



Ref. CMC Sor lor. 005/2023

27 March 2023

Subject	Notice of 2023 Annual General Meeting of Shareholders
Attention	Shareholders
Attachments	<ol style="list-style-type: none">1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders2. Annual Report for the year 2022 which included Financial Report 2022 (Form 56-1 One Report) (QR Code)3. Profiles of nominated Candidates for the Election of Replacement of those to be retired by Rotation4. Profiles of proposed Auditors for the year 20235. Definition of the Company's Independent Director6. Profiles of Independent Directors proposed by the Company to act as Proxy for Shareholders7. Company's Articles of Association relating to General Meeting of Shareholders8. Documents Required to Attend the Meeting Appointment of Proxy, Submission of Meeting Attendance Request DAP e-Shareholder Meeting and Voting Counting and Announcement of the Vote for Meeting via Electronic Media (E-Meeting)9. Procedures for Using Electronic Meeting Systems (E-Meeting)10. QR Code Downloading Procedures for supporting documents for the 2023 Annual General Meeting of Shareholders11. Proxy Form A and Form B as specified by Department of Business Development Ministry of Commerce12. Form the submission of questions in advance of the 2023 Annual General Meeting of Shareholders

NOTICE IS HEREBY GIVEN that, by virtue of resolution of the Board of Directors of Chaopraya Mahanakorn Public Company Limited ("the Company CMC") held on Thursday, February 23, 2023 the 2023 Annual General Meeting of Shareholders will be held on Wednesday, April 26, 2023 at 10.00 hours via electronic media (E-Meeting) only in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and relevant regulations. to consider matters according to agenda together with the Board of Directors' opinions as follows:

Agenda 1 : To consider and adopt the Minutes of 2022 Annual General Meeting of Shareholders held on April 26,2022

Objectives and Reason: The report of 2022 Annual General Meeting of Shareholders held on April 26,2022 has been submitted timely to SET and MOC and already propagated to company website which is provided herewith in Attachment No. 1



Board of Directors' opinion : The Minutes of the 2022 Annual General Meeting of Shareholders held on April 26, 2022 has been recorded correctly so it should be proposed in The Meeting of Shareholders to adopt the mentioned minutes of meeting.

Vote required : This agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

Agenda 2 : To acknowledge the Company's Annual Performance for the year 2022

Objectives and Reason : The Summary of the Company's performance and major changes during the year 2022 is shown in the Annual Report for the year 2022, which is provided here with in Attachment No. 2

Board of Directors' opinion : The Board requests the Meeting to acknowledge the Company's Annual Report for the year 2022 stating the Company's performance and major changes during the year 2022.

Vote required : The agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 : To consider and approve the Financial Statement for the year ended December 31, 2022

Objectives and Reason : According to the Public Limited Companies Act of B.E. 2535 (1992) and Articles of Association of the Company clause 39, they have specified that the company has to finalize the audited statement of financial position and income statement at each year end of accounting cycle which have already been audited by and Certified Public Accountant and adopted by Audit committee and then submitted for approval by shareholders' meeting.

Board of Directors' opinion : The meeting resolved to 2023 Annual General Meeting of Shareholders consider and approved the financial statement for the year ended December 31, 2022 as duly audited and certified by the auditor for from PricewaterhouseCoopers ABAS Ltd. And reviewed by the Audit Committee. Details are as shown in the Company's Financial Report 2022 submitted to the shareholders together with the in Attachment No. 2.

Vote required : This agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

Agenda 4 : To consider and approve allocation of net profit and dividend payment for the Company's performance of year 2022

Objectives and Reason : According to the Public Limited Companies Act of B.E. 2535 (1992) and Articles of Association of the Company clause 36, they have specified that the Board shall arrange for shareholders' meeting at least once a year for net profit allocation and dividend payment consideration. And according to Section 116 of the Public Limited Companies Act. B.E. 2535 (1992) the company has allocate not less than 5 percent of net profit as reserved funds unless the reserved fund reaches the amount not less than 10 percent of the registered capital.



The Company normally has a policy to pay dividends at the payout ratio of not less than 40 percent of the Company-only net profit after corporate tax, legal reserves, and all other reserves, as required by law and the Company. by paying That dividend has no effect on the Company's normal operations. significantly the dividend payment must be approved by the shareholders' meeting. Unless it is an interim dividend payment which the Board of Directors Interim dividends may be approved from time to time. when he saw that the company was profitable enough to do so the interim dividend payment shall be reported to the next shareholders' meeting for acknowledgment. However, such dividend payment is subject to change. It depends on the performance and financial position of the company. business expansion plans Any other necessity and suitability in the future and other factors related to the management of the company. According to the Board of Directors and/or shareholders of the Company.

