

SC ASSET

Notice of the 2024 Annual General Meeting of Shareholders

Via Electronic Device
(No Meeting Room)

SC Asset Corporation Public Company Limited

Wednesday, April 24, 2024

At 14.00 hours

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Notice of the 2024 Annual General Meeting of Shareholders (via electronic devices)

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- The Company asks for cooperation from shareholders and/or proxies. Please study how to register for the e-Meeting and prepare identity verification documents, as well as studying voting methods and meeting procedures or consider appointing a proxy to the Company's independent directors to attend the meeting and vote on behalf of you.
- For more details about registration procedures and how to attend the meeting or encounter problems using the e-Meeting system please contact; Company Secretary Department: Tel. 0-2949-2414 or 0-2949-2692 at 08.30 - 17.30 from March 29, 2024 onwards until the meeting is completed (*except public holidays*).
- 2024 Annual General Meeting of Shareholder (via electronic device) will be held by DAP e-Shareholder Meeting system. In this regard, the Company shall collect, use, and disclose the shareholders' personal data pursuant to applicable law and for the best interest of shareholder and shareholder shall be protected according to the Data Protection Policy. Please see further details at www.scasset.com under Section "About Us" / Topic "Corporate Governance"

No. SC-L 052/2567

22 March 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders (via electronic devices)

To: All Shareholders
SC Asset Corporation Public Company Limited

Attachments:

1. The 2023 Annual Report (56-1 One Report), showing Financial Statement for the year 2023 ended December 31, 2023
2. The 2024 Preliminary information of the Auditors
3. Preliminary information of Directors who are retiring by rotation and will be proposed to be re-elected as directors of the Company for another term
4. Definition of Independent Director
5. Profiles of the Independent Directors to act as Proxy for Shareholders
6. Details of the program regarding the issuance and offering of the Warrants to purchase the ordinary shares to employees of the Company and the Company's subsidiaries (Employee Stock Option Program – ESOP for the year 2024)
7. Share Allotment Report Form
8. The Company's Articles of Association in relation to the General Meeting of Shareholders
9. Proxy Form A, Form B and Form C
10. Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device), submission of document and procedure of registration, method of granting proxy, procedures for attending the meeting via electronic device, voting vote counting and questioning during the meeting including registration form.
11. Procedures for Attending the 2024 Annual General Meeting of Shareholders
12. DAP e-Shareholder Meeting User Manual

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors of SC Asset Corporation Public Company Limited (“**the Company**”), the 2024 Annual General Meeting of Shareholders will be held **via an electronic device only** (no meeting room available) on Wednesday, April 24, 2024 at 14.00 hours, according to the Emergency Decree on Electronic Meeting B.E. 2563, to consider the 8 following items on the agenda :

Agenda 1 Matters to be informed

Objective and Rationale

This provides an opportunity to the Chairman to independently communicate with the shareholders on issues of major importance which the shareholders should be informed.

Opinion of the Board of Directors

To be acknowledged

This agenda is for acknowledgement, and thus there is no casting of vote.

Agenda 2 To consider and certify the Board of Directors' report on the operating performance of the Company for the year 2023

Objective and Rationale

Pursuant to Section 113 of the Public Limited Companies Act B.E.2535, the Board of Directors shall deliver the Annual Report of the Board of Directors to the shareholders along with written notices calling for an annual general meeting. At present, the Annual Report of the Board of Directors for the year 2023 which contains correct and complete details as prescribed by the Public Limited Companies Act B.E. 2535 and the regulations of the Securities and Exchange Commission has been already prepared by the Company; as a consequence, the Company desires to present the Annual Report of the Board of Directors for the year 2023 to the shareholders for acknowledgement and certification.

Opinion of the Board of Directors

The Board of Directors recommended the shareholders to certify the 2023 operating performance of the Company, detail of which appears in the 2023 Annual Report as enclosed in the Attachment 1 according to the QR Code, topic: "2023 Annual Report (56-1 One Report)". In addition, the Company has already posted its 2023 Annual Report on the Company's website www.scasset.com in the Investor Relations Menu in advance prior to the date of the Annual General Meeting of Shareholders for the shareholders and relevant persons' acknowledgement.

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 3 To approve the 2023 Financial Statement for the year ended December 31, 2023

Objective and Rationale

Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Articles of Association of the Company, the Board of Directors shall prepare the balance sheet and the profit and loss account as of the last day of the accounting year of the Company (ends on 31 December of each calendar year) for submission to the meeting of shareholders for its consideration and approval at the date of Annual General Meeting of Shareholders. The Company, therefore, proposes the shareholders to approve the 2023 Financial Statements for the year ended December 31, 2023 which is examined by the Company's licensed auditor and is endorsed by the Audit Committee.

Balance Sheet for the year 2023

(Unit : Baht)

Details	Consolidated Financial Statements	Separate Financial Statements
Total Asset	63,887,714,140	57,786,669,882
Total Liability	40,635,677,636	36,181,061,168
Owners' Equity	23,252,036,504	21,605,608,714
Total Liabilities and Owners' Equity	63,887,714,140	57,786,669,882
Revenue	24,487,092,725	18,652,664,612
Profit for the year (Attributable to Owners of the Parent Company)	2,482,269,958	2,284,600,115
Basic Earnings Per Share (Baht Per Share)	0.5823	0.5359

Opinion of the Audit Committee

The Audit Committee opined that the Financial Statement for the year 2023 has been executed in accordance with the Financial Reporting Standard, so the Committee agreed to propose the Meeting of Shareholders to approve it.

Opinion of the Board of Directors

The Board of Directors agreed to propose the 2023 Financial Statements for the year ended December 31, 2023, which is audited by the Company's licensed auditor and is endorsed by the Audit Committee, details of which appear in the Financial Statements for the year ended December 31, 2023 as enclosed in the Attachments 1 according to the QR Code, topic: "2023

Annual Report (56-1 One Report)” to the Meeting of Shareholders for its consideration and approval. The 2023 Financial Statements for the year ended December 31, 2023, which is endorsed by the Board of Directors, has been publicized to the public via the website of the Stock Exchange of Thailand www.set.or.th and the Company’s website www.scasset.com in the Investor Relations Menu since February 27, 2024.

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 4 To approve the dividend payment for the year 2023

Objective and Rationale

To propose to the Meeting of Shareholders to approve the dividends payment from the net profit of Company’s Separate Financial Statement for the year 2023. The Company has a policy of paying dividend to the shareholders not less than 40% of net profits after deduction of income tax for each year. The dividends payment may be changed depending on operating result, business expansion, cash flow, any other necessity, and any future appropriateness which creates utmost benefit to the shareholders. In the 2023 Annual General Meeting of Shareholders, the Company paid dividends for 2022 performance at the rate of 0.25 Baht each at the par value at 1 Baht (One Baht) per share.

Report of 2023 Interim Dividend Payment

According to the Board of Directors’ Meeting No. 5/2023 held on August 9, 2023, the Company has a net profit in the first half of the year (January 1, 2023 - June 30, 2023) from the separate financial statements in the amount of 884,164,617 Baht (Eight Hundred Eighty-Four Million One Hundred Sixty-Four Thousand Six Hundred and Seventeen Baht). The Board of Directors resolved to pay interim dividends to shareholders at the rate of 0.08 baht (Eight Satang) per share, total amount 341,586,872.24 Baht (Three Hundred Forty-One Million Five Hundred Eighty-Six Thousand Eight Hundred and Seventy-Two Baht Twenty-Four Satang) by paying interim dividends to shareholders on September 6, 2023.

