2 directors to the Board of Directors to further consider proposing to the AGM for the 2 directors to be re-elected for another term.

For the vacancy due to the former director's resignation, the Nominating and Compensation Committee agreed to propose Mr. Apichart Chutrakul ("Mr. Apichart") to be appointed as a Non-authorized Director replacing the vacancy. In this regard, Mr. Apichart has possessed knowledge, capability and expertise which would be the benefit of the Company. Additionally, Mr. Apichart has full qualifications as required by relevant rules and regulations.

The Board of Directors has considered that the persons (Mr. Arthit Suriyabhivadh) who was nominated as the Independent Directors possesses the qualifications in accordance with the laws related to requirements of independent directors.

Details of directors' qualification, meeting attendance record in the past year, percentage of shareholdings, directorships in other companies, other related relationships and nomination procedure are appeared as per Attachment 4.

For the transparency and in order to comply with Good Corporate Governance, the Chairman proposed the meeting to vote on nomination one by one using the ballot which delivered to all attending shareholders upon their registration. The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, and, in the case where any persons so elected in a next lower order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, a decision shall be made by the Chairman of the meeting according to the Clause 15 of the Company's Articles of Association.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote.

**Resolution:** It was resolved that all directors who retired by rotation be re-elected and the meeting also resolved to elect Mr. Apichart Chutrakul as a Non-authorized Director replacing the vacancy. Details of results of votes are as follows:

1) Mr. Thongchai Jira-alongkorn

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,068,725,178	99.6461
Disapproved	0	0.0000
Abstained	18,000,000	0.3538
Total	5,086,725,178	100.0000

## 2) Mr. Arthit Suriyabhivadh

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,068,725,178	99.6461
Disapproved	0	0.0000
Abstained	18,000,000	0.3538
Total	5,086,725,178	100.0000

## 3) Mr. Apichart Chutrakul

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,068,639,878	99.6444
Disapproved	85,300	0.0016
Abstained	18,000,000	0.3538
Total	5,086,725,178	100.0000

After the voting was finished, the Chairman invited Mr. Thongchai Jira-alongkorn, and Mr. Arthit Suriyabhivadh came back to the meeting room.

**8. To consider and approve directors' remuneration of the year 2023.**

For this agenda item, the Chairman delegated Ms. Varangkana Artkarasatapon, President, to propose details to the meeting.

Ms. Varangkana Artkarasatapon proposed the meeting to consider and approve directors' remuneration for the year 2023 with following detail.

Section 90, paragraph 2 of the Public Limited Company Act B.E. 2535 and Article 16 of the Company's Articles of Association indicated that the payment of directors' remuneration shall be in accordance with the resolution of the meeting of shareholders. In addition, according to Section 90, paragraph 2 of the Public Limited Company Act B.E. 2535, the payment of director's remuneration must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

**Principles and Procedures for the Proposal of Remuneration**

The Nominating and Compensation Committee had proposed the directors' remuneration which had been thoroughly considered based on numerous factors and references from the similar industries including the future business expansions and deemed it appropriate that the Board of Directors to propose the AGM to determine that the directors' remuneration for the year 2023 in total at the amount of not exceeding Baht 7,000,000 with details as follows:

**Composition of the Remuneration**

- **Retainer Fee**
  - Chairman of the Board : 2 times of other Board members
  - Other Board members : Baht 25,000 per month

• Attendance Fee

<b>Committee</b>	<b>Chairman (Baht/Time)</b>	<b>Member (Baht/Time) (Only for those in attendance)</b>
Board of Directors	30,000	20,000
Audit Committee	30,000	25,000
Other Committees	25,000	20,000

• Other Fees/Benefits

None

Information of the Last Year for Comparison

The 2022 AGM had approved directors' remuneration for the year 2022 which comprised of the retainer fee and attendance fee (with no other remuneration) at the aggregate amount of not exceeding Baht 7,000,000.

In this regard, the actual directors' remuneration paid in 2022 was Baht 5,360,000 in total.

The executive directors are not entitled to retainer fee, attendance fee and bonus as a director.

Sub-committees of the Company are as follows:

1. Investment Committee
2. Audit Committee
3. Risk Management Committee
4. Nominating and Compensation Committee
5. Corporate Governance Committee

(Scope of duties and responsibilities of sub-committees are set out in 2022 Annual Report (Form 56-1 One Report) under "Sub-committee" section, details are set out in the Attachment 3.)

After that, the Chairman gave time to the shareholders for asking questions.

Without any questions from shareholders, the Chairman asked the meeting to vote on this agenda.

**Resolution:** It was resolved that the meeting approved directors' remuneration of the year 2023 in total at the amount not exceed Baht 7,000,000 with details as proposed by a vote of not less than two-thirds of the total number of votes of the shareholders and proxies attending the meeting at 99.9983%, details are as follows:

<b>Shareholders attending the meeting and having the right to vote</b>	<b>Number of Votes</b>	<b>In Percentage</b>
Approved	5,086,639,878	99.9983
Disapproved	0	0.0000
Abstained	85,300	0.0016
<b>Total</b>	<b>5,086,725,178</b>	<b>100.0000</b>

**9. To consider and approve the appointment of auditors and fix their audit fee of the year 2023.**

The Chairman proposed the meeting to consider and approve the appointment of auditors and fix their audit fee of the year 2023 with following detail.

Section 120 of the Public Limited Company Act B.E. 2535 and Article 56 of the Company's Articles of Association stated that the appointment of the auditors and their audit fee must be approved by the Annual General Meeting of Shareholders.

The Board of Directors as suggested by the Audit Committee deemed it appropriate to propose to the AGM to consider and approve the appointment of the auditors from EY Office Limited as the auditors of the Company for the year 2023 as follows:

1. Ms. Ratana Jala CPA (Thailand) No. 3734 and/or  
(Never signed the Company's Financial Statements)
2. Ms. Somjai Khunapasut CPA (Thailand) No. 4499 and/or  
(Signed the Company's Financial Statements in 2021 – 1 Year)
3. Ms. Rachada Yongsawadvanich CPA (Thailand) No. 4951 and/or  
(Never signed the Company's Financial Statements)
4. Ms. Wanwilai Phetsang CPA (Thailand) No. 5315  
(Signed the Company's Financial Statements in 2022 – Year)

The above proposed auditors have good track records and have no relationships with, or any interest in the Company, its subsidiaries, executives, major shareholders, or any person related to such persons, in any way, therefore, they demonstrate the quality of independence in conducting an audit and providing opinions on the financial statements of the Company. In case the auditors as mentioned above are unable to perform their duties, EY Office Limited shall have the power to appoint other certified auditors of EY Office Limited to perform their duties on their behalf.

The auditors are also the auditors for the Company's subsidiaries. (Details about auditors are displayed in Attachment 5).

The Board of Directors, with the suggestion of the Audit Committee, deemed it appropriate to propose the AGM to consider and approve the audit fee for 2023 at Baht 1,100,000 not including non-audit fee.

The audit fee of the Company in the last year (2022) was Baht 1,100,000 without any non-audit fee.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote. The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

**Resolution:** It was resolved that the meeting approved the appointment of auditors and fixed their audit fee of the year 2023 with details as proposed with 99.9983% of all votes of the shareholders and proxies attending the meeting and having the right to vote, details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,086,639,878	99.9983
Disapproved	0	0.0000
Abstained	85,300	0.0016
Total	5,086,725,178	100.0000

10. **To consider and approve the cancellation of resolutions on decrease of registered capital, increase of registered capital, the amendment to Clause 4 of the Memorandum of Association relating to the change of the Company's registered capital and the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of warrants to purchase newly issued ordinary shares of the Company issued to the existing shareholders (XPG-W4 project) (to be in line with the adjustment of exercise price and/or the new exercise ratio) which were approved by the Annual General Meeting of Shareholders for 2022 dated 27 April 2022.**

For this agenda item, the Chairman delegated Ms. Varangkana Artkarasatapon, President, to propose details to the meeting.

Ms. Varangkana Artkarasatapon proposed the meeting to consider and approve the cancellation of resolutions on decrease of registered capital, increase of registered capital, the amendment to Clause 4 of the Memorandum of Association relating to the change of the Company's registered capital and the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of warrants to purchase newly issued ordinary shares of the Company issued to the existing shareholders (XPG-W4 project) (to be in line with the adjustment of exercise price and/or the new exercise ratio) which were approved by the Annual General Meeting of Shareholders for 2022 dated 27<sup>th</sup> April 2022 in Agenda Item 10 to 12 of the said meeting.

At the Annual General Meeting of Shareholders for 2022, held on 27<sup>th</sup> April 2022, the Company proposed to the shareholders' meeting to approve the reduction of the registered capital of Baht 560,962,629.50 by canceling the unissued registered ordinary shares in the amount of 1,121,925,259 shares, including shares reserved for the warrants under the XPG-W4 project, at a par value of Baht 0.50 per share from the existing registered capital Baht 5,129,173,402.50 or equivalent to 10,258,346,805 shares to the newly registered capital of Baht 4,568,210,773 or equivalent to 9,136,421,546 shares. The reduction of the registered capital was calculated from the information as of 25<sup>th</sup> February 2022.