Board of Directors' opinion : The meeting resolved to 2023 Annual General Meeting of Shareholders consider and approved the allocation of profits and dividend payment for the Company's performance 2023 retained earnings after deduction of corporate income tax, which will be paid in the form of stock dividend and cash. The dividend payment is in accordance with the dividend payment policy, details as follows:

1. No further allocation for legal reserve foud was to be made as the Company had already.

2. Stock dividend will be paid in amount of not exceeding 39,157,683 newly issued ordinary shares at the ration of 27 existing ordinary shares to 1 newly issued ordinary share. The par value of the newly issued ordinary share is 1 Baht per share, totaling 39,157,683 Baht or 0.03807 Baht per share. In case that any shareholders hold the indivisible share remaining after such allocation, cash will be paid instead of the stock dividend at the rate of 0.04 Baht per share.

3. Cash dividend will be paid at the rate of 0.00423 Baht per share totaling 4,350,854 Baht. For with holding income tax at the rate of 10%

Dividend Comparison

Detail of dividend payment	Year 2022	Year 2021	Year 2020
1. Net Profit (Baht) ** Separate financial statement	94,471,602.00.00 Baht	69,489,544.00 Baht	22,283,854.00 Baht
2. Shares	1,028,570,595 shares	1,028,570,595 shares	1,000,000,000 shares
3. Total dividend per share (Baht : Share)	0.0423	0.04	0.0324
3.1 interim dividend (Baht : Share)	-	-	-
3.2 Dividend (Baht : Share)			
3.2.1 Cash	4,350,854.00 Baht	41,142,823.80 Baht	3,240,000.00 Baht
3.3.2 Stock Dividend	39,157,683 shares		29,160,000 shares
4. Total paid dividend (Baht)	43,508,537.00 Baht	41,142,823.80 Baht	32,400,000.00 Baht
5. Dividend Payout Ratio Percentage.(percent)	46.06	59.21	145.40



The Record Date for identifying entitled shareholders to attend 2023 Annual General Meeting of Shareholders and receive dividend payment will be on Monday, March 13, 2023. Dividend payment date will be made on Thursday, May 25, 2023 however the right to receive annual dividend is undecided until approval by the Shareholders' meeting.

Vote required : This Agenda item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

Agenda 5: To consider and approve decrease of registered capital of the Company for the portion unable to be allocated for stock dividend payment according to resolution of 2021 Annual General Meeting of Shareholders

Objectives and Reason : Referred to the resolution of 2021 Annual General Meeting of Shareholders that approved stock dividend payment at the ratio of 35 existing shares to 1 stock dividend. Nonetheless, there were 589,405 shares remaining from said dividend allocation, causing the Company's paid-up capital to be lower than the registered capital by 589,405 baht or 589,405 shares (per value per share of 1 baht). In accordance with Section 140 of the Public Limited Companies Act of B. E. 2535 (1992) had to make its registered capital equal to the paid-up capital by decreasing its registered capital in the amount of 589,405 shares, per value of 1 baht each, to enable subsequent capital increase for common share dividend payment.

Board of Directors' opinion : The meeting resolved to 2023 Annual General Meeting of Shareholders consider and approved decrease of registered capital of the Company for the portion unable to be allocated for stock dividend payment according to resolution of 2021 Annual General Meeting of Shareholders which the aforementioned items are appropriate without affecting the company and not affecting the rights of shareholders such capital reduction so that the registered capital is equal to the paid-up capital before the capital increase to support the stock dividend payment details as follows

Description	Registered Capital (shares)	Registered Capital (baht)	Par Value (baht/share)
Current registered capital	1,029,160,000 shares	1,029,160,000 baht	1 baht
Registered capital decrease for portion unable to be allocated for stock dividend payment	589,405 shares	589,405 baht	1 baht
New registered capital	1,028,570,595 shares	1,028,570,595 baht	-

Vote required: This Agenda must be approved by vote of not less than three-fourths of the total votes of the shareholders attending the meeting and casting votes.