Opinion of the Board of Directors

The net profit of Company’s Separate Financial Statement for the year 2023 is Baht 2,284,600,115 (Two Thousand Two Hundred and Eighty-Four Million Six Hundred Thousand One Hundred and Fifteen Baht), inclusive a loss from the adjustment of the fair value of investment property in the amount of Baht 27,819,070 (Twenty-Seven Million Eight Hundred and Nineteen Thousand Seventy Baht) which is not an actual loss. Therefore, the net operating profit of the Company excluding of the loss from the adjustment of the fair value of investment property is equal to Baht 2,312,419,185 (Two Thousand Three Hundred and Twelve Million Four

Hundred Nineteen Thousand One Hundred and Eighty-Five Baht). As a result, the Board of Directors recommended the Meeting of Shareholders to approve the total dividend payment for the year 2023 to the shareholders at the rate 0.24 Baht per share or equivalent to 44.35 percent of the net operating profit. This dividend payment is in accordance with the Company's policy indicating that paying dividend to the shareholders not less than 40% of net profits after deduction of income tax for each year. The Board of Directors has already approved the interim dividend payment for the year 2023 at the rate 0.08 Bath per share and will propose to the Annual General Meeting of Shareholders for the year 2024 to approve the dividend payment for the operating results for the year 2023 in addition is the rate 0.16 baht per share. Provided that the total dividend payment in the amount of Baht 683,928,304.48 is expected to increase due to the exercise of warrants according to the issuance and offering the warrants to the directors and employees of the Company and Subsidiaries (ESOP – Grant III Grant IV and Grant V) on February and March 2024.

The Company will set the Record Date for the shareholders, who entitle to receive the dividend, on May 3, 2024. The dividend payment will be made on May 21, 2024.

Comparison between the dividend payments based on the operating results in 2023 and 2022

Details of dividends Payment	Year 2023 (Proposed Year)	Year 2022
1. Net Profits (Separate Financial Statement)	2,284,600,115 Baht	2,491,205,984 Baht
- <u>Add</u> loss (deduct profit) from the adjustment of the fair value of investment property	27,819,070 Baht	(22,523,085) Baht
- Net Profit from Operating	2,312,419,185 Baht	2,468,682,899 Baht
- Earnings Per Share	0.5412 Baht : Share	0.5846 Baht : Share
2. Annual Dividend	0.24 Baht : Share	0.25 Baht : Share
2.1 Interim Dividend Paid	0.08 Baht : Share	
2.2 Dividend to be Approved by Shareholders	0.16 Baht : Share	
3. Proportion of Dividends (%)	44.35%	42.76%
4. Total Dividend Payment	1,025,515,176.72 Baht	1,062,549,466.29 Baht
4.1 Interim Dividend Paid	341,586,872.24 Baht	
4.2 Dividends to be Paid (approx) ¹	683,928,304.48 Baht	

¹ Calculated from the number of ordinary shares issued and fully paid as of February 8, 2024, in the amount of 4,274,551,903 shares, of which the number of paid-up shares that are entitled to receive dividends may increase from the exercise of rights to purchase ordinary shares of the Company under the Employee Stock Option Program issued to directors and employees of the Company (ESOP Grant 3, 4 and 5) on February and March 2024.

Legal reserve fund

The Company allotted its net profit for the year 2017 as legal reserve fund in the amount of Baht 437,933,202 (Four Hundred Thirty-Seven Million Nine Hundred Thirty-Three Thousand Two Hundred and Two Baht), which accounted for 10 percent of the registered capital of the Company. Therefore, there is no need to allocate additional reserves.

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 5 To consider and approve the appointment of the auditor and to determine the audit fee for the year 2024

Objective and Rationale

To propose the Meeting of Shareholders to consider and approve of an appointment of Company's Auditor and determine the Audit fee for the year 2024 in accordance with Section 120 of the Public Limited Company Act B.E. 2535 and Article 41 of the Company's Articles of Association, provided that the appointment of the auditor and the audit fee shall be considered and approved by the Annual General Meeting of Shareholders.

Opinion of the Audit Committee

The Audit Committee opined that the auditors from PricewaterhouseCoopers ABAS Company Limited performed their all contractual assigned duties completely and satisfactorily and they also have been independent and have had no relationship or conflict of interest with the Company, its subsidiaries, affiliates, managements, major shareholders, or related persons of the said persons, so they are independent to audit and express their opinions for the Company's financial statements. The Committee agreed to propose the nomination of 3 former auditors from PricewaterhouseCoopers ABAS Company Limited for appointment as the Company's auditors for the year 2024. The details of proposed auditors are as follows;

- (1) **Miss Sakuna Yamsakul, Certified Public Accountant number 4906**, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes as an auditor of the Company since 2019 and she has signed on the Company's financial statement since 2021., or
- (2) **Mr. Paiboon Tunkoon, Certified Public Accountant number 4298**, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes

as an auditor of the Company since 2015, but he has never signed on the Company's financial statement., or

- (3) **Miss Sinsiri Tangsombat, Certified Public Accountant number 7352**, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes as an auditor of the Company since 2021, but she has never signed on the Company's financial statement.

In case those three auditors are not able to perform their work, PricewaterhouseCoopers ABAS Company Limited would appoint its proper, qualified and certified auditor to perform the audit and express an opinion on the Company's financial statements in their place.

Qualifications and abilities of the auditor are considered by the Audit Committee from educational background, quality and efficiency of auditor's works, knowledge, proficiency, experience, support teams, output of performance auditing, and independency of auditor - an auditor has no direct or indirect benefit from, or interest in audit duties.

In the year 2024, the determined audit fee including quarterly review fee will be fixed at the total amount of Baht 2,540,000 (Two Million Five Hundred Forty Thousand Baht), which is higher than the audit fee for year 2023 with total amount of Baht 2,470,000 (Two Million Four Hundred Seventy Thousand Baht). This rate is acceptable because it is in a similar range of audit fee charged by other audit firms.

Should the Company use the audit services of PricewaterhouseCoopers ABAS Company Limited, its subsidiaries, excluding the subsidiaries registered in the United States^{*}, incorporated will also use those of auditors of PricewaterhouseCoopers ABAS Company Limited. Other than the services of audit work on the financial statements, during the year 2023, the Company used other services from audit firm that the auditors were affiliated with in the amount of Baht 900,000 (excluding Value Added Tax or VAT).

Opinion of the Board of Directors

The Board of Directors considered and deemed it appropriate to propose the Meeting of Shareholders to appoint the auditors from PricewaterhouseCoopers ABAS Company Limited to act as the Company's auditors for the year 2024, details as follows:

- (1) Miss Sakuna Yamsakul, Certified Public Accountant number 4906, or
- (2) Mr. Paiboon Tunkoon, Certified Public Accountant number 4298, or
- (3) Miss Sinsiri Tangsombat, Certified Public Accountant number 7352

Unless the Company's subsidiaries registered in the United States, all other the Company's subsidiaries also use the auditors of PricewaterhouseCoopers ABAS Company Limited. However, the appointment of the auditor of the Company's subsidiaries registered in the United States were agreed by PricewaterhouseCoopers ABAS Company Limited to use auditors from other Audit Firms

Note ^{*}The subsidiaries registered in the United States are SC Alpha Inc. North End Residence, LLC., Salem Residence, LLC., SC Temple Place, LLC., and SC Tremont Street, LLC.

in the United States. In order that, SC Alpha Inc., North End Residence, LLC., Salem Residence, LLC., SC Temple Place, LLC., and SC Tremont Street, LLC., have appointed to use the auditor from W.A. Leonard and Company, P.C. Certified Public Accountants, so that the Board of Director will monitor and govern that the auditor will conduct and prepare the Company's financial statement according to the schedule.