The reason for such cancellation is due to the fact that the warrant holders had exercised their rights to purchase newly issued ordinary shares under XPG-W4 project as of 31<sup>st</sup> March 2022 totaling 218,938,297 shares with a par value of Baht 0.50 per share after the Company had prepared and disclosed the notice of the Annual General Meeting of Shareholders for 2022 dated 25<sup>th</sup> March 2022. As a result, the number of unissued registered ordinary shares of the Company was reduced to 902,986,962 shares. This caused the number of authorized but unissued ordinary shares and paid-up capital of the Company to be differed from that referred to in the notice and which the Annual General Meeting of Shareholders for 2022 had subsequently approved. This is even though the exercise of such right has affected the amount of registered capital and number of shares which should have been decreased and increased, respectively. Therefore, the Company has not proceeded with the registration of such changes to the Department of Business Development, Ministry of Commerce ("**Ministry of Commerce**").

Nevertheless, such matters do not affect the warrant holders' rights to exercise the rights under XPG-W4 project and shareholders as a whole since the Company still has sufficient number of ordinary shares reserved for such exercise.

Due to the cancellation of the existing resolutions in Agenda 10, the Company therefore proposed the capital reduction, capital increase, amendment to Clause 4 of the Memorandum of Association, including the allocation of newly issued ordinary shares for shareholders to consider again. The details will be presented according to Agenda 11, 12 and 13, which can be summarized as follows:

- To decrease in the Company's registered capital in the amount of Baht 82,692,587 from Baht 5,129,173,402.50 to Baht 5,046,480,815.50 at a par value of Baht 0.50 each by cancelling 165,385,174 authorized but unissued ordinary shares (excluding the ordinary shares reserved for the exercise of warrant holders under the XPG-W4 project, which currently amounts to 715,406,087 shares.)
- To increase in the Company's registered capital in the amount of Baht 327,056,544.50 from Baht 5,046,480,815.50 to Baht 5,373,537,360 by issuing 654,113,089 new ordinary shares at a par value of Baht 0.50 each to accommodate the rights adjustment of the warrants to purchase newly issued ordinary shares of the Company issued to the existing shareholders (XPG-W4 project) (to be in line with the adjustment of the exercise price and/or the new exercise ratio), and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in the registered capital.
- To allocate no more than 654,113,089 new ordinary shares at a par value of Baht 0.50 each to accommodate the rights adjustment of the warrants to purchase newly issued ordinary shares of the Company under XPG-W4 project in accordance with the Terms and Conditions of Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the New Ordinary Shares of XSpring Capital Public Company Limited No. 4.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote.

**Resolution:** It was resolved that the meeting approved the cancellation of resolutions on decrease of registered capital, increase of registered capital, the amendment to Clause 4 of the Memorandum of Association relating to the change of the Company's registered capital and the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of warrants to purchase newly issued ordinary shares of the Company issued to the existing shareholders (XPG-W4 project) (to be in line with the adjustment of exercise price and/or the new exercise ratio) which were approved by the Annual General Meeting of Shareholders for 2022 dated 27<sup>th</sup> April 2022 in agenda 10 to 12 of the said meeting. with details as proposed with majority votes of more than three-fourths of the total votes of shareholders and proxies attending the meeting and having the right to vote with 99.8792%. The votes comprise as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,080,581,178	99.8792
Disapproved	6,144,000	0.1207
Abstained	0	0.0000
Total	5,086,725,178	100.0000



**11. To consider and approve the decrease in the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the decrease in the registered capital.**

The Chairman informed the meeting that according to Section 136 of the Public Limited Companies Act B.E. 2535 prescribed that the Company may increase the Company's current registered capital by issuance and allocation of newly issued ordinary shares only when all of the authorized ordinary shares have been issued and fully paid-up and in case the shares have not been completely issued, the outstanding shares must be issued to accommodate the convertible debentures or the warrants to purchase shares. In this regard, the Company shall decrease its registered capital by cancelling authorized but unissued ordinary shares under Section 140 of the Public Limited Companies Act B.E. 2535 before proceeding with the capital increase and allocation of newly issued ordinary shares as specified in the Agenda Item 12 and Agenda Item 13.

Following the above Agenda Item 10, the Company, therefore, wishes to decrease in the Company's registered capital in the amount of Baht 82,692,587 from Baht 5,129,173,402.50 to Baht 5,046,480,815.50 at a par value of Baht 0.50 each by cancelling 165,385,174 authorized but unissued ordinary shares (excluding the ordinary shares reserved for the exercise of warrant holders under the XPG-W4 project, which currently amounts to 715,406,087 shares.), and to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to correspond with the decrease in the registered capital as follows:

“Clause 4    Comprising	Registered Capital of	: Baht 5,046,480,815.50	(Five Billion, Forty-Six Million, Four Hundred Eighty Thousand, Eight Hundred and Fifteen Baht Fifty Stang)
	divided into	: 10,092,961,631 Shares	(Ten Billion, Ninety-Two Million, Nine Hundred Sixty-One Thousand, Six Hundred and Thirty-One Shares)
	each at a par value of	: Baht 0.50	(Fifty Stang)
	Ordinary Shares	: 10,092,961,631 Shares	(Ten Billion, Ninety-Two Million, Nine Hundred Sixty-One Thousand, Six Hundred and Thirty-One Shares)
	Preferred Shares	: - shares"	( - )

In this connection, the Company's Board of Directors, President and/or persons, as delegated by the Board of Directors and/or President, shall have the power to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association and to lodge with the Department of Business Development, the Ministry of Commerce an application to amend the Company's Memorandum of Association, to amend or vary the application or any particulars contained in the application to be lodged with the Department of Business Development, the Ministry of Commerce, and to take any necessary and relevant steps as may be appropriate to comply with the laws, rules, regulations and interpretation of relevant government agencies including advice or recommendations of the registrar or officials.

The Company would like to inform you that as of 27<sup>th</sup> April 2023, the Company has registered capital at Baht 5,129,173,402.50 or equivalent to 10,258,346,805 shares and has the paid-up capital at Baht 4,688,777,772 or equivalent to 9,377,555,554 shares. The paid-up capital has increased for another Baht 3,330,843 equivalent to 6,661,686 shares due to the exercise of warrants as of March 2023 in the amount of 1,006,145 units or equivalent to 6,661,686 shares. The existing paid-up

capital of the Company, which was registered on 6<sup>th</sup> January 2023 was at Baht 4,685,446,929 or equivalent to 9,370,893,858 shares.

The Board of Directors deemed it appropriate to propose the AGM to consider and approve (a) the decrease in the Company's registered capital in the amount of Baht 82,692,587 from Baht 5,129,173,402.50 to Baht 5,046,480,815.50 at a par value of Baht 0.50 each by cancelling 165,385,174 authorized but unissued ordinary shares, (b) the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the decrease in the registered capital, and (c) delegation of power as proposed above.

The resolution for this agenda item must be adopted with a vote of not less than three-fourths (3/4) of votes of the shareholders and proxies attending the meeting and having the right to vote.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote.

**Resolution:** It was unanimously resolved that the meeting approved the decrease in the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the decrease in the registered capital with details as proposed with majority votes of more than three-fourths of the total votes of shareholders and proxies attending the meeting and having the right to vote with 100%. The votes comprise as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,086,725,178	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	5,086,725,178	100.0000

**12. To consider and approve the increase in the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in the registered capital.**

The Chairman informed the meeting that following the above Agenda Item 10, the Company wishes to increase in the Company's registered capital in the amount of Baht 327,056,544.50 from Baht 5,046,480,815.50 to Baht 5,373,537,360 by issuing 654,113,089 new ordinary shares at a par value of Baht 0.50 each to accommodate the rights adjustment of the warrants to purchase newly issued ordinary shares of the Company issued to the existing shareholders (XPG-W4 project) (to be in line with the adjustment of the exercise price and/or the new exercise ratio), and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in the registered capital as follows:

“Clause 4	Registered Capital of	: Baht 5,373,537,360	(Five Billion Three Hundred Seventy-Three Million Five Hundred Thirty-Seven Thousand Three Hundred and Sixty Baht)
	divided into	: 10,747,074,720 Shares	(Ten Billion Seven Hundred Forty-Seven Million Seventy-Four Thousand Seven Hundred and Twenty shares)
	each at a par value of	: Baht 0.50	(Fifty Satang)
	Comprising		
	Ordinary Shares	: 10,747,074,720 Shares	(Ten Billion Seven Hundred Forty-Seven Million Seventy-Four Thousand Seven Hundred and Twenty shares)
	Preferred Shares	: - shares"	( - )

In this connection, the Company's Board of Directors, President and/or persons, as delegated by the Board of Directors and/or President, shall have the power to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association and to lodge with the Department of Business Development, the Ministry of Commerce an application to amend the Company's Memorandum of Association, to amend or vary the application or any particulars contained in the application to be lodged with the Department of Business Development, the Ministry of Commerce, and to take any necessary and relevant steps as may be appropriate to comply with the laws, rules, regulations and interpretation of relevant government agencies including advice or recommendations of the registrar or officials.

The Board of Directors deemed it appropriate to propose the AGM to consider and approve (a) the increase in the Company's registered capital in the amount of Baht 327,056,544.50 from Baht 5,046,480,815.50 to Baht 5,373,537,360 by issuing 654,113,089 new ordinary shares at a par value of Baht 0.50 each to accommodate for the exercise as per the warrants to purchase the new ordinary shares of the Company which were issued to existing shareholders of the Company (the XPG-W4 Program), (b) the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in the registered capital, and (c) delegation of power as proposed above.

The resolution for this agenda item must be adopted with a vote of not less than three-fourths (3/4) of votes of the shareholders and proxies attending the meeting and having the right to vote.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote.