Agenda 6: To consider and approve amendments to Clause 4. of the Company's Memorandum of Association to be in accordance with the decrease of registered.

Objectives and Reason : The meeting that the Board of Directors meeting had approved the Company's registered capital decrease in the amount of 589,405 shares, per value of 1 baht each, which were the shares unable to be allocated for stock dividend payment by resolution of 2021 Annual General Meeting of Shareholders at the ration of 35 existing shares to 1 dividend share. The Company had to make its registered capital equal to the paid-up capital before increasing the registered capital to support stock dividend payment.

Board of Directors' opinion : The meeting resolved to 2023 Annual General Meeting of Shareholders consider and approved amendments to Clause 4. of the Company's Memorandum of Association to be in accordance with the decrease of registered details as follows:

Registered Capital	Registered Capital (baht)	Registered Capital (share)	Per Value (baht/share)
Current	1,029,160,000 baht	1,029,160,000 shares	1 baht
Amended to	1,028,570,595 baht	1,028,570,595 shares	1 baht

The meeting was then requested to consider and approved the amendments to Clause 4. Of the Company's Memorandum of Association in order to be in accordance with the registered capital decrease, details as follows:

Clause 4.		Current	Decreased To
	Registered capital	1,029,160,000 baht (One thousand twenty-nine million one hundred sixty thousand baht)	1,028,570,595 baht (One thousand twenty-eight million five hundred seventy thousand five hundred and ninety-five baht)
	Divided into	1,029,160,000 shares (One thousand twenty-nine million one hundred sixty thousand shares)	1,028,570,595 shares (One thousand twenty-eight million five hundred seventy thousand five hundred and ninety-five shares)
	Per value per share	1 baht (One baht)	1 baht (One baht)
	dividend into -Common share	1,029,160,000 shares (One thousand twenty-nine million one hundred sixty thousand shares)	1,028,570,595 shares (One thousand twenty-eight million five hundred seventy thousand five hundred and ninety-five shares)
	-Preferred share	- shares	- shares



Vote required : This Agenda must be approved by vote of not less than three-fourths of the total votes of the shareholders attending the meeting and casting votes.

Agenda 7: To consider and approve increase of registered capital of the Company for stock dividend payment.

Objectives and Reason : The meeting that the Board of Directors meeting had approved the dividend payment for 2022 operating performance, both by cash and by dividend shares. To support the said stock dividend payment, the Company had to increase its registered capital by issuing 39,157,683 common shares, per value of 1 baht each. After registering the decrease of 589,405 shares or 589,405 baht prior to this capital increase, the company would have a registered capital of 1,028,570,595 shares or 1,028,570,595 baht, which equated to its paid-up capital. Therefore, the registered capital after the capital increase for stock dividend payment shall be 1,067,728,278 baht or 1,067,728,278 shares with a per value of 1 baht each.

Board of Directors' opinion : The meeting resolved to 2023 Annual General Meeting of Shareholders consider and approved increase of registered capital of the Company for stock dividend payment. which the aforementioned items are appropriate without affecting the company and not affecting the rights of shareholders The capital increase to pay for such stock dividends. Resulting in an increasing number of circulating stocks It will make the stock liquid and fundraising in the future details as follows:

Registered Capital	Registered Capital (Share)	Registered Capital (baht)	Par Value (baht/Share)
Current paid – up and egistered capital	1,028,570,595 Share	1,028,570,595 baht	1 baht
Increase of rgistered capital for stock dividend payment by issuing common shares	39,157,683 Share	39,157,683 baht	1 baht
New egistered capital	1,067,728,278 Share	1,067,728,278 baht	-

Vote required : This Agenda must be approved by vote of not less than three-fourths of the total votes of the shareholders attending the meeting and casting votes.

Agenda 8: To consider and approve amendments to Clause 4. of the Company's Memorandum of Association to be in accordance with the increase of registered.

Objectives and Reason : The meeting that the Board of Directors meeting had approved the Company's registered capital increase of 39,157,683 shares for stock dividend payment. Therefore, Clause 4. Of the Company's Memorandum of Association had to be amended in accordance with said registered capital increase.