The Preliminary information of those auditors and remunerations are enclosed in the Attachment 2.

Either said auditor will conduct audits and comment on the financial statements of the Company. In case the auditors are not able to perform their work, PricewaterhouseCoopers ABAS Company Limited will appoint another of its proper qualified and certified auditor to perform the audit and express an opinion on the Company's financial statements in their place. The remuneration for auditors for the 2024 financial statements including its quarterly financial statements will be fixed at Baht 2,540,000 (Two Million Five Hundred Forty Thousand Baht), which is higher than the audit fee for year 2023. This rate is acceptable because it is in a similar range of audit fee charged by other audit firms.

Information on the auditor's remuneration compared to the previous year

(Unit: Baht)

The Remuneration of the Auditor	2024 (Proposed Year)	2023	Increased Amount	Percent
Audit fee	2,540,000	2,470,000	70,000	2.83%

The audit fee for the year 2023 does not include Non-audit fee, which the Company pays as consulting fee in the amount of Baht 900,000 for analysing and evaluating ESG performance.

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 6 To approve the election of directors replacing those retired by rotation and determine the name of the authorized directors and the remuneration of the Board of Directors for the year 2024

6.1 To approve the election of directors replacing those retired by rotation

Objective and Rationale

To propose the Meeting of Shareholders to elect directors replacing those retired by rotation in accordance with Article 20 of the Company's Articles of Association which stipulates that at every Annual General Meeting, one-third of directors who have been in the position the longest since their last appointments, regardless of whether he held the position in that term from the

beginning or hold the position in place of another person shall retire by rotation. There are four directors will be retired in the 2024 Annual General Meeting of Shareholders as follows:

- | | |
|----------------------------|--|
| 1. Mr. Rath Kitivejsoth | Chairman of the Board of Directors
(Independent Director) |
| 2. Mr. Precha Sekhararidhi | Director (Independent Director) |
| 3. Mr. Songsak Premasuk | Director (Independent Director) |
| 4. Mr. Nathpath Ouajai | Director |

In addition to the nomination of directors by the Nomination and Remuneration Committee. The Company provided an opportunity for all shareholders to nominate qualified candidates for election as the Company's directors via the Company's website www.scasset.com / Corporate Section / Investor / Shareholder Meeting during the period September 15, 2023 - February 1, 2024. However, no shareholder had nominated a qualified person to be elected as the Company's Director.

The Company has set the policy, provided that the Nomination and Remuneration Committee is responsible for nomination through a screening process with considerate and cautious to consider the candidates equipped with sufficient breadth of knowledge and professional proficiency relating to the Company's business as well as the necessary skills required to fulfill the Board proficiency as defined in the Board Skill Matrix. Candidates must possess qualifications and experiences, without prejudice to gender, nationality, religion, in the fields contributable to the accomplishment of short-term and long-term business strategies, devoting their time and efforts in performing the duties, not possessing the prohibited characteristics stipulated in the law and the good governance of the listed companies and has never been an employee or partner of the external audit office appointed by the Company within the past 3 years. The screening of the candidates in the selection and nomination process is to propose to the Board of Directors and/or Annual Shareholders' Meeting for approval, whichever the case may be.

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has thoroughly considered and selected qualified and suitable individuals to be proposed to hold the position of the Company's directors in accordance with the qualifications, working experiences, skills and expertise, as well as the proportion of the Board members, including the performance of the directors during the past year. The Nomination and Remuneration Committee considers that the four persons are fully qualified as directors according to Section 68 of the Public Limited Company Act, B.E.2535 and have no characteristics that are unworthy of confidence for management of a business in which the public are shareholders, as set forth by the regulations of the Securities and Exchange Commission ("SEC"). They also have qualifications working experiences and expertise which shall be beneficial to the Company's business operation. They had duly performed their duties

as the members of the Company's Board of Directors and/or the Sub - Committees well and effectively throughout the time as well as being able to give opinions and recommendations for the best interest of the Company. Moreover, they are also competent with useful knowledge, skills and extensive experience to benefit the Company's operation as well as benefiting all stakeholders, having determination and ethics in conducting the Company's businesses. They also have an ability to make decisions independently and they also dedicate time and pay attention to fulfilling their duties and responsibilities.

In term of reasonableness and rationale of proposing the re-election of the independent directors, namely Mr. Rath Kitivejsoth Mr. Precha Sekhararidhi and Mr. Songsak Premsuk, who has been independent director for more than 9 consecutive years. The Nomination and Remuneration Committee has considered and ensured that Mr. Rath Kitivejsoth Mr. Precha Sekhararidhi and Mr. Songsak Premsuk are completely qualified as independent director according to the Company's regulation, throughout thier tenure, they have continued possessing the required expertise, knowledge, competency and experiences, which contribute prosperity to all stakeholders and the Company, and they have proved to maintain the qualifications of independent director and have no conflict of interest against and/or is not considered to be interested person of the Company as well as being able to give independent opinions and recommendations for the best interest of the Company and in compliance with the relevant regulations and laws.

Additionally, all four directors, who are retired by rotation and proposed to re-elect for another term, have performed their duties well and be able to give independent opinions and recommendations in compliance with the relevant regulations and laws for the best interest of all stakeholders. Hence, the Nomination and Remuneration Committee deemed it is reasonable and necessary to propose them to be re-elected for another term.

Accordingly, the Nomination and Remuneration Committee casted their votes individually to propose to the Board of Directors to further propose to the Annual General Meeting of Shareholders to consider the re-election of the four retired directors to be the Company's director for another term. The person who nominated this time has been considered according to the process set by the Company and have qualifications in accordance with relevant regulations and suitable for the Company's business operations. Profiles of each retired director are shown in Attachment 3.

Opinion of the Board of Directors

By considering only those directors who have no conflict of interest, the directors who are proposed for re-election asked to temporarily leave the meeting and abstain from voting in order to create independency judgments among the directors. the Nomination and Remuneration Committee and the Board of Directors conducted its review of the screened process with considerate and cautious under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors according to section 68 of the Public Limited

Company Act, B.E.2535 and have no characteristics that are unworthy of confidence for management of a business in which the public are shareholders, as set forth by the regulations of the Securities and Exchange Commission (“SEC”). Furthermore, all four are qualified to be independent directors according to the regulation prescribed the Company. The Board of Directors has considered and resolved that the person who will be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent directors. Moreover, they are also knowledgeable, proficient and possess needed experiences which are useful for the Company as well as being attentive and ethical. In addition, they exercise honest and independent judgments that are independent from management and other interested parties, and they also adequately devote their time to perform the directorship duties for the companies in which they serve and are responsible for their roles. In addition, they had duly performed their duties as the members of the Company’s Board of Directors and/or the Sub-Committee well as well as being able to give independent opinions and recommendations for the best interest of the Company.

The directors, who are proposed for re-election, has been reviewed of the screened process with considerate and cautious by the Board of Director and the Board of Director deemed that although three independent directors namely Mr. Rath Kitivejsoth Mr. Precha Sekhararidhi and Mr. Songsak Premasuk who have been the independent director more than 9 consecutive years, they continues possessing the required expertise, knowledge, competency and experiences which contribute prosperity to all stakeholders and the Company throughout their tenure. Moreover, three independent directors have also proved to maintain the qualifications of independent director, have no conflict of interest against and/or are not considered to be interested person of the Company, and continues possessing the required experience and knowledge especially in administration and management and accounting, which are the needed expertise for conducting the Company’s business. Accordingly, the Board of Directors has deemed necessary and agreed with the Nomination and Remuneration Committee and proposed the shareholders to approve for the election in replacement of those to be retired by rotation as directors of the Company for another term as follows;

1. Mr. Rath Kitivejsoth Chairman of the Board of Directors
(Independent Director)
2. Mr. Precha Sekhararidhi Director (Independent Director)
3. Mr. Songsak Premasuk Director (Independent Director)
4. Mr. Nathpath Ouajai Director

Initial Information of persons nominated to be directors including age, tenure, shareholding porprotron in the Company, education, experiences, position in other companies, meeting

attendance, the distribution to the Company of a definition independent director are enclosed in the Attachment 3 and 4 respectively.