**Resolution:** It was resolved that the meeting approved the increase in the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in the registered capital with details as proposed with majority votes of more than three-fourths of the total votes of shareholders and proxies attending the meeting and having the right to vote with 99.8792%. The votes comprise as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,080,581,178	99.8792
Disapproved	6,144,000	0.1207
Abstained	0	0.0000
Total	5,086,725,178	100.0000

**13. To consider and approve the allocation of the Company's new ordinary shares.**

The Chairman informed the meeting that due to the Agenda Item 12 as above, the Company deemed it appropriate to propose the AGM to consider and approve to allocate no more than 654,113,089 new ordinary shares at a par value of Baht 0.50 each to accommodate the rights adjustment of the warrants to purchase newly issued ordinary shares of the Company under XPG-W4 project in accordance with the Terms and Conditions of Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the New Ordinary Shares of XSpring Capital Public Company Limited No. 4. Details of which are provided in the Capital Increase Form (F53-4) (Attachment 2).

In this regard, if there are still new ordinary shares left following the share allocation for the right adjustments of warrants under XPG-W4 Program, the Company must reduce its registered capital by cancelling the ordinary shares remaining from the share allocation subject to further shareholders' approval at the general meeting of shareholders.

The resolution for this agenda item must be adopted with a majority of votes of all shareholders and proxies attending the meeting and having the right to vote.

After that, the Chairman gave time to the shareholders for asking questions.

After there was no shareholders' inquiry, the Chairman asked the meeting to vote.

**Resolution:** It was resolved that the meeting approved the allocation of the Company's new ordinary shares with details as proposed with 99.8775% of all votes of the shareholders and proxies attending the meeting and having the right to vote, details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,080,495,878	99.8775
Disapproved	6,229,300	0.1224
Abstained	0	0.0000
Total	5,086,725,178	100.0000

**14. To consider and approve the amendments of the Company's Articles of Association to be consistent with the Public Limited Company Act B.E. 2535 (A.D. 1992) (as amended).**

The Chairman assigned Mr. Supachan Jaranakaran, Head of Group General Counsel, to propose details to the meeting.

Mr. Supachan Jaranakaran proposed the meeting to consider and approve the amendment of the Company's Articles of Association to be consistent with the Public Limited Company Act B.E. 2535, the details are shown in **Attachment 6**, which is the draft Articles of Association of the

Company. The version proposed for amendment had already delivered to the shareholders along with the meeting invitation letter, the essence of the amended matter is as follows:

- The Public Limited Company Act (No. 4) B.E. 2565, effective on 24<sup>th</sup> May 2022
- It is an amendment to be in line with the amendment of the Public Limited Companies Act as follows:
  - Notices, warnings or advertisements may be made through electronic media instead of newspapers.
  - Sending letters or documents to directors, shareholders or creditors may be conducted by electronic means (with the consent of such person).
  - Shareholders' Meeting, Board of Directors' Meeting or proxy may be conducted via electronic means.
  - When there is a reasonable cause to protect the rights or benefits of the Company, two or more directors may request to call a meeting of the Board of Directors by specifying the subject and reason for the meeting (formerly, two directors can call a meeting without a reasonable cause and does not specify a method for calling a meeting).
  - In the absence of the Chairman, the Vice-Chairman shall be the person to call the meeting of the Board of Directors. In case there is no Vice Chairman, two or more directors may call a meeting of the Board of Directors. (Formerly, there was no way to solve the problem of calling a meeting without a chairman.)
  - Reduced the time for sending notices for the Board of Directors Meeting from 7 days to 3 days.

However, the proposed amendment to the Articles of Association of the Company may be further amended according to comments of Public Limited Company Registrar, Ministry of Commerce.

**Resolution:** It was unanimously resolved that the meeting approved the amendments of the Company's Articles of Association to be consistent with the Public Limited Company Act B.E. 2535 (A.D. 1992) (as amended) with details as proposed with 100% of all votes of the shareholders and proxies attending the meeting and having the right to vote, details are as follows:

Shareholders attending the meeting and having the right to vote	Number of Votes	In Percentage
Approved	5,086,725,178	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	5,086,725,178	100.0000

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

The meeting had no further business to consider. The Chairman gave the opportunity for the shareholders to propose comments and inquire additional questions.

Mr. Asadawut Pichalai, a shareholder, asked how the management viewed the digital token market this year. Is there anything successful or what needs to be improved? And what is the management's revenue target for this year?

Ms. Varangkana Artkarasatapon informed the meeting as follows:

In March, the cabinet has approved a principle of VAT exemption of the sale or transfer of digital tokens for investment purposes such exemption should be come into force within Q2 year 2023. Due to the fact that some of the ICO projects have been paused to wait for the VAT exemption, the revised tax treatment will cause the market to become more attractive and bring back the issuers to continue their project. Currently, there are approximately 3 digital token projects that are in the process of discussion with the Office of the Securities and Exchange Commission. We are expecting to see 3-6 projects of tokens being offered to the market this year, which will be worth approximately THB 3-4 billion. This is starting to demonstrate some positive signs of the digital token market.

Ms. Kochaporn Sarikakate, a shareholder, asked that at present, the share price had dropped drastically, how does the Company solve the problem in order to build confidence among the shareholders?

Ms. Varangkana Artkarasatapon informed the meeting as follows:

Over the past year, stock prices have been volatile. Partly according to the sensitivity of the market and another part is the Company's performance. In 2022 there was the beginning of new businesses of a subsidiary company both in part of XSpring Asset Management Co., Ltd., which recently received a LBDU license and began operating in August. While XSpring Digital Co., Ltd. has been affected by the VAT issues affecting the ICO Project, it is unable to issue new ICOs to the market. Regarding the brokerage business, XSpring Digital Co., Ltd. has just launched the application in October. Therefore, the subsidiaries have not yet fully operated because they have just received various licenses to start doing business. While XSpring AMC Asset Management Co., Ltd., which is a debt purchase to manage, this business will take time to invest and follow up on debt, which takes 2-3 years. The Company was also affected by the unusual circumstances from Krungthai XSpring Securities Co., Ltd., which had to set aside a reserve for MORE Return PLC.'s shares. For this year if the subsidiaries have operated in full and do not count the portion that had to be set aside, it is expected that the Company should come back with better performances which might affect the stock price.

Mr. Samatkom Tangwiwat, a shareholder, asked: does the Company have a policy to focus on investing in any particular business or industry?

Ms. Varangkana Artkarasatapon informed the meeting as follows:

As informed in Agenda 3, this year the Company expects the operation of core businesses operating under 4 companies, namely Krungthai XSpring Securities Co., Ltd., XSpring Asset Management Co., Ltd., XSpring Digital Co., Ltd. and XSpring AMC Asset Management Co., Ltd. In addition to the main business, the Company will focus on investing through funds or investing directly in various companies, mainly focusing on DSD and FinTech businesses.

After there are no further questions and comment from other shareholders, the Chairman thus stated on behalf of the Board of Directors to thank the shareholders for their participation and in contributing with their opinion and suggestions, of which, the Board of Directors shall take into account for further improvement of the Company's operations, and then declared the Meeting adjourned.

There were 56 shareholders (present in persons or by proxies), representing 5,086,725,178 shares, or equivalent to 54.2821% of the total issued shares of the Company.

In this regard, the Company has recorded this meeting in the form of video media.

The Meeting was concluded at 4.00 p.m.

*-Rathian Srimongkol-*

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(Mr. Rathian Srimongkol)  
Chairman of the Meeting

## **Form 56-1 One Report 2023**

**(In the form of QR Code as shown in the Notification of Meeting)**



**Information of Nominated Persons for election replacing the directors retiring by rotation**

Consisting of three Authorized Directors



**Mr. Rathian Srimongkol**

<u>Position</u>	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Chief Executive Officer</li><li>- Chairman of the Executive Board</li><li>- Chairman of Nominating and Compensation Committee</li></ul>
<u>Age</u>	64 Years
<u>Date of Appointment</u>	12 <sup>th</sup> February 2021 (registered with the MOC on 18 <sup>th</sup> February 2021)
<u>Education</u>	<ul style="list-style-type: none"><li>- Master's Degree, MBA, Thammasat University</li><li>- Master's Degree, M.P.A. in General Administration, Suan Sunandha Rajabhat University</li><li>- Medical Degree, Faculty of Medicine, Siriraj Hospital Mahidol University</li><li>- Bachelor's Degree, Medical Science, Mahidol University</li></ul>
<u>Training</u>	
2023	<ul style="list-style-type: none"><li>- Orchestrating Winning Performance (OWP), Lausanne 26 June 2023 – 30 June 2023 International Institute for Management Development (IMD)</li></ul>
2022	<ul style="list-style-type: none"><li>- Orchestrating Winning Performance (OWP), Lausanne 27 June 2022 – 1 July 2022 International Institute for Management Development (IMD)</li></ul>
2010	<ul style="list-style-type: none"><li>- Certificate, Leader Program, Capital Market Academy (Class 11)</li></ul>
2009	<ul style="list-style-type: none"><li>- Certificate, Financial Statements Demystified for Director (FDD), Thai Institute of Directors (IOD)</li></ul>
2008 – 2009	<ul style="list-style-type: none"><li>- Diploma, National Defence College, The Joint State – Private Sector Course Class 51/21, National Defence College of Thailand</li></ul>

## Mr. Rathian Srimongkol (continued)

2008	- Certificate, Role of the Chairman Program (RCP), Thai Institute of Directors (IOD)
2008	- Public Director Certification Program (PDI), King Prajadhipok's Institute
2008	- Certificate, Economic Leader Forum (ELF), The Thammasat Economics Association
2005	- Certificate in Politics and Governance in Democratic Systems for Executives Course (Class 9), King Prajadhipok's Institute
2001	- Certificate, Directors Certification Program (DCP), Thai Institute of Directors (IOD)
<u>Being the Company's Director</u>	Approximately 3 years 2 months
<u>Relationship with Management</u>	None
<u>Experience</u>	
<u>Company Group</u>	
23 February 2024 – Present	- Chairman of the Executive Board, XSpring Capital Plc.
9 February 2024 – Present	- Chief Executive Officer, XSpring Capital Plc.
18 February 2021 – Present	- Authorized Director, XSpring Capital Plc.
18 February 2021 – Present	- Chairman of Nominating and Compensation Committee XSpring Capital Plc.
18 February 2021 – 23 February 2024	- Chairman of the Board of Directors, XSpring Capital Plc. - Chairman of Investment Committee, XSpring Capital Plc.
18 February 2021 – Present	- Authorized Director, Chairman, XSpring Digital Co., Ltd.
24 February 2021 – Present	- Authorized Director, Chairman, XSpring AMC Asset Management Co., Ltd.
5 March 2021 – Present	- Authorized Director, Chairman of the Executive Committee Krungthai XSpring Securities Co., Ltd.
10 March 2021 - Present	- Authorized Director, Chairman XSpring Asset Management Co., Ltd.
15 December 2021 - Present	- Director, XSpring Capital Plc.