Board of Directors' opinion : The meeting resolved to 2023 Annual General Meeting of Shareholders consider and approved amendments to Clause 4. of the Company's Memorandum of Association to be in accordance with the increase of registered details as follows:

Registered Capital	Registered Capital (Baht)	Registered Capital (share)	Par Value (Baht /share)
Current	1,028,570,595 Baht	1,028,570,595 share	1 baht
Amended to	1,067,728,278 Baht	1,067,728,278 share	1 baht

The meeting was then requested to consider and approved the amendments to Clause 4 Of the Company's Memorandum of Association in order to be in accordance with the registered capital increase for stock dividend payment, details as follows:-

Clause 4.		Current	Increased To
	Registered capital	1,028,570,595 baht (One thousand twenty-eight million five hundred seventy thousand five hundred and ninety-five baht)	1,067,728,278 baht (One thousand sixty-seven million seven hundred twenty-eight thousand two hundred and seventy-eight baht)
	Divided into	1,028,570,595 shares (One thousand twenty-eight million five hundred seventy thousand five hundred and ninety-five shares)	1,067,728,278 shares (One thousand sixty-seven million seven hundred twenty-eight thousand two hundred and seventy-eight shares)
	Per value per share	1 baht (One baht)	1 baht (One baht)
	dividend into -Common share	1,028,570,595 shares (One thousand twenty-eight million five hundred seventy thousand five hundred and ninety-five shares)	1,067,728,278 shares (One thousand sixty-seven million seven hundred twenty-eight thousand two hundred and seventy-eight shares)
	-Preferred share	- shares	- shares

Vote required: This Agenda must be approved by vote of not less than three-fourths of the total votes of the shareholders attending the meeting and casting votes.



Agenda 9: To consider and elect the Directors in Replacement of those to be retired by Rotation.

Objectives and Reason : According to Section 71 of the Public Limited Companies Act of B. E. 2535 (1992) and Articles of Association of the Company clause 17, requires that in every annual general meeting, directors shall retire at least one-third (1/3) of all the directors or the nearest portion shall be applied in case the number of the directors cannot be divided to be one-third (1/3) exactly. For the first two years, the retired ones are selected at random. And after that, the director with the longest tenure shall be considered to be retired. Anyhow, the retired directors may be re-elected to continue their offices for another term.

The 2023 Annual General Meeting of Shareholders. Three directors to be retired by rotation in this meeting are as follows:

- | | |
|---|--|
| 1) Prof. Emeritus Achara Chandrachai, Ph.D. | Independent Director/ Chairman of the Audit Committee |
| 2) Mr. Satit Urai-Verotchanakorn, D.B.A. | Independent Director/ Member of the Audit Committee |
| 3) Mr. Wichian Padhayanun | Executive Director / Authorized Director /
Chairman of the Executive committee/ Chief Executive Officer |

From January 24 to February 23, 2023, the Company provided an opportunity to its shareholders to propose agenda for the meeting and list of qualified candidates for the directorship, there was not any proposal from shareholders.

The Nomination and Remuneration Committee having considered the Board expertise matrix including directors' skill, competency, industry experience and diversity together with their performance as the directors and members of the sub-committees, proposed to the Board of Directors that 3 directors who retire by rotation, namely, Prof. Emeritus Achara Chandrachai, Ph.D. Mr. Satit Urai-Verotchanakorn, D.B.A. and Mr. Wichian Padhayanun be nominated for the re-election as the Company's directors.

Board of Directors' opinion : The Board of directors (excluding related directors and/or those who are nominated at this meeting) considered and scrutinized the 3 elected Directors proposed by the The Nomination and Remuneration Committee about their capability, experience, prudence, and qualification then agreed to propose the Meeting of Shareholders to approve them, named below, to perform or the continue with their hold positions. And also, each of them has qualifications as a director/independent director as required by laws & the rules of the relevant regulatory authority, Articles of Association Charter of the Board of Directors and qualifications of independent directors as specified by the Company. Therefore, the shareholders' meeting should consider re-elected as directors of the Company for another term of 3 directors, namely



- | | |
|---|---|
| 1) Prof. Emeritus Achara Chandrachai, Ph.D. | Independent Director/ Chairman of the Audit Committee |
| 2) Mr. Satit Urai-Verotchanakorn, D.B.A. | Independent Director/ Member of the Audit Committee |
| 3) Mr. Wichian Padhayanun | Executive Director / Authorized Director /Chairman of the
Executive committee/ Chief Executive Officer |

Profiles, experiences, period of directorship duration and the attendances at the Board's and sub-committees' meetings of the 3 nominated directors are set out in Attachment No. 3.