In this agenda, pursuant to the Articles of Association of the Company, the election of directors to replace the retiring directors will be resolved by majority votes and will be voted on an individual basis.

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

6.2 To determine the authorized directors of the Company

Objective and Rationale

Due to retirement by rotation of Mr. Nathpath Ouajai who are authorized directors of the Company, it needs to determine this agenda to propose to the Meeting of Shareholders to determine authorized directors.

Opinion of the Board of Directors

The retiring director nominated for re-election is the same director, the Board of Directors recommended the Meeting of Shareholders to determine the authorized directors of the Company as same as its registration at the Ministry of Commerce as follows:

“Mr. Nuttaphong Kunakornwong, Mr. Nathpath Ouajai, Mr. Attapol Sariddipuntawat, any two of these three directors co-sign their names and affix the company seal.”

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

6.3 To determine the remuneration of the Board of Directors

Objective and Rationale

To propose the Meeting of Shareholders to determine the remuneration of the Board of Directors who are not an executive director of the Company for the year 2024.

The Company has set a clear and transparent remuneration policy for its directors, both in terms of monetary and other non-monetary such as meeting allowances, bonus, pension, and other benefits. The remuneration is considered from the Board of Directors' duties and responsibilities have been designed to the Company's Directors at the similar level to the industry compensation of Thai listed companies. It is believed that such remuneration could attract, retain and motivate the directors to perform their roles and carry out their responsibilities to accomplish the Company's goals efficiently through transparently process to ensure the shareholders.

Annually, the Nomination and Remuneration Committee is entrusted by the Company to consider and determine of the directors' remuneration and submit such determined remuneration to the Board of Directors for reviewing. The directors' remuneration will be proposed for approval by the meeting of shareholders.

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee carefully considered the remuneration of the Board of Directors appropriately and discretionarily basing on the comparative rate with others in the same industry, duties, responsibilities and the meeting plans of the Board of Directors as well as each sub-committees (the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, the Sustainable Development and Corporate Governance Committee and the Risk Management Committee) in the year 2024 including business expansion and there is a non-executive director, Mr. Somboon Kuptimanus, who retired from Chief Legal Officer on December 31, 2023. The Committee proposed to determine the 2024 remuneration of the Board of Directors shall not exceed Baht 14,000,000 (Fourteen Million Baht), which is higher than the approved amount in the year 2023 with Baht 13,000,000 (Thirteen Million Baht), while the total actual spending of the 2023 Board of Directors' remuneration was Baht 11,075,000 (Eleven Million and Seventy-Five Thousand Baht).

Opinion of the Board of Directors

Having considered the performance and working plan of the board and each sub-committee, the remuneration determined by the Nomination and Remuneration Committee shall be deemed appropriate. Hence, the Board of Directors agreed to propose the Meeting of Shareholders for consideration and approval of the remuneration of the Chairman of the Board of directors, independent directors, and non-executive directors for the year 2024 at the rate not more than Baht 14,000,000 (Fourteen Million Baht) based on the comparative rate with others in the same industry, duties, responsibilities and the meeting plans of each committee in the year 2024. The 2024 remuneration of the Board of Directors is higher than the approved amount in the year 2023. The remuneration in the year 2023 was approved in the amount not exceeding Baht 13,000,000 (Thirteen Million Baht), while the total actual spending of the 2023 Board of Directors' remuneration was Baht 11,075,000 (Eleven Million and Seventy-Five Thousand Baht). Details of which appear in the Annual Report in Section "Report of Important Actions on Corporate Governance" under Topic "Remuneration of Individual Directors", Attachment 1 according to the QR Code, topic: "2023 Annual Report" (56-1 One Report). The remuneration consists of salary, bonus and meeting allowance (there is none of other kind of Remuneration) and excluding executive directors of the Company. Details of the remuneration of the Board of Directors are as follows:

(Unit:Baht/Person)

Remuneration for Directors	Position	2024 (Proposed Year)	2023	2022
Monthly meeting allowance	Chairman of Board of Directors	150,000	150,000	150,000
	Director	None	None	None
Salary (Person/Month)	Chairman of Board of Directors	None	None	None
	Authorized Director (excluding executive directors)	30,000	30,000	30,000
	Director	None	None	None
Meeting allowance (Only Directors attending the meeting) (Person/Meeting)	Chairman of Board of Directors	None	None	None
	Director	25,000	25,000	25,000
	Executive Director	None	None	None
Bonus (Excluding executive directors)	Chairman of Board of Directors	700,000	700,000	700,000
	Chairman of Sub-Committee / Authorized Director	650,000	650,000	650,000
	Director	600,000	600,000	600,000
Other Remuneration	Chairman of Board of Directors	None	None	None
	Director	None	None	None

Remark: Bonus for the directors for the year 2024 is solely estimated amount which is equivalent to bonus paid in 2023. However, the amount of bonus stipulated may be subject to change by the Nomination and Remuneration Committee consideration depending on operating result of the Company ended December 31, 2024. Notwithstanding the forgoing, the 2024 bonus for director shall not be exceeding the amount approved by the 2024 Annual General Meeting of Shareholders.

(Unit:Baht/Person)

Remuneration for Sub-Committee	Position	2024 (Proposed Year)	2023	2022
Meeting allowance (Only Directors attending the meeting) (Person/Meeting)	Chairman of Sub-Committee	30,000	30,000	30,000
	Member of Sub-Committee	25,000	25,000	25,000
	Executive Director	None	None	None
Other Remuneration	Chairman of Sub-Committee	None	None	None
	Member of Sub-Committee	None	None	None

At present, the Company has sub-committees as follows:

- 1) The Executive Committee;
- 2) The Audit Committee;
- 3) The Nomination and Remuneration Committee;
- 4) The Sustainable Development and Corporate Governance Committee; and
- 5) The Risk Management Committee

Duties and Responsibilities of each committee are described in the Annual Report in Section “Corporate Governance Structure and Information of the Board of Directors, Sub-Committees, Executives, Employees and the others” under Topic “Sub-committees’ Information” Attachment 1 according to the QR Code, topic: “2023 Annual Report” (56-1 One Report).

Resolutions of the Meeting of Shareholders

Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting

Agenda 7 To approve the issuance and offering of the Warrants to purchase the ordinary shares (“Warrants”) to employees of the Company and the Company’s subsidiaries, not exceeding 42,000,000 units (Employee Stock Option Program - ESOP for the year 2024)

Objective and Rationale

To retain valuable human resources of the Company and Company’s subsidiaries as well as motivating the employees to perform their duties in the best interests of the Company and Company’s subsidiaries in the long-term. This Program is also designed to reward the for their work hard and dedication, which have contributed the growth of the Company and Company’s subsidiaries.

Opinion of the Nomination and Remuneration Committee

The Committee has considered that the issuance and offering of the warrants to purchase the Company’s ordinary shares will motivate the employees of the Company and Company’s subsidiaries to work and dedicate with the Company and Company’s subsidiaries in the long-term. Therefore, the Committee has proposed to the Board of Directors’ Meeting for approval.