## Mr. Rathian Srimongkol (continued)

<u>Other Listed Companies in the SET</u>		
2023 - Present	-	Independent Director, Member of the Audit Committee Home Product Center Plc.
2009 – Present	-	Vice Chairman of the Board, Lead Independent Director, Chairman of the Audit Committee, Member of the Sustainability and Risk Management Committee, Indorama Ventures Plc.
2011 – Present	-	Director, Krungthai Card Plc.
<u>Other Companies</u>		
	-	None
<u>Other Past Experience</u>		
2012 – 31 December 2023	-	President & Chief Executive Officer, Director Krungthai Card Plc.
February 2021 – July 2023	-	Director, Krungthai Advisory Co., Ltd.
February 2019 – June 2021	-	Chairman, Islamic Bank of Thailand
2018 – 25 February 2021	-	Vice Chairman of the Board, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Independent Director, Raimon Land Plc.
2018 – June 2021	-	Chairman, Tobacco Authority of Thailand
2017 – 2021	-	Vice Chairman, Thai Listed Companies Association
2015 – 2017	-	Director, Thai Listed Companies Association
2013 – November 2020	-	Independent Director, Chairman of the Audit Committee, Corporate Governance Committee Member, Nominating and Compensation Committee Member, One to One Contacts Plc.
2008 – 2010	-	Director, TOT Plc.
2004 – 2012	-	Performance Agreement Subcommittee Organization Management (Internal Audit and Internal Control) Ministry of Finance
2001 – 2012	-	Performance Agreement Subcommittee (Energy Sector) Ministry of Finance
2001 – 2011	-	Executive Vice President Thanachart Bank Plc. (Siam City Bank Plc.)
Meeting Attendance Record	-	Board of Directors Meeting 12 out of 12 Investment Committee Meeting 8 out of 8 Nominating and Compensation Committee 4 out of 4



**Mr. Pinit Puapan**

<u>Position</u>	<ul style="list-style-type: none"><li>- Authorized Director</li><li>- Member of The Executive Board</li></ul>
<u>Age</u>	56 Years
<u>Date of Appointment</u>	12 <sup>th</sup> February 2021 (registered with the MOC on 18 <sup>th</sup> February 2021)
<u>Education</u>	<ul style="list-style-type: none"><li>- Advanced Management Program, Harvard Business School (2006)</li><li>- MSC (Econ), The London School of Economics and Political Science (1990)</li><li>- BA, Economics and Political Science, Tufts University (1989)</li></ul>
<u>Training</u>	
2023	<ul style="list-style-type: none"><li>- Executive Architect Council Training (EXACT4), Architect Council of Thailand</li></ul>
2022	<ul style="list-style-type: none"><li>- Hot Issue for Directors : What Directors Need to Know about Digital Assets, Batch 4<sup>th</sup> Thai Institute of Directors Association (IOD) and Stock Exchange of Thailand</li></ul>
2022	<ul style="list-style-type: none"><li>- Health Ambassador (HAM 4), Chulabhorn Royal Academy</li></ul>
2020	<ul style="list-style-type: none"><li>- Certificate, IT Governance and Cyber Resilience Program (ITG 13), Thai Institute of Directors Association (IOD)</li></ul>
2018	<ul style="list-style-type: none"><li>- Oxford Programme on Negotiation Programme in Bangkok, Executive Education and Enrichment Institute</li></ul>
2018	<ul style="list-style-type: none"><li>- Corporate Governance in Digital Era, Fiscal Policy Research Institute Foundation</li></ul>
2017	<ul style="list-style-type: none"><li>- Executive Energy Program, The Federation of Thai Industries (EEP 3)</li></ul>
2016	<ul style="list-style-type: none"><li>- Public Director Certification Program (PDI 15), King Prajadhipok's Institute</li></ul>
2015	<ul style="list-style-type: none"><li>- Corporate Governance for Capital Market Intermediaries (CGI), Thai Institute of Directors Association (IOD)</li></ul>
2014	<ul style="list-style-type: none"><li>- Certificate Advanced Security Management Program, The Association National Defense College of Thailand (ASMP 5)</li></ul>

## Mr. Pinit Puapan (continued)

2010	- Certificate, Leader Program, Capital Market Academy (CMA 11)
2004	- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)
2004	- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD)
<u>Being the Company's Director</u>	Approximately 3 years 2 months
<u>Relationship with Management</u>	None
<u>Experience</u>	
<u>Company Group</u>	
23 February 2024 – Present	- Member of the Executive Board, XSpring Capital Plc.
18 February 2021 – Present	- Authorized Director, XSpring Capital Plc.
18 February 2021 – 23 February 2024	- Member of Investment Committee, XSpring Capital Plc.
5 March 2021 – Present	- Director, Krungthai XSpring Securities Co., Ltd.
<u>Other Listed Companies</u>	
1 February 2023 – Present	- Director and Chairman of the Board, Srisawad Capital 1969 Plc.
2015 – Present	- Director, Srisawad Corporation Plc.
2002 – Present	- Independent Director, Audit Committee Member, Risk Management Committee Member Charn Issara Development Plc.
<u>Other Companies</u>	
2 August 2023 – Present	- Director, Bay Computing Co., Ltd.
17 May 2023 – Present	- Director, MG 1962 Solar Co., Ltd.
1 March 2023 - Present	- Director, More Abundance Co., Ltd.
10 February 2023 - Present	- Director, Definitely Brilliant Co., Ltd.
9 November 2021 - Present	- Accredited Director, Risk Management Member, National Housing Authority
2018 – Present	- Director, Veyla Natai Residences (Villa) Co., Ltd.
2016 – Present	- Director, MG 1962 Warehouse & Distribution Co., Ltd.
2014 – Present	- Vice Chairman, Mali Group 1962 Co., Ltd.
2013 – Present	- Director, Veyla Chaam Residences Co., Ltd.
2008 – Present	- Director, Ideas 1606 Co., Ltd.
2003 – Present	- Director, Talon Holdings Co., Ltd.
2002 – Present	- Director, The Thai Dairy Industry Co., Ltd.

**Mr. Pinit Puapan (continued)**Other Past Experience

19 March 2021 – 30 June 2023	- Director, Fast Money Co., Ltd.	
26 October 2021 – 26 December 2022	- Independent Director, Bay Computing Co., Ltd.	
15 October 2019 – 20 September 2021	- Director, State Railway of Thailand	
31 August 2020 – 20 September 2021	- Director, SRT Electrified Train Co., Ltd.	
15 February 2021 – 20 May 2021	- Director, Small and Medium Enterprise Development Bank of Thailand (SME)	
2017 – 10 November 2020	- Director, Srisawad Finance Plc.	
14 September 2018 – 31 January 2019	- Director, Scentimental (Thailand) Co., Ltd.	
20 December 2017 – 29 February 2020	- Independent Director, Thai Airways Plc.	
2015 – 7 May 2019	- Director, CAT Telecom Plc.	
2007 – 31 January 2019	- Director, Seamico Securities Plc.	
2015 – 28 December 2018	- Advisor to Chief Executive Officer, KT ZMICO Securities Co., Ltd.	
2008 – 20 April 2018	- Director, KT ZMICO Securities Co., Ltd.	
2009 – 2017	- Director, Solaris Asset Management Co., Ltd.	
2015	- Independent Advisor, Laos Electric Generators	
2008 – 2014	- Managing Director, KT ZMICO Securities Co., Ltd.	
August 2009 – March 2013	- Director, Thanh Cong Securities Company	
2010 – 31 January 2012	- Vice President/Executive Chairman BCEL-KT Securities Co., Ltd.	
Meeting Attendance Record	- Board of Directors Meeting	11 out of 12
	- Investment Committee Meeting	8 out of 8



**Ms. Varangkana Artkarasatapon**

<u>Position</u>	<ul style="list-style-type: none"> <li>- Authorized Director</li> <li>- Managing Director</li> <li>- Member of the Executive Board</li> <li>- Member of Risk Management Committee</li> </ul>
<u>Age</u>	46 Years
<u>Date of Appointment</u>	9 <sup>th</sup> December 2021 (registered with the MOC on 15 <sup>th</sup> December 2021)
<u>Education</u>	<ul style="list-style-type: none"> <li>- Master of Business Administration (Innovation in Management), Mahidol University (2004)</li> <li>- Bachelor of Business Administration (Finance and Banking), Chulalongkorn University (1999)</li> </ul>
<u>Training</u>	
2020	- CFO's Orientation Course
2016	- General Management Programme 20, Harvard Business School
<u>Being the Company's Director</u>	Approximately 2 years 4 months
<u>Relationship with Management</u>	None
<u>Experience</u>	
<u>Company Group</u>	
23 February 2024 – Present	- Member of the Executive Board, XSpring Capital Plc.
15 December 2021 – Present	- Authorized Director, XSpring Capital Plc.
4 October 2021 – Present	- Managing Director, XSpring Capital Plc.
21 October 2021 – 23 February 2024	- Member of Investment Committee, XSpring Capital Plc.
17 December 2021 - Present	- Member of Risk Management Committee, XSpring Capital Plc.
19 October 2021 – Present	- Authorized Director, XSpring AMC Asset Management Co., Ltd.
5 November 2021 - Present	- Authorized Director, XSpring Asset Management Co., Ltd.
9 December 2021 - Present	- Authorized Director, XSpring Digital Co., Ltd.
13 December 2021 - Present	- Authorized Director, XSpring Advance Solutions Co., Ltd.
13 December 2021 - Present	- Authorized Director, XSpring Alliance 1 Co., Ltd.