Persons who are nominated as directors do not hold a directorship in a company that has conflicts or is in business competition with the Company. Prof. Emeritus Achara Chandrachai, Ph.D. and Mr. Satit Urai-Verotchanakorn, D.B.A. who are nominated for the re-election as an independent director for another term is qualified as per definition of the Company's Independent Director and in line with the eligibility criteria of the Capital Market Supervisory Board (the definition of the Company's independent Director which is provided herewith in Attachment No. 5)

Besides, in nominating Mr. Satit Urai-Verotchanakorn, D.B.A. has been in position 13 years 3 months. Who has been in the position for more than 9 years as an independent director for another term, the Board of Directors and the Nomination and Remuneration Committee consider that during the term of office he could express his opinions independently and in accordance with the relevant rules.

Note: Clause 16 of the Articles of Association of the Company stipulates voting procedures as follow:

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) The Shareholders shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
- (3) 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 until the Director positions are filled. Where the votes cast for candidates in descending order are tired, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

Vote required : 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 until the Director positions are filled.

Agenda 10 : To consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2023

Objectives and Reason : According to Clause 22 of the Company's Articles of Association, Directors' remuneration in terms of reward, bonus and other type remuneration payment shall be in accordance with the resolution of shareholders' Meeting which consists of votes not less than two-thirds (2/3) of the votes of the shareholders who attend the



meeting and the directors' remuneration may be determined in a fixed amount or set as specific criteria. and will be fixed from time to time or effective forever until the shareholders' meeting resolves to change otherwise. In addition, the Company's directors are entitled to allowances and other welfare according to the Company's regulations. The Directors' remuneration and bonus shall be approved by Annual General Meeting of Shareholders held on April 26, 2022 has approved the Company's Directors remuneration and Sub-committee members both of which were effective from the date of approval until the Meeting resolves otherwise.

Board of Directors' opinion : The Board agrees that the remuneration of Company's Directors and Sub-committee member shall be subject to approval of the General Meeting of Shareholders year by year even though there is no adjustment on the remuneration rate. The Board of Directors with recommendation of Nomination and Remuneration Committee deems it appropriate to propose the Meeting to approve the retention of the remuneration of the Company's Directors and Sub-committee members for the year 2023, The Nomination and Remuneration Committee has scrutinized various factors including the economic situation, the growth of the Company's revenue and net profit comparing with those of the companies of the same size as well as the director accountability and responsibility The Company does not pay remuneration and other types of remuneration to directors other than those specified as in 2022.

Meeting allowance (Baht/person/time)				
Directors	2023 (Proposed)		2022	
	Chairman	Member	Chairman	Member
Board of Directors	35,000	20,000	35,000	20,000
Audit Committee	30,000	20,000	30,000	20,000
Nomination and Remuneration Committee	22,000	17,000	22,000	17,000
Risk Management Committee	22,000	17,000	22,000	17,000
Total amount of reward for directors (Baht/Year)				
Total amount of reward not exceed (Chairman)	300,000		300,000	
Total amount of reward not exceed (Member)	200,000		200,000	
Other Types of Remuneration (Excluding welfare given to employees) (Baht/Year)				
Health Insurance per person	18,000		18,000	
Total amount of remuneration for directors (Baht/Year)				
Total amount of remuneration not exceed	5,000,000		5,000,000	

Note : In case that directors of the Board or Sub-committee are also the company and affiliated company's executive officer those directors shall not obtain the meeting remuneration as aforementioned.



Vote required : This Agenda must be approved by vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting and casting votes.

Agenda 11: To consider and appoint the Auditors and fix the Audit Fees for the year 2023.

Objectives and Reason : According to Section 120 of the Public Limited Companies Act of B.E 2535 (1992) and Clause 36 of the Company's Articles of Association,(5) the appointment auditor and to fix the auditors' Fees shall be considered in the Annual General Meeting of Shareholders. In 2023, the Audit Committee resolved to select PricewaterhouseCoopers ABAS Ltd. (PWC) to be the audit firm for the Company as PWC not only has performed the duties expertly but also has good reputation and performance standard, experiences and expertise in auditing, effective audit procedures and tools as well as good business understanding. When compared to the scope of services offered, workload and the audit fee rate of other listed companies in the same level of business, PWC apparently offered appropriate audit fees and the utmost benefits to the Company.