Opinion of the Board of Directors

Having considered the ESOP for the year 2024, the Board has agreed with the Nomination and Remuneration Committee’s opinion that the issuance and offering of the Warrants is appropriate and propose to the Meeting of Shareholder to consider and approve the issuance and offering of the Warrants to purchase the Company’s ordinary shares for the allotment to the employees in the amount not exceeding 42,000,000 units (ESOP for the year 2024) or equivalent to 0.98 percent of the total paid-up capital of the Company (the ratio of reserved share to total paid up shares of the Company is subject to the change because the paid-up share might be increased due to the exercise of the warrant under ESOP – Grant III, Grant IV and Grant V). The exercise price shall be the weight average closing of the Company’s shares trade on the Stock Exchange of Thailand during the period of 15 consecutive working days prior the date of the Annual General Meeting of Shareholders, which is close to the market price. This program will align the interests of the Company and will not cause

the impact to the Company's share price. In this regard, the effect upon existing shareholders due to reduced ownership ratio or control dilution shall be according to the calculation method provided in the attachment enclosed herewith. (Details of the program regarding the issuance and offering of the Warrants to purchase the ordinary shares to employees of the Company and Company's subsidiaries (ESOP for the year 2024) are enclosed in the attachment 6).

Resolutions of the Meeting of Shareholders

Not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding ten (10) percent of all eligible votes.

Agenda 8 To approve the allocation of additional ordinary shares, not exceeding 42,000,000 shares, with a par value of 1 baht (one baht) per share to support the exercise of rights according to the warrants (Employee Stock Option Program - ESOP for the year 2024)

Objective and Rationale

According to the approve the issuance and offering of the warrants to purchase the Company's ordinary shares ("Warrants") to employees of the Company and Company's subsidiary, described in Agenda Item 7 above, the Company shall then issue and allot new ordinary shares in the amount not exceeding 42,000,000 shares, at par value of Baht 1 (One Baht) each, to be reserved for the exercise of the Warrants to employees (ESOP for the year 2024).

Opinion of the Board of Directors

The Board of Director deems appropriate to propose the Shareholders' Meeting to consider and approve the allocation of unpaid shares in the amount not exceeding 42,000,000 shares at a par value of Baht 1 (One Baht) each to be reserved for the exercise of the Warrants to the employees of the Company and Company's subsidiaries (ESOP for the year 2024).

The Executive Committee or other person delegated by the Committee shall have the authority to consider and determine the related terms and conditions and take any necessary actions in connection with the issuance and the allotment of the new shares and their listing on the Stock Exchange of Thailand.

Resolutions of the Meeting of Shareholders

Majority votes of shareholders attending the Meeting and casting their votes.

The Minutes of 2023 Annual General Meeting of Shareholders was uploaded on the Company's website for shareholders to review, object and/or suggest for revision, during May 3, 2023 – June 6, 2023. Nevertheless,

there was neither objection nor correction received from the shareholders. Therefore, for the 2024 Annual General Meeting of Shareholders, there will not be an agenda to consider and adopt the minutes of 2023 Annual General Meeting of Shareholders held on April 19, 2023.

The Company has no other agendas to propose to the Meeting of Shareholders for consideration. Although the proposal for additional agenda was available for the shareholders via the Company's website www.scasset.com, in the "Investor Relations"/ "Shareholder Information", between September 15, 2023 and February 1, 2024, there was no additional agenda proposed.

However, according to Section 105 paragraph 2 of the Public Limited Company Act B.E.2535, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the Meeting to consider matters other than those indicated in the Notice of Meeting.

The Record Date to entitle the shareholders the right to attend the Meeting will be on March 14, 2024.

To ensure the transparency of voting procedures, and to facilitate the meeting to proceed in a transparent and lawful manner and in accordance with the laws and the Company's Articles of Association, **Mrs. Narita Innhu**, an independent legal consultant who has no vested interest in the Company, will be invited to act as shareholder watchdog.

The Company provides an opportunity to the shareholders to submit their questions in advance regarding the agenda prior to the Annual General Meeting of Shareholders (via electronic device) via the Company's website www.scasset.com in the "Investor Relation" / "Shareholder Information". All queries will be answered and explained by directors and executives on the Meeting date. The Company also invites the Company's certified auditor to attend the Meeting of Shareholders to answer any query regarding the Company's financial statement.

It would be very much appreciated if you could attend the Meeting via electronic device on the date and time stated above. If the shareholders are unable to attend the Meeting, you may appoint other person or appoint the following independent directors **Mr. Anek Panaapichon** or **Mr. Nitath Nhawapathadoln**, to attend and vote for the shareholders in the Meeting by using the proxy form B as enclosed, which is the form providing voting for each agenda and separated for the shareholders to vote for election of each director individually. Please be reminded that Mr. Anek Panaapichon and Mr. Nitath Nhawapathadoln has interest in the agenda No.6.3; To determine the remuneration of the Board of Directors but they both have no special interest different from other directors in any agendas. Profiles of the independent directors to act as proxy for shareholders can be found in [Attachment 5](#).

In doing so, the Company would like to ask for the cooperation of shareholders, who wish to attend the meeting or grant a proxy, kindly study the explanation of documents or evidence required for attending the meeting (via electronic device), submission of document and procedure of pre-registration identifying the shareholder, method of granting proxy, procedures for attending the meeting via electronic device, voting, vote counting and questioning during the meeting in [Attachment 10](#)

To serve interested shareholder who cannot attend the 2024 Annual General Meeting of Shareholders (via electronic device), a video live broadcasting of the Meeting is available at www.scasset.com in order to provide dissemination services to shareholders and related persons can also view the meeting without prior registration.

Sincerely yours,

-Signature-

(Mr. Somboon Kuptimanus)

Company Secretary

SC Asset Corporation Public Company Limited

Note: Any shareholder who would like to have an Annual Report 2023 (56-1 One Report) in copy may request it from the Company Secretary Office at the telephone number 0-2949-2414 and 0-2949-2692 or Email : companysecretary@scasst.com

<p>Highest Education</p> <p>Relationship and/or Conflict of Interest with the Company / Subsidiaries / Executive / Major Shareholders or those related person</p>	<p>activities such as financial literacy improvement for communities and environment (internal and external programs aiming to promote awareness to our staff and develop a set of integrated actions to reduce the impact to the environment) as well as green activities to conserve wildlife and marine life with partners and relevant government agencies</p> <ul style="list-style-type: none"> • Master's Degree of Financial Management, Chulalongkorn University • High Diploma in Auditing, Thammasat University • Bachelor Degree of Commerce and Accountancy, Thammasat University • None
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<ul style="list-style-type: none"> • Miss Sinsiri Thangsombat Age 46 CPA No. 7352 	
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<p>Auditor Office</p> <p>Working Experiences</p> <p>Highest Education</p> <p>Relationship and/or Conflict of Interest with the Company / Subsidiaries / Executive / Major Shareholders or those related person</p>	<ul style="list-style-type: none"> • PricewaterhouseCoopers ABAS Ltd. • She has more than 20 years of experience working in financial services and hospitality business. Specialise in treasury and derivative products • She also provides technical advice on accounting issues within the context of International Financial Reporting Standards (IFRS 9, IAS 32, and IFRS 7), particularly on financial instruments and derivatives to financial institutions both local and overseas • Being Instructor both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives and treasury risks and controls, recent development in financial reporting standards, etc. • She was previously a member of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King • Master of Business Administration, Thammasat University • Bachelor of Accounting (First Class Honors) English Program, Thammasat University • None
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**Preliminary information of Directors who are retiring by rotation
and will be proposed to be re-elected as directors of the Company for another term**



Name - Surname : Mr. Rath Kitivejsoth

Type of Director : Independent Director (Non-Executive Director)

Position : Chairman of the Board of Directors

Age : 71 years

Address : 33, 110 Yak 3 Alley, Lat Phrao Road, Plub Pla Sub-District, Wang Thonglang District, Bangkok

Highest Education : Degree of National Defence College
Bachelor's Degree in Law, Chulalongkorn University

Expertise : Management and Law

Training from Thai Institute of Directors (IOD)

- : Director Accreditation Program (DAP) Class 30/2004
- : Director Certification Program (DCP) Class 53/2005
- : Audit Committee Program (ACP) Class 14/2006
- : Improving the Quality of Financial Reporting Program Class 4/2006

Working Experiences

March 1, 2007 - Present : Chairman of the Board of Directors, SC Asset Corporation Plc.