## Ms. Varangkana Artkarasatapon (continued)

13 December 2021 - Present	-	Authorized Director, XSpring Alliance 2 Co., Ltd.	
13 December 2021 - Present	-	Authorized Director, XSpring Alliance 3 Co., Ltd.	
13 December 2021 – Present	-	Authorized Director, PK Land Holding Co., Ltd.	
29 December 2021 – Present	-	Authorized Director, Krungthai XSpring Securities Co., Ltd.	
25 January 2022 – Present	-	Director, Absolute Yoga Co., Ltd.	
30 April 2022 - Present	-	Director, Scentimental (Thailand) Co., Ltd.	
5 May 2022 - Present	-	Director, Crystal Sealed Professional Car Coating Co., Ltd.	
4 February 2022 - Present	-	Director, Sharge Management Co., Ltd.	
<u>Other Listed Companies in the SET</u>		None	
<u>Other Companies</u>		None	
<u>Other Past Experience</u>			
January 2021 - November 2021	-	Director, Onionshack Co., Ltd.	
December 2020 - October 2021	-	Director, Profit Co., Ltd.	
September 2020 - October 2021	-	Director, Hugs insurance broker Co., Ltd.	
2018 - October 2021	-	Director, Siri TK four holding Co., Ltd.	
2018 - October 2021	-	Director, Siri TK three Co., Ltd.	
2018 - October 2021	-	Director, Siri TK two Co., Ltd.	
2017 - October 2021	-	Director, Siri TK one Co., Ltd.	
2018 - October 2021	-	Director, Siri smart two Co., Ltd.	
2017 - October 2021	-	Director, Siri ventures Co., Ltd.	
Meeting Attendance Record	-	Board of Directors Meeting	12 out of 12
	-	Investment Committee Meeting	8 out of 8
	-	Risk Management Committee Meeting	4 out of 4



**Nomination Procedure**

The Nominating and Compensation Committee shall be responsible for nominating qualified persons from various fields to become a director replacing retired directors by rotation or for any other reason, and propose to the Board of Directors and/or the Meeting of the Shareholders (as the case may be), for resolution of such appointment. At every annual general meeting, at least one-third of the directors shall retire, and a retiring director is eligible for re-election. The term of a sub-committee shall be in compliance with the office term of the director of the Company and the specific duties and responsibilities of the said sub-committee.

**Shareholdings (Information as of 28<sup>th</sup> December 2023)**

Nominated Directors	No. of Shares Held	% of Voting Rights
1. Mr. Rathian Srimongkol	75,690,662	0.795
2. Mr. Pinit Puapan	0	0
3. Ms. Varangkana Artkarasatapon	0	0

**Directorships**

Nominated Directors	Listed Companies		Other Companies (Non-listed)	Position in Competitive Business/ Business related to the Company
	Amount	Type of Director	Amount	
1. Mr. Rathian Srimongkol	4	<ul style="list-style-type: none"> <li>- Authorized Director, Chief Executive Officer, Chairman of the Executive Board, Chairman of Nominating and Compensation Committee, XSpring Capital Plc.</li> <li>- Independent Director, Member of the Audit Committee Home Product Center Plc.</li> <li>- Vice Chairman of the Board, Lead Independent Director, Chairman of the Audit Committee, Member of the Sustainability and Risk Management Committee, Indorama Ventures Plc.</li> <li>- Director, Krungthai Card Plc.</li> </ul>	None	None
2. Mr. Pinit Puapan	4	<ul style="list-style-type: none"> <li>- Authorized Director, Member of the Executive Board, XSpring Capital Plc.</li> <li>- Director and Chairman of the Board, Srisawad Capital 1969 Plc.</li> <li>- Director, Srisawad Corporation Plc.</li> <li>- Independent Director, Audit Committee Member, Risk Management Committee Member, Charn Issara Development Plc.</li> </ul>	12	None
3. Ms. Varangkana Artkarasatapon	1	<ul style="list-style-type: none"> <li>- Authorized Director, Managing Director, Member of the Executive Board, Member of Risk Management Committee, XSpring Capital Plc.</li> </ul>	None	None

**Independent Director**

The definition of the Company’s Independent Directors is specified **equal** to the minimum regulations of the SEC and SET, being summarized as follows:

1. An independent director must not hold any shares in the listed company exceeding 1 per cent of the total shares with voting rights.
2. An independent director must not have managing role with the company nor be employee/staff/consultant on a monthly remuneration/controlling person of the company, subsidiaries, affiliated companies, or other entity that might have conflict of interests (currently and during the 2 years prior to the appointment until present).
3. An independent director must not have direct or indirect business relations in the financial or managerial role with the company, subsidiaries, and affiliated companies or be the person that might have a conflict of interest which might lead to the lack of independency.  
An independent director must not have business relationship with major clients and suppliers as well as being creditors/debtors for trade and borrowing activities with the transaction value of at least Baht 20 million or 3% of Net Tangible Assets (NTA) of the company, whichever is lower.
4. An independent director has to disclose any relationship that might have conflict of interests and could lead to a lack of independency.

*Remark: Nominated person as an independent director will be able to express their opinions independently according to relevant regulations.*

**Independent Director and Other Relationships**

<b>Conflict of Interest</b>	<b>Director being proposed as the Independent Director</b>	
Shareholdings in the Company - No. of Shares - Voting Rights	None None	None None
Closed Relationships with Management/Major Shareholder/Subsidiaries	No	No
The following relationships with the Company/subsidiary company/associated company or other juristic persons who may have a conflict at present or in the past 2 year.		
(1) Being an authorized director, an employee or staff member or an adviser who receives a regular salary.	No	No
(2) Being professional services (such as auditor or legal advisor)	No	No
(3) Business relation (such as supplier, creditor or debtor)	No	No

## Profile and Information of Auditors



<b>Name-Surname</b>	Ms. Somjai Khunapasut
<b>Age (years)</b>	53
<b>Education</b>	<ul style="list-style-type: none"><li>• Master of Accounting, Thammasat University</li></ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	4499
<b>Office</b>	EY Office Limited 33 <sup>rd</sup> Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Tel: 02-264-9090
<b>Position in the Audit Firm</b>	Partner of EY Office Limited
<b>Auditing Experiences</b>	<ul style="list-style-type: none"><li>• Ratchthani Leasing Public Company Limited</li><li>• The Thai Insurance Public Company Limited</li><li>• Thanachart Insurance Public Company Limited</li><li>• Thanachart Securities Public Company Limited</li><li>• Thanachart Fund Management Company Limited</li><li>• LH Financial Group Public Company Limited</li><li>• Land and Houses Bank Public Company Limited</li><li>• Muang Thai Insurance Public Company Limited</li><li>• Thaivivat Insurance Public Company Limited</li><li>• The Navakij Insurance Public Company Limited</li><li>• S 11 Group Public Company Limited</li><li>• TISCO Bank Public Company Limited</li><li>• TISCO Financial Group Public Company Limited</li><li>• Micro Leasing Public Company Limited</li></ul>



<b>Name-Surname</b>	Ms. Rachada Yongsawadvanich
<b>Age (years)</b>	53
<b>Education</b>	<ul style="list-style-type: none"><li>• Master of Business Administration, Assumption University</li><li>• Master of Science in Finance, Thammasat University</li></ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	4951
<b>Office</b>	EY Office Limited 33 <sup>rd</sup> Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Tel: 02-264-9090
<b>Position in the Audit Firm</b>	Partner of EY Office Limited
<b>Auditing Experiences</b>	<ul style="list-style-type: none"><li>• LH Financial Group Public Company Limited</li><li>• Land and Houses Securities Public Company Limited</li><li>• Land and Houses Bank Public Company Limited</li><li>• United Overseas Bank (Thai) Public Company Limited</li><li>• Bangkok Insurance Public Company Limited</li><li>• Thai Reinsurance Public Company Limited</li><li>• Indara Insurance Public Company Limited</li><li>• Nam Seng Insurance Public Company Limited</li></ul>