Board of Directors' opinion : The Board agrees with the Audit Committee to select PricewaterhouseCoopers ABAS Ltd. (PWC) to be the audit firm of the Company and recommends the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and audit fees as follows:

1. The appointment of the auditors for Chaopraya Mahanakorn Public Company Limited for the year 2023.

List of Auditors to be Appointed	CPA License No.	Years of Service
1. Ms. Sanicha Akarakittilap	8470	2 Years (2021-2022)
or		
2. Ms. Nopanuch Apichatsatien	5266	3 Years (2018-2020)
or		
3. Mr. Boonlert Kamolchanokkul	5339	-

The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission (SEC). The period of the time with the three aforementioned auditors perform their duties in accordance with the auditor rotation guideline of SEC.

The proposed audit firm and auditors have no relationship or conflict of interest with the Company/subsidiaries /managerial staff/major shareholders, or persons related to the said parties. Profiles of the proposed auditors are provided in Attachment No 4.

2. To approve the annual audit fees for Chaopraya Mahanakorn Public Company Limited for the year 2023 totaling 1,953,000 Baht per Year



Comparative data on audit fees in the past year of the Company

PricewaterhouseCoopers ABAS Ltd. (PWC)	2023 (Proposed)	2022
Annal audit fees	1,953,000 Baht	1,953,000 Baht
Non - Audit Fees	None	None

The Company has a total of 9 subsidiaries, Phraya Panich Property Co., Ltd., Siam Nakorn Co., Ltd., Thai Siam Nakorn Co., Ltd., C2H Co., Ltd., C2H1 Co., Ltd., Teledoc Co., Ltd. Sea Meditech Co., Ltd., Cannabitec Co., Ltd. and Samyan Downtown Co., Ltd. using the same audit firm.

Vote required : This agend item shall be adopted by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

Agenda 12: To consider other matters (if any)

The Board of Directors has scheduled Monday, March 13, 2021 as Record Date, the date to determine shareholders list eligibility to attend the Annual General Shareholders' Meeting for the year 2023

All shareholders are cordially invited to attend 2023 Annual General Meeting of Shareholders via electronic media (E-Meeting) only on Wednesday, April 26, 2023 at 10:00 hours. The meeting attendance request form and other required documents can be submitted via DAP e-Shareholder Meeting in advance beginning from Monday, April 10, 2023 at 09:00 hours until Tuesday, April 25, 2023 at 16.00 hours. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive, and approval notification email containing information about username and password and a link to register and attend the meeting on the meeting day (April 26, 2023) beginning from 09:00 hours until the meeting is adjourned.

For shareholders who wish to appoint a proxy to attend and vote on their behalf in meeting, please kindly complete and duly sign either Proxy Form A or Form B provided herewith as Attachment No 11. or download them at www.cmc.co.th and execute only one of the aforementioned forms. Then, submit the meeting attendance request form and other required documents via DAP e-Shareholder Meeting and submit the completed Proxy Form with the required documents to the Company in advance so that the Company receives them by Tuesday, April 25, 2023.

Shareholders or proxies can find the details about document required to attend the meeting, appointment of proxy, submission of meeting attendance, and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting) and details about procedures for submitting meeting attendance request and using electronic meeting systems (E-Meeting) in Attachment No.8 and 9 In addition, the shareholders can appoint the Company's independent directors to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item (please use Proxy Form B. The names of the independent directors not due to retire by rotation at the 2023 Annual General Meeting of Shareholders are as follows:



- | | |
|--------------------------------|---|
| 1. Mr. Somyos Choamchirungkorn | Independent Director/ Audit Committee member/
Nomination and Remuneration Committee member |
| 2. Mrs. Ratana Anupasanant | Independent Director/ Chairman of Nomination and
Remuneration Committee |

Profiles of Independent Directors are provided herewith as Attachment No. 6

The Company has provided the opportunity to shareholders, from January 23, 2023 – February 24, 2023, to propose agenda issues as well as knowledgeable, qualified, and suitable candidates to be considered and elected as the Company's directors at the Annual General Meeting of Shareholders 2023. Nonetheless, no shareholders proposed any agenda issues or candidates.

We therefore invite all shareholders of Chaopraya Mahanakorn Public Company Limited attend the meeting on the date, time mentioned above.

Yours faithfully,

By the according to the resolution of the Board of Directors



วิเชียร ปัดหยานุน (นาย)



.....
(Mr. Wichian Padhayanun ,Ms. Anongluck Pattayanunt)

Authorized Director