2003 - 2007 : Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee , SC Asset Corporation Plc.

2005 - 2008 : Executive Vice President, Small and Medium Enterprise Development Bank of Thailand

2004 - 2005 : Member of the Audit Committee, Thai Real Estate Credit Fancier Company Limited

Nomination Procedure : Considered by the Nomination and Remuneration Committee and the Board of Directors

Appointment Date as Director : August 29, 2003

Term as Independent Director : 7 consecutive terms (From August 29, 2003 - April 23, 2024)

Tenure as Independent Director : 20 years 8 months

Total of Independent Directorship : 23 years 8 months (Until April 2027)

**Period including this Year's
Proposed Term**

Number of Attendance / Number of Meeting in 2023

Board of Director Meeting : 8/8 (100%)

Shareholding

Number of Share(s) : -None (both directly and indirectly held)-

Percentage per total voting rights : -0%-

Illegal Record in Past 10 years : -None-

Close Relative of any Management : -None-

Member/ Majority Shareholder of the Company/ Subsidiary of the Company

Vested Interest Agenda of the 2024 General Meeting of Shareholder : Having and Interest in Agenda 6.1: To approve the election of directors replacing those retired by rotation and in Agenda 6.3: To determine the remuneration of the Board of Directors for the year 2024

Vested Special Interest Agenda of the 2024 General Meeting of Shareholder : None of special interest in any agendas

Holding a position of director / executive in other companies

Other Listed Companies in the Stock Exchange of Thailand : -None-

Other Non-List Companies : -None-

Other companies that related to the Company that may cause conflict of interest to/ compete with the Company

Having the following interest with the Company / parent company / subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person : -No-
2. Being a professional service provider (i.e. Auditor or Legal Consultant) : -No-
3. Having the significant business relations that may affect the ability to perform independently (such as purchase/sell of raw material/product/ loan providing/ or borrowing) : -None-

Contribution to the Company (the Performance in the Previous Year)

1. Oversee the Board of Directors' Meeting and Shareholders' Meeting and perform the duty of chairman of such meetings to ensure that the meetings are efficient and comply with applicable law as well as corporate governance principals. In addition, ensure that each agenda is clearly voted, especially the agenda tha is significant necessary including allocating sufficient time and promote each director debate important matter thoroughly and exercise independent judgement.
2. Oversee, monitor and ensure that the Board of Directors efficiently carries out its duties to achieve the Company's objective and goals.

3. Oversee and ensure that all directors contribute to the Company's ethical culture and good corporate governance.
4. Promoting a culture of openness and debate through ensuring constructive relations between Executive Director and Non-Executive Directors, and between the Board of Directors and Management.

**Preliminary information of Directors who are retiring by rotation
and will be proposed to be re-elected as directors of the Company for another term**



Name - Surname	: Mr. Precha Sekhararidhi
Type of Director	: Independent Director (Non-Executive Director)
Position	: Director/ Committee/ Chairman of the Risk Management Committee / Member of the Audit Committee / Member of Nomination and Remuneration Committee
Age	: 76 years
Address	: 68/174, Mu Ban Pracha Niwet 4, Samakkhii Alley, Pracha Chuen Road, Tha Sai Sub-district, Mueang District, Nonthaburi Province
Highest Education	: Master Degree of Engineering, Asian Institute of Technology (AIT) Master Degree of Business Administration, Chulalongkorn University
Expertise	: Management and Engineering
Training from Thai Institute of Directors (IOD)	: Director Accreditation Program (DAP), Class 13/2004 : Director Certification Program (DCP), Class 97/2007 : Risk Management Program for Corporate Leaders (RCL), Class 2/2015 : Board Matters and Trends (BMT) Class 9/2020 : Advanced Audit Committee Program (AACP) Class 46/2022
Working Experiences	
May 11, 2022 - present	: Member of the Nomination and Remuneration Committee, SC Asset Corporation Plc.
December 16, 2014 - Present	: Chairman of the Risk Management Committee, SC Asset Corporation Plc.
November 14, 2017 - Present	: Member of the Audit Committee, SC Asset Corporation Plc.
March 26, 2007 - Present	: Director, SC Asset Corporation Plc.
January 12, 2011 - May 11, 2022	: Chairman of the Sustainable Development and Corporate Governance Committee, SC Asset Corporation Plc.
Nomination Procedure	: Considered by the Nomination and Remuneration Committee and the Board of Directors
Appointment Date as Director	: March 26, 2007
Term as Independent Director	: 6 consecutive terms (From March 26, 2007 – April 23, 2024)
Tenure as Independent Director	: 17 years 1 Month
Total of Independent Directorship	: 20 years 1 Month (Until April 2027)
Period including this Year's Proposed Term	

Number of Attendance / Number of Meeting in 2023

Board of Director Meeting : 7/8 (97.5%)
The Risk Management Committee : 4/4 (100%)
The Nomination and Remuneration Committee : 2/2 (100%)
The Audit Committee : 9/9 (100%)

Shareholding

Number of Share(s) : 37,968 Shares (includes holding by spouse and minor children)
Percentage per total voting rights : 0.0009%

Illegal Record in Past 10 years : -None-

Close Relative of any Management : -None-

Member/ Majority Shareholder of the Company/ Subsidiary of the Company

Vested Interest Agenda of the 2024 General Meeting of Shareholder : Having and Interest in Agenda 4: To approve the dividend payment for the year 2023, Agenda 6.1: To approve the election of directors replacing those retired by rotation and in Agenda 6.3: To determine the remuneration of the Board of Directors for the year 2024

Vested Special Interest Agenda of the 2024 General Meeting of Shareholder : None of special interest in any agendas

Holding a position of director / executive in other companies

Other Listed Companies in the Stock Exchange of Thailand : 1989 - Present Managing Director, M.D.X Public Company Limited

Other Non-List Companies : 2007 - Present Chairman of the Board of Directors, Creatis International Company Limited
: 1995 - Present Director, GMS Power Public Company Limited
: 1974 - Present Chairman of the Board of Director, Southeast Asia Technology Company Limited

Other companies that related to the Company that may cause conflict of interest to/ compete with the Company : -None-

Having the following interest with the Company / parent company / subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person : -No-

2. Being a professional service provider (i.e. Auditor or Legal Consultant) : -No-
3. Having the significant business relations that may affect the ability to perform independently : -None-
(such as purchase/sell of raw material/product/ loan providing/ or borrowing)

Contribution to the Company (the Performance in the Previous Year)

1. Review the Company's financial statements to ensure they are accurate, reliable and have sufficient disclosure with the generally accepted accounting principles,
2. Review the efficiency and effectiveness of the Company's Internal Controls and Internal Audit procedures,
3. Regularly review good practices related to corporate governance and social & environmental responsibility so that the Company is able to develop its standard of governance to the international benchmark,
4. Monitor the application by the management on good corporate governance and social & environmental responsibility in project development for the sustainable growth of the Company,
5. Consider and approve risk management policy and framework, risk assessment, directors, risk management measures, as well as relevant action plans on residual risks to assure that the Company maintains appropriate and acceptable risk management procedures,
6. Monitor, oversee, and encourage all units to comply with the risk management framework and measures, as well as observe the prescribed action plans to assure that risks are kept at an acceptable level.