<b>Name-Surname</b>	Ms. Wanwilai Phetsang
<b>Age (years)</b>	52
<b>Education</b>	<ul style="list-style-type: none"><li>• Master Degree in Business Administration, Thammasat University</li></ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	5315
<b>Office</b>	EY Office Limited 33 <sup>rd</sup> Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Tel: 02-264-9090
<b>Position in the Audit Firm</b>	Partner of EY Office Limited
<b>Auditing Experiences</b>	<ul style="list-style-type: none"><li>• Krung Thai Bank Public Company Limited</li><li>• Thanachart Bank Public Company Limited</li><li>• Thanachart Capital Public Company Limited</li><li>• Mizuho Bank, Ltd. Bangkok Branch</li><li>• Thanachart Management &amp; Services Company Limited</li><li>• National Leasing Company Limited</li><li>• Tablamu Resort Developments Limited</li><li>• Khao Resort Developments Limited</li><li>• Sattahip Developments Limited</li><li>• Mae Phim Resort Developments Limited</li><li>• Impact Growth Real Estate Investment Trust</li><li>• JMT Network Services Plc.</li></ul>



<b>Name-Surname</b>	Ms. Bongkot Kriangphanamorn
<b>Age (years)</b>	47
<b>Education</b>	<ul style="list-style-type: none"><li>• Master Degree in Business Administration, Thammasat University</li></ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	6777
<b>Office</b>	EY Office Limited 33 <sup>rd</sup> Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Tel: 02-264-9090
<b>Position in the Audit Firm</b>	Partner of EY Office Limited
<b>Auditing Experiences</b>	<ul style="list-style-type: none"><li>• Star Money Company Limited</li><li>• Knight Club Capital Asset Management Public Company Limited</li><li>• JMT Network Services Public Company Limited</li><li>• LH Financial Group Public Company Limited</li><li>• Land and Houses Bank Public Company Limited</li><li>• Land and Houses Securities Public Company Limited</li><li>• Land and Houses Fund Management Co., Ltd.</li></ul>

**Information of Directors determined for Proxy appointment and Proxy Form**

In case of proxy, the shareholders may assign anyone of the following directors of the Company to attend the meeting and vote.

<u>Name-Surname</u>	<b>Mr. Thanarak Phongphatar</b>
<u>Position</u>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman</li> <li>- Chairman of Risk Management Committee</li> <li>- Member of Audit Committee</li> <li>- Member of Nominating and Compensation Committee</li> </ul>
<u>Nationality</u>	Thai
<u>Age</u>	68 Years
<u>Address</u>	90/33 Moo 3, Porkhuntae, Makhamtia, Muang, Suratthani 84000
<u>Education</u>	<ul style="list-style-type: none"> <li>- Master of Science in Information and Computer Science, The Georgia Institute of Technology, Atlanta, USA (1982)</li> <li>- Bachelor Degree of Engineering (Computer Sciences), Chulalongkorn University (1978)</li> </ul>
<u>Training</u>	
2017	- Director Certification Program (DCP) V.248
2014	- The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy
2006	- The Programme of Senior Executives on Justice Administration Batch 10 <sup>th</sup>
<u>Experience</u>	
<u>Company Group</u>	
23 February 2024 – Present	- Chairman, XSpring Capital Plc.
8 March 2019 – Present	<ul style="list-style-type: none"> <li>- Independent Director, XSpring Capital Plc.</li> <li>- Member of Nominating and Compensation Committee, XSpring Capital Plc.</li> </ul>
17 December 2021 – Present	- Chairman of Risk Management Committee, XSpring Capital Plc.
2 October 2023 – Present	- Member of Audit Committee, XSpring Capital Plc.
8 March 2019 – 23 February 2024	- Vice Chairman, XSpring Capital Plc.
15 May 2021 – 16 December 2021	- Member of Audit and Risk Management Committee, XSpring Capital Plc.
26 February 2021 – 14 May 2021	- Chairman of Audit and Risk Management Committee, XSpring Capital Plc.
8 May 2019 – 25 February 2021	- Member of Audit and Risk Management Committee, XSpring Capital Plc.
<u>Other Listed Companies in the SET</u>	
2012 – Present	- Independent Director, Advanced Information Technology Plc.
<u>Other Companies</u>	
2018 – Present	- Vice Chairman, The Federation of Thai Industries
2018 – Present	- Chairman, The Global Language of Business, The Federation of Thai Industries
September 1993 – Present	- Executive Director, The Southern Palm Oil Industry (1993) Co., Ltd.
September 1987 – Present	- Honorary Advisory Committee, The Southern Palm (1978) Co., Ltd.
<u>Other Past Experience</u>	
2015 – 2017	- Director of Walailak University Council, Walailak University
2014 – 2015	- Vice Chairman, Chulalongkorn University Engineering Alumni
2012 – 2015	- Chairman of Business Council, IMT-GT
Having no interest in every agenda item proposed for the shareholders' meeting	

<u>Name-Surname</u>	<b>Mr. Kittichai Raktakanit</b>
<u>Position</u>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Member of Nominating and Compensation Committee</li> <li>- Member of Corporate Governance Committee</li> </ul>
<u>Nationality</u>	Thai
<u>Age</u>	64 Years
<u>Address</u>	No. 11 Soi Phatthanawet 5, Klongton Nua, Wattana, Bangkok 10110
<u>Education</u>	Bachelor of Business Administration, Indiana State University U.S.A. (1980)
<u>Training</u>	
2024	- Training project for developing senior executives of Royal Thai Police
2023	- Advanced Audit Committee Program (Class 49/2023)
2005	- Audit Committee Program
2003	- Director Certification Program The National Defence College (The Joint State-Private Sector Course 26)
<u>Experience</u>	
<u>Company Group</u>	
17 May 2019 – Present	- Independent Director, XSpring Capital Plc.
11 August 2020 – Present	- Member of Audit Committee, XSpring Capital Plc. - Member of Nominating and Compensation Committee XSpring Capital Plc.
4 December 2019 – Present	- Member of Corporate Governance Committee, XSpring Capital Plc.
<u>Other Listed Companies in the SET</u>	
2017 – Present	- Independent Director, Audit Committee, Inoue Rubber (Thailand) Plc.
2015 – Present	- Independent Director, Chairman of the Corporate Governance and Sustainability Committee, Member of Audit Committee, Member of the Nomination and Compensation Committee, Member of the Risk Management Committee, Sansiri Plc.
<u>Other Companies</u>	
2017 – Present	- Director, Loxley Property Development Co., Ltd.
2016 – Present	- Chairman, Loxley System Integrator Co., Ltd.
2016 – Present	- Director, Loxley Evolution Technology Co., Ltd.
2011 – Present	- Chairman of Executive Board and Managing Director L-Elevator and Engineering Co., Ltd.
2000 – Present	- Director, Filatex Planner Co., Ltd.
<u>Other Past Experience</u>	
2010 – 2020	- Executive Vice President, Loxley Plc.
1997 – 2020	- Director, Thai Filatex Plc.
2012 – 2017	- President, L Green Solution Co., Ltd.
2015 – 2016	- Director & Executive Director, Mainstay Property Solutions Co., Ltd.
2011 – 2016	- Director, Department of Public Works and Town & Country Planning
2013 – 2014	- Director, Cholkij Sakol Co., Ltd.
Having no interest in every agenda item proposed for the shareholders' meeting	



**The Selection of Proxy**

<b>Type of Shareholder</b>	<b>Proxy</b>
Natural Person	Proxy A or Proxy B (select only one form)
Juristic Person	Proxy A or Proxy B (select only one form)
Custodian	Proxy A or Proxy B or Proxy C (select only one form)

**PROXY A**

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) As a shareholder of *XSpring Capital Public Company Limited*  
Holding a total number of \_\_\_\_\_ shares and a total of votes \_\_\_\_\_ votes as follows:  
Ordinary share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes  
Preferred share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

(3) Hereby appoint

(1) Mr. Thanarak Phongphatar Age 68 years old  
Residing at No 90/33 Road Porkhuntae Sub-district Makhamtia  
District Muang Province Suratthani Postal Code 84000 or

(2) Mr. Kittichai Raktakanit Age 64 years old  
Residing at No 11 Road Soi Phatthanawet 5 Sub-district Klongton Nua  
District Wattana Province Bangkok Postal Code 10110 or

(3) \_\_\_\_\_ Age \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for the Year 2024 which will be held on 26<sup>th</sup> April 2024 at 2.00 p.m. by Electronic Meeting (E-Meeting) that will be broadcast from the Company located at 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110* or at any adjournment thereof to any other date, time and venue.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed \_\_\_\_\_ Grantor  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**Note**

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

**PROXY B**

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) As a shareholder of ***XSpring Capital Public Company Limited***

Holding a total number of \_\_\_\_\_ shares and a total of votes \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

Preferred share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

(3) Hereby appoint

(1) Mr. Thanarak Phongphatar Age 68 years old

Residing at No 90/33 Road Porkhuntae Sub-district Makhamtia

District Muang Province Suratthani Postal Code 84000 or

(2) Mr. Kittichai Raktakanit Age 63 years old

Residing at No 11 Road Soi Phatthanawet 5 Sub-district Klongton Nua

District Wattana Province Bangkok Postal Code 10110 or

(3) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in ***The Annual General Meeting of Shareholders for the Year 2024 which will be held on 26<sup>th</sup> April 2024 at 2.00 p.m. by Electronic Meeting (E-Meeting) that will be broadcast from the Company located at 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110*** or at any adjournment thereof to any other date, time and venue.

(4) At this meeting, I/We grant the proxy to vote as follows:

Agenda Item 1 Message from Chairman

Agenda Item 2 To consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2023

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve  Disapprove  Abstain

Agenda Item 3 To acknowledge the Board of Directors' report on the Company's operating results for the Year 2023

Agenda Item 4 To consider and approve the statements of financial status and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2023

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve  Disapprove  Abstain

Agenda Item 5 To consider and approve allocating part of net profit as a legal reserve

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve                       Disapprove                       Abstain

Agenda Item 6 To consider and approve the omission of dividend payment for the operating results for the year 2023

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve                       Disapprove                       Abstain

Agenda Item 7 To consider and approve the election of directors to replace the retiring directors by rotation

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve all election
    - Approve                       Disapprove                       Abstain
  - Approve the election of some directors.
    1. Mr. Rathian Srimongkol
      - Approve                       Disapprove                       Abstain
    2. Mr. Pinit Puapan
      - Approve                       Disapprove                       Abstain
    3. Ms. Varangkana Artkarasatapon
      - Approve                       Disapprove                       Abstain

Agenda Item 8 To consider and approve directors' remuneration for the year 2024

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve                       Disapprove                       Abstain

Agenda Item 9 To consider and approve the directors' reward for the operating results for the year 2023

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve                       Disapprove                       Abstain

Agenda Item 10 To consider and approve the appointment of auditors and fix their audit fee for the year 2024

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve                       Disapprove                       Abstain

Agenda Item 11 Other matters (if any)

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve                       Disapprove                       Abstain

- (5) In case the voting of the proxy in any agenda is not regulated as specified in the Form of Proxy, it shall be deemed that the voting is not right and not subject to take the number of votes.
- (6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act(s) undertaken by the proxy at such meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed as my/our own act(s) in all respects.

Signed \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Note

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. At the agenda appointing directors, the whole Board of Directors or certain director can be appointed.
3. In case there are additional agendas to be considered other than those specified above, the proxy can specify in the Annex to the Form of Proxy B. as attached.

**ANNEX TO PROXY B**

Grant of proxy as a shareholder of *XSpring Capital Public Company Limited*

As my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for the Year 2024 which will be held on 26<sup>th</sup> April 2024 at 2.00 p.m. by Electronic Meeting (E-Meeting) that will be broadcast from the Company located at 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110* or at any adjournment thereof to any other date, time and venue.

.....

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda \_\_\_\_\_ Re \_\_\_\_\_ Appointment of Director (continued) \_\_\_\_\_

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

**PROXY C**

Written at \_\_\_\_\_

Date \_\_\_\_\_

- (1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
As a custodian of \_\_\_\_\_

As a shareholder of *XSpring Capital Public Company Limited*

Holding a total number of \_\_\_\_\_ shares and a total of votes \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

Preferred share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

- (2) Hereby appoint

(1) Mr. Thanarak Phongphatar Age 68 years old

Residing at No 90/33 Road Porkhuntae Sub-district Makhamtia

District Muang Province Suratthani Postal Code 84000 or

(2) Mr. Kittichai Raktakanit Age 63 years old

Residing at No 11 Road Soi Phatthanawet 5 Sub-district Klongton Nua

District Wattana Province Bangkok Postal Code 10110 or

(3) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for the Year 2024 which will be held on 26<sup>th</sup> April 2024 at 2.00 p.m. by Electronic Meeting (E-Meeting) that will be broadcast from the Company located at 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110* or at any adjournment thereof to any other date, time and venue.

- (3) The number of votes which I/we have granted to my/our proxy to attend this meeting as follows:

Equal to the number of shares held by me/our and have the voting right

Partial

Ordinary share \_\_\_\_\_ shares and voting rights \_\_\_\_\_ votes

Preferred share \_\_\_\_\_ shares and voting rights \_\_\_\_\_ votes

Total of voting rights \_\_\_\_\_ votes

- (4) At this meeting, I/We grant the proxy to vote as follows:

Agenda Item 1 Message from Chairman

Agenda Item 2 To consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2023

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes



Agenda Item 3 To acknowledge the Board of Directors' report on the Company's operating results for the Year 2023

Agenda Item 4 To consider and approve the statements of financial status and the statements of comprehensive income for the year ended 31<sup>st</sup> December 2023

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 5 To consider and approve allocating part of net profit as a legal reserve

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 6 To consider and approve the omission of dividend payment for the operating results for the year 2023

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 7 To consider and approve the election of directors to replace the retiring directors by rotation

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve all election

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Approve the election of some directors.

1. Mr. Rathian Srimongkol

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

2. Mr. Pinit Puapan

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

3. Ms. Varangkana Artkarasatapon

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 8 To consider and approve directors' remuneration for the year 2024

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 9 To consider and approve the directors' reward for the operating results for the year 2023

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 10 To consider and approve the appointment of auditors and fix their audit fee for the year 2024

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

Agenda Item 11 Other matters (if any)

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve\_\_\_\_\_votes  Disapprove\_\_\_\_\_votes  Abstain\_\_\_\_\_votes

- (5) In case the voting of the proxy in any agenda is not regulated as specified in the Form of Proxy, it shall be deemed that the voting is not right and not subject to take the number of votes.
- (6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act(s) undertaken by the proxy at such meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed as my/our own act(s) in all respects.

Signed \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

**Note**

- 1. The Form of Proxy C is used for shareholder who registered as a foreign investor and assigned the custodian in Thailand to keep and take care of the shares on behalf only.
- 2. Required documents attached to the Form of Proxy:-
  - (1) The Power of Attorney which the shareholder authorized Custodian to perform on behalf.
  - (2) The letter to confirm that the signer in the Form of Proxy has been registered as the Custodian Business.
- 3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- 4. At the agenda appointing directors, the whole Board of Directors or certain director can be appointed.
- 5. In case there are additional agendas to be considered other than those specified above, the proxy can specify in the Annex to the Form of Proxy C. as attached.

**ANNEX TO PROXY C**

Grant of proxy as a shareholder of *XSpring Capital Public Company Limited*

As my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for the Year 2024 which will be held on 26<sup>th</sup> April 2024 at 2.00 p.m. by Electronic Meeting (E-Meeting) that will be broadcast from the Company located at 59 Siri Campus, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110* or at any adjournment thereof to any other date, time and venue.

.....

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve \_\_\_\_\_ votes
  - Disapprove \_\_\_\_\_ votes
  - Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve \_\_\_\_\_ votes
  - Disapprove \_\_\_\_\_ votes
  - Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve \_\_\_\_\_ votes
  - Disapprove \_\_\_\_\_ votes
  - Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve \_\_\_\_\_ votes
  - Disapprove \_\_\_\_\_ votes
  - Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve \_\_\_\_\_ votes
  - Disapprove \_\_\_\_\_ votes
  - Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_

- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve \_\_\_\_\_ votes
  - Disapprove \_\_\_\_\_ votes
  - Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_ Appointment of Director (continued) \_\_\_\_\_

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

**Information regarding documents or evidence for attending the meeting**

**1. Natural Person**

**1.1 Thai Nationality**

**In case the shareholders wish to attend the meeting in person via electronic meeting**

- 1) Certified true copy of identification card of the shareholder (personal identification card or identification card of government office or identification card of state enterprise officer)

**In case of proxy**

- 1) Certified true copy of identification card of the grantor; and
- 2) Certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 3) Proxy form with grantor and proxy's signatures

**1.2 Non-Thai Nationality**

**In case the shareholders wish to attend the meeting in person via electronic meeting**

- 1) Certified true copy of passport of the shareholder

**In case of proxy**

- 1) Certified true copy of passport of the grantor; and
- 2) Certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 3) Proxy form with grantor and proxy's signatures

**2. Juristic Person**

**2.1 Juristic Person Registered in Thailand**

- 1) Certified true copy of corporate affidavit, issued within 30 days by Ministry of Commerce signed by authorized person with company seal; and
- 2) Certified true copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form; and
- 3) Certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 4) Proxy form with signature of authorized person as appeared in the corporate affidavit and company seal

**2.2 Juristic Person Registered outside Thailand**

- 1) Certified true copy of corporate affidavit; and
- 2) Certified true copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form; and
- 3) Certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 4) Proxy form with signature of authorized person as appeared in the corporate affidavit and company seal

In case of any documents or evidence or executed outside Thailand, such documents of evidence should be notarized by a notary public.

Articles of Association of the Company with regard to the Shareholders Meeting

CHAPTER IV

Shareholders' Meetings

33. 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. Such meeting may be held by electronic means in accordance with the relevant laws and regulations. The head office of the company shall be deemed to be the venue of such meetings.
34. The general shareholders' meeting shall be held at least once a year. This meeting shall be called "General or Ordinary Meeting". The General Meeting shall be held within four (4) months from the end of accounting period of the Company. Any other shareholders' meeting shall be called an "Extraordinary General Meeting".

The Board of Directors may call an Extraordinary General Meeting at any time as deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the agendas and reasons for calling such meetings shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph three. Such Shareholders may send the notice to the other shareholders by electronic means, upon request or consent made by such recipients to the Company or the board of directors, in accordance with the regulations of the Registrar. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by Article 36, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

35. In calling for 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 that such matter is for acknowledgment, for approval, or for consideration, and send the notice with the Board of Directors' opinion on such matters to the shareholders and the Registrar not less than seven (7) days prior to the meeting date.

Such notice must also be published in a newspaper or by electronic means in accordance with the regulations of the Registrar, for three (3) consecutive days with at least three (3) days prior to the meeting date.

36. In a shareholders' meeting, there must be at least twenty-five (25) shareholders or one-half of the total shareholders and holding not less than one-third (1/3) of the total shares issued present in persons or by proxies (if any) 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 called upon the requisition of the shareholders, shall be dissolved. If such meeting is called other than by the shareholders' requisition, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date. At such meeting, no quorum shall be necessary.