**Preliminary information of Directors who are retiring by rotation
and will be proposed to be re-elected as directors of the Company for another term**



Name - Surname : Mr. Songsak Premasuk

Type of Director : Independent Director (Non-Executive Director)

Position : Director/ Member of the Executive
Committee / Chairman of the Sustainable
Development and Corporate Governance
Committee / Member of the Nomination and Remuneration Committee

Age : 65 years

Address : 9, Phuttha Bucha 20 Alley, Phuttha Bucha Road, Bang Mod Sub-District,
ChomThong District, Bangkok

Highest Education : Diploma Strategic Marketing Management Program, Harvard Business School, USA
: Bachelor's Degree from Faculty of Architecture, King Mongkut's Institute of
Technology Ladkrabang

Expertise : Management, Architecture and Marketing

Training from Thai Institute of Directors (IOD)

: Director Accreditation Program (DAP) Class 9/2004

: Ethical Leadership Program (ELP) Class 16/2019

Working Experiences

May 11, 2022 - present : Chairman of the Sustainable Development and Corporate Governance
Committee, SC Asset Corporation Plc.

December 11, 2019 - Present : Member of the Nomination and Remuneration Committee, SC Asset
Corporation Plc.

May 13, 2015 - Present : Member of the Executive Committee, SC Asset Corporation Plc.

April 23, 2015 - Present : Director, SC Asset Corporation Plc.

May 13, 2015 - May 11, 2022 : Member of the Sustainable Development and Corporate Governance
Committee, SC Asset Corporation Plc.

2014 - 2019 : Director, Vocie TV Company Limited

2013 - 2019 : Director, Voice Creation Company Limited

2013 - 2015 : Qualified Director, NSTDA, Ministry of Science and Technology

2012 - 2015 : Qualified Director, Institute for the Promotion of Teaching Science and Technology,
Ministry of Education

2010 - 2014 : Chairman of the Board of Directors / Director, Office of Knowledge
Management and Development (OKMD)

2009 - 2014 : President, Voice TV Company Limited

2002 -2007 : Managing Director, ITV Public Company Limited

Nomination Procedure : Considered by the Nomination and Remuneration Committee and the Board of Directors

Appointment Date as Director : April 23, 2015
Term as Independent Director : 3 consecutive terms (From April 23, 2015 – April 23, 2024)
Tenure as Independent Director : 9 years
Total of Independent Directorship : 12 years (Until April 2027)

Period including this Year's

Proposed Term

Number of Attendance / Number of Meeting in 2023

Board of Director Meeting : 8/8 (100%)
The Executive Committee : 12/12 (100%)
The Sustainable Development and : 4/4 (100%)
Corporate Governance Committee
The Nomination and Remuneration : 2/2 (100%)
Committee

Shareholding

Number of Share(s) : -None (both directly and indirectly held)-
Percentage per total voting rights : -0%-

Illegal Record in Past 10 years : -None-

Close Relative of any Management : -None-

**Member/ Majority Shareholder of
the Company/ Subsidiary of the
Company**

**Vested Interest Agenda of the
2024 General Meeting of
Shareholder** : Having and Interest in Agenda 6.1: To approve the election of directors
replacing those retired by rotation and in Agenda 6.3: To determine the
remuneration of the Board of Directors for the year 2024

**Vested Special Interest Agenda
of the 2024 General Meeting of
Shareholder** : None of special interest in any agendas

Holding a position of director / executive in other companies

Other Listed Companies in the Stock : 2018 - Present Member of the Executive Committee, Praram 9 Hospital Public
Exchange of Thailand Company Limited
Other Non-List Companies : 2007 - Present Director, Thaicom Foundation
Other companies that related to the : -None-
Company that may cause conflict
of interest to/ compete with the
Company

**Having the following interest with the Company / parent company / subsidiaries / affiliates or any legal entities that
have conflicts, at present or in the past 2 years**

1. Being an executive that take part in managing day-to-day operation, or being an employee, or : -No-

advisor who receive a regular salary or fee, or a controlling person

2. Being a professional service provider (i.e. Auditor or Legal Consultant) : -No-
3. Having the significant business relations that may affect the ability to perform independently : -None-
(such as purchase/sell of raw material/product/ loan providing/ or borrowing)

Contribution to the Company (the Performance in the Previous Year)

1. Formulate the policies, business direction, strategies and the construction business management of the Company by reviewing the current, and future economic trends and competitive situation as previously outlined to shareholders and submit to the Board of Directors for their approval.
2. Monitor and follow up operations to ensure compliance with policies and other management directions of the Company for its operational efficiency.
3. Regularly review good practices related to corporate governance and social & environmental responsibility so that the Company is able to develop its standard of governance to the international benchmark.
4. Monitor the application by the management on good corporate governance and social & environmental responsibility in corporate development and in project development for the sustainable growth of the Company.
5. Consider and nominates suitable candidates for the director posts and submit their names to the Company's Board of Directors for approval and/or for further submission to the shareholders' meeting for approval, on a case by case basis.
6. Annually determine an appropriate and relevant remuneration scale, both monetary and non-monetary, to attract and retain the members of the Board of Directors and members of sub-committees and top executives.

**Preliminary information of Directors who are retiring by rotation
and will be proposed to be re-elected as directors of the Company for another term**



Name - Surname : Mr. Nathpath Ouajai
Type of Director : Non-Executive Director
Position : Director/ Member of the Executive Committee (Authorized Director)
Age : 66 years
Address : 88/5, Sai Mai 49/1 Alley, Sai Mai Sub-district, Sai Mai District, Bangkok
Highest Education : Master Degree of Business Administration, University of the Thai Chamber of Commerce
: Bachelor Degree of Engineering, King Mongkut's University of Technology Thonburi (KMUTT)
Expertise : Management, Real Estate Development and Engineering

Training from Thai Institute of Directors (IOD)

: Director Accreditation Program (DAP) Class 53/2006
: Corporate Governance Report of Thai Listed Companies
: Director Certification Program (DCP) Class 91/2007
: Hot Issue for Directors: Climate Governance class 3/2023

Working Experiences

March 20, 2006- present : Director/ Member of the Executive Committee SC Asset Corporation Plc.
May 24, 2015- present : Director SC Able Company Limited
May 24, 2015- present : Director Up Country Land Company Limited
May 24, 2015- present : Director V.Land Property Company Limited
May 13, 2015- present : Member of the Nomination and Remuneration Committee SC Asset Corporation Plc.
2003-2005 : Project Manager Prothiphom Company Limited
2003-2005 : Project Manager Sinthoranee Property Company Limited
2003-2005 : Project Manager Property One Fund
2003-2005 : Project Manager Thairung Union Car Public Company Limited

Nomination Procedure : Considered by the Nomination and Remuneration Committee and the Board of Directors

Appointment Date as Director : March 20, 2006

Term as Independent Director : 7 consecutive terms (From March 20, 2007 – April 23, 2024)

Tenure as Independent Director : 18 years 1 Month

Total of Independent Directorship : 21 years 1 Month (Until April 2027)

Period including this Year's

Proposed Term

Number of Attendance / Number of Meeting in 2023

Board of Director Meeting : 8/8 (100%)
The Executive Committee : 12/12 (100%)

Shareholding

Number of Share(s) : -None (both directly and indirectly held)-
Percentage per total voting rights : -0%-

Illegal Record in Past 10 years : -None-

Close Relative of any Management : -None-

Member/ Majority Shareholder of the Company/ Subsidiary of the Company

Vested Interest Agenda of the 2024 General Meeting of Shareholder : Having and Interest in Agenda 6.1: To approve the election of directors replacing those retired by rotation, Agenda 6.2: To determine the authorized directors of Company and in Agenda 6.3: To determine the remuneration of the Board of Directors for the year 2024

Vested Special Interest Agenda of the 2024 General Meeting of Shareholder : None of special interest in any agendas

Holding a position of director / executive in other companies

Other Listed Companies in the Stock Exchange of Thailand : -None-

Other Non-List Companies : 2005- present Managing Director Back All Billboard Co., Ltd.