37. In any shareholders' meeting, a 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 writing and signed by the appointing shareholder or created by electronic means, provided such method is secured, credible that such instrument is created by such shareholder, and in accordance with the regulations prescribed by the Registrar and form prescribed by the Public Companies Registrar and shall at least contain the following particulars:

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

Such instrument or information created by electronic means (in case of proxy by electronic means) appointing the proxy shall be submitted to the Chairman or the person authorized by the Chairman prior to the proxy attending the meeting.

38. In the event the meeting has not completed its consideration of the agenda prescribed in the notice of the meeting or for matters raised by the shareholders holding not less than one-third (1/3) of the total shares issued and it is necessary that the consideration be adjourned, the meeting shall fix the place, date, time, and agenda for the next meeting and give notice to shareholders of not less than seven (7) days prior to the meeting date. The said notice shall also be published in a newspaper or by electronic means in accordance with the regulations of the Registrar, at least three (3) consecutive days prior to the meeting date.

39. The Chairman of the Board of Directors shall be the Chairman for the shareholders' meeting. In the event the Chairman of the Board of Directors is not present or is unable to discharge his duties, the Vice-Chairman of the Board of Directors, if any, shall serve as the Chairman. If there is no Vice-Chairman of the Board of Directors or such Vice-Chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the Chairman for the meeting.

40. In every shareholders' meeting, all shareholders shall have one (1) vote for each share they hold.

A shareholder who has a special interest in any resolution may not vote on such resolution, except for the election of Directors.


A resolution or approval of any shareholders' meeting shall be passed by a majority of votes of all shareholders attending the meeting and having the right to vote, except for the following cases where a resolution of not less than three-fourths (3/4) of votes of the shareholders attending the meeting and having the right to vote are required:

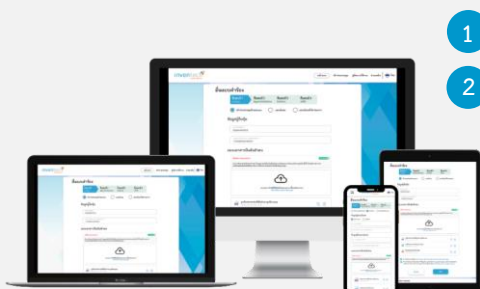
- a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
- b) the purchase or acceptance of any transfer of the business of other public or private companies; and
- c) the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, the assignment to any person for the management of the Company's business, or the merger with any other person for the purpose of profit and loss sharing.

## Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://pro.inventech.co.th/XPG115466R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 19 April 2024 at 8:30 a.m. and shall be closed on 26 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 26 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who wish to authorize one of the Company's Independent Directors to attend and vote on his or her behalf, shareholders can submit a request form via Electronic Means according to the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 19 April 2024 at 5.00 p.m.

XSpring Capital Public Company Limited

Company Secretary Office

No. 59 Siri Campus, Building D, 2<sup>nd</sup> Floor, Soi Rim Khlong Phra Khanong, Phra Khanong Nues Sub-district, Vadhana District, Bangkok 10110

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



02-931-9136



@inventechconnect



The system available during 19 – 26 April 2024 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



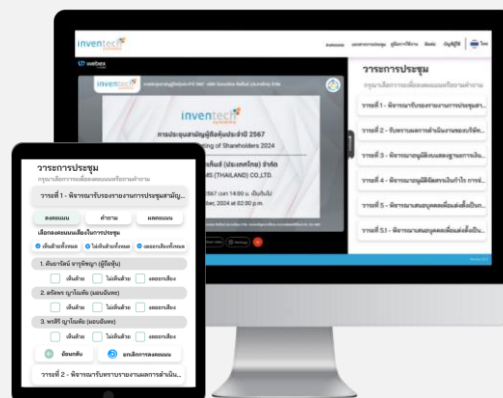
Report a problem

@inventechconnect



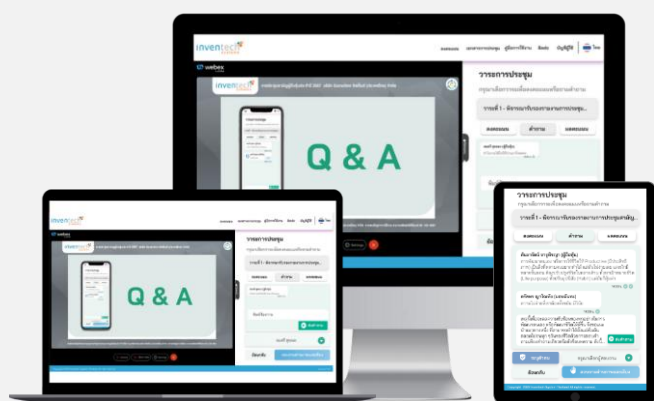
## Step voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, subsequently, the system will register and count as a quorum.
- 3 Click on “Join Attendance”, then click on “Join Meeting” button
- 4 Select agenda
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote” (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can change their votes until the system closes for voting on such agenda.

## Step to ask questions via Inventech Connect



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

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

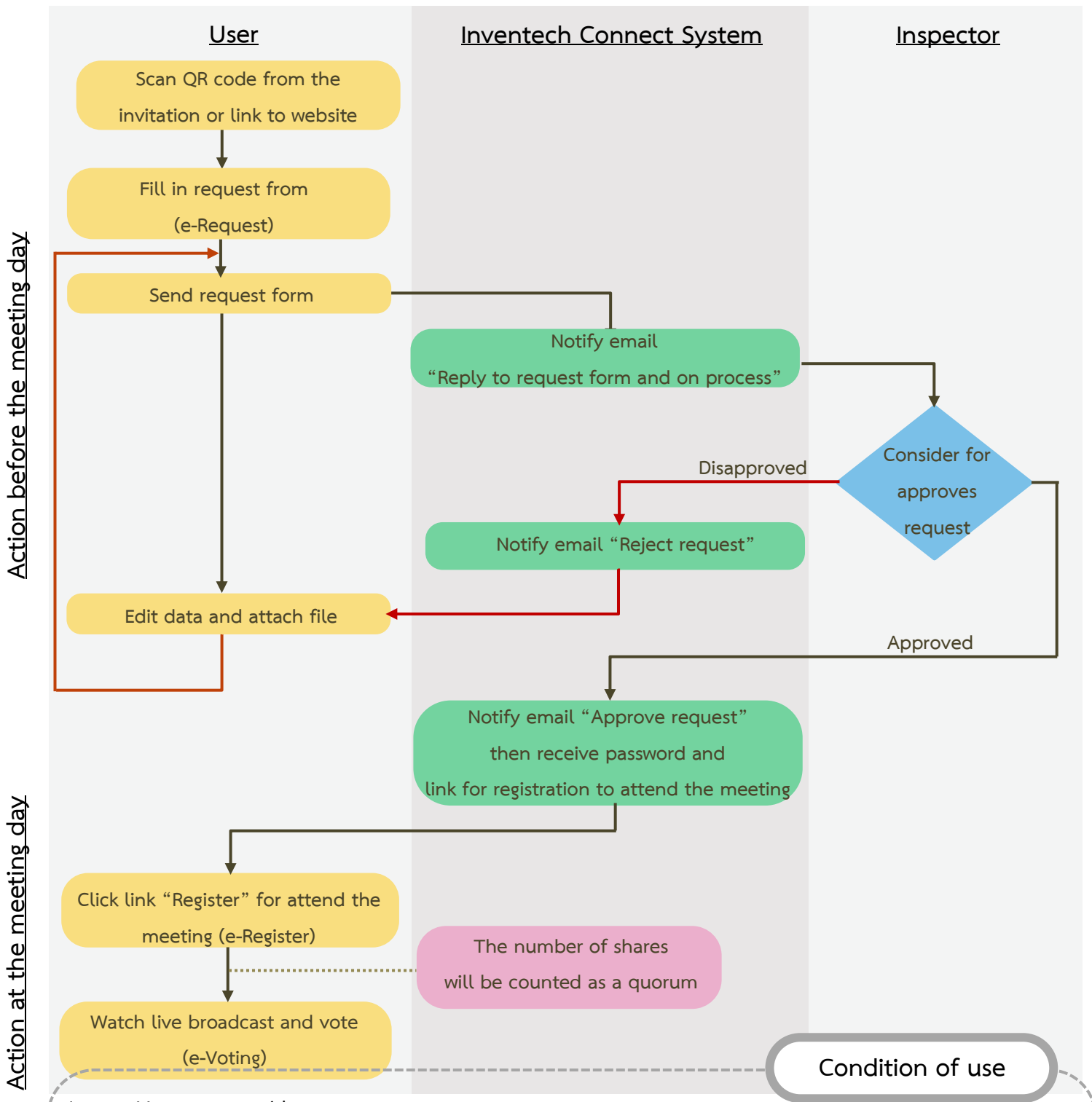


Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems depends on the supported internet system, including equipment and/or program, of the shareholder or proxy. Please use equipment and/or program as the follows to use systems.

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

Steps for joining a meeting via electronic means (e-Meeting)



**In case Merge account/change account**

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

**In case Exit the meeting**

Attendees can click on "Register for exit the quorum", number of your shares will be removed from the meeting for every agenda that has not yet been processed.

**Condition of use**

**The request form to receive 56-1 One Report 2023 in paper format.**

To Shareholders  
XSpring Capital Public Company Limited

Please be informed that if any shareholders would like to receive 56-1 One Report 2023 in paper format, please fill your information in the following form clearly and send your request by E-mail to [ir@xspringcapital.com](mailto:ir@xspringcapital.com). The Company will send 56-1 One Report 2023 in paper format afterward.

Name .....

Address .....  
.....  
.....

Tel. ....