Other companies that related to the Company that may cause conflict of interest to/ compete with the Company : -None-

Having the following interest with the Company / parent company / subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person : -No-
2. Being a professional service provider (i.e. Auditor or Legal Consultant) : -No-
3. Having the significant business relations that may affect the ability to perform independently (such as purchase/sell of raw material/product/ loan providing/ or borrowing) : -None-

Contribution to the Company (the Performance in the Previous Year)

1. To formulate the policies, business direction, strategies and the construction business management of the Company by reviewing the current, and future economic trends and competitive situation as previously outlined to shareholders and submit to the Board of Directors for their approval.

2. To set business plan, annual budget, and management guideline and submit to the Board of Directors for their approval.
3. To monitor and follow up the operations of the Company to ensure compliance with policies and other management directions of the Company for its operational efficiency

Definition of Independent Director

Definition of Independent Director

An independent director plays a key role in good corporate governance; that is, an independent is able to express their opinions and report any suggestion independently as assigned, such as being the Chairman of the Board of Directors, member of the Audit Committee, member of the Nomination and Remuneration Committee, the Chairman of Corporate Governance and Social & Environmental Responsibility Committee and the Chairman of Risk Management Committee without any concern over possible remuneration benefits or perceivable rewarded titles and not acting under of any control or influence by any individual or group that might force them not to express their independent opinions.

Any person who shall be an independent director must have qualifications and shall be independent as prescribed by the Capital Market Supervisory Board as follows;

1. Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor having been an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person;
3. Not be a person related by blood or legal registration as in the manner of father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
4. Neither having nor having had a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person;
5. Neither being nor having been an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person;
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual fee exceeding two million baht per year from the Company, its parent company,

subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the professional advisor;

7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives a regular salary or holding shares exceeding one per cent of the voting shares of any company whose business is of the same nature as the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operation.

The definition of independent director of the Company is more strict than that Notification of Capital Market Supervisory Board particularly in term of shareholding proportion; that is to say, an independent director shall not possess shares in excess of 0.5 percent of the total number of voting shares of the company or the company's parent company, subsidiary, associated company, major shareholder, or any person having controlling power over the company, whilst the number of shares held by any related person of such an independent director must also be counted. Whereas the Notification of the Capital Market Supervisory Board stipulates that an independent director shall hold shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.

Profile of the Independent Director to act as Proxy for Shareholders No. 1

Mr. Anek Panaapichon (Age: 58 years)

Address : 15/293 Nuanchan 44 Alley, Nuanchan Sub-District,
Bueng Kum District, Bangkok

Position : Director / Chairman of the Audit Committee (Independent Director)

Appointment Date as Director : April 21, 2022

Tenure : 2 years

Highest Education : Master of Business Administration, Chulalongkorn University

Training from IOD : Executive Program, Class 15, Capital Market Academy (CMA)
: Director Certification Program (DCP) Class 111/2008
: Advanced Audit Committee Program (AACP) Class 48/2023
: Role of the Chairman Program (RCP) Class 53/2023
: Risk Management Program for Corporate Leaders (RCL) Class 30/2023

Illegal Record in Past 10 years : None

Shareholding : Number of Share (s) None

(Director/ Spouse / Minor Children) : Percentage per total voting rights 0%

Close Relative of any Management Member/ : None

Majority Shareholder / Subsidiaries

Vested interest in agenda of the 2024 General Meeting of Shareholders : Being vested interests in Agenda 6.3: To determine the remuneration of the Board of Directors

Vested special interest in agenda of the 2024 General Meeting of Shareholders : None

General Meeting of Shareholders



Working Experiences

2019 - 2021 : Chief Executive Office, Intouch Holdings Public Company Limited

2017 - 2021 : Member of the CSR Committee for Sustainable Development,
Intouch Holdings Public Company Limited Member of the Strategic and Organizational Review Committee, Intouch Holdings Public Company Limited Director, and Authorized Director, Intouch Holdings Public Company Limited

2020 - 2021 : Member of the Governance and Nomination Committee and Member of the New Business Development Committee, Thaicom Public Company Limited

2019 - 2021 : Director, Thai Listed Companies Association

2019 - 2021 : Director and Member of the Executive Committee, Advanced info Service Public Company Limited

2019 - 2021 : Director, Advance Wireless Network Company Limited

2018 – 2021 : Member of the Compensation Committee and Chairman of the Executive Committee, Thaicom Public Company Limited

2017 – 2021 : Director and Authorized Director, Thaicom Public Company Limited

2017 – 2021	: Director and Authorized Director, High Shopping Company Limited : Director and Authorized Director, Intouch Media Company Limited : Director and Authorized director, Touch TV Company Limited
2018 - 2019	: Director and Member of the Executive Committee, CS LoxInfo Public Company Limited : Director and Member of the Executive Committee, Teleinfo Media Public Company Limited
2017 – 2018	: Acting Chief Executive Officer, Intouch Holdings Public Company Limited
2015 – 2021	: Director and Authorized Director, High Shopping TV Company Limited : Director and Authorized Director, I.T. Applications and Services Company Limited
2010 - 2018	: Member of the Executive Committee, Thaicom Public Company Limited : Executive Vice President - Finance & Accounting, Intouch Holdings Public Company Limited
2015 - 2017	: Director and Authorized Director, High Shopping Company Limited
2010 – 2015	: Director, Thaicom Public Company Limited

Holding a position of director / executive in other companies

Other Listed Companies in SET	Director Univanich Palm Oil Public Company Limited Director Premier Quality Starch Public Company Limited
Other Non-Listed Companies	None
Other companies that compete with/related to the Company that may cause conflict of interest.	None

Meeting Attendance in 2023

	Number of Attendance / Number of Meetings
The Board of Directors	8/8
The Audit Committee	9/9

Having the following interest with the Company / parent company / subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

- Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person -No-
- Being a professional service provider (i.e. Auditor or Legal Consultant) -No-
- Having the significant business relations that may affect the ability to perform independently. (such as purchase/sell of raw material/product/ loan providing/ or borrowing) -None-

Contribution to the Company (the Performance in the Previous Year)

- Reviewing the Company's financial statements to ensure they are accurate, reliable and have sufficient disclosure with the generally accepted accounting principles.
- Reviewing the efficiency and effectiveness of the Company's Internal Controls and Internal Audit procedures.
- Review the Company's compliance with the Securities and Exchange Act, SET requirements or other laws related to the Company's business.

Profile of the Independent Director to act as Proxy for Shareholders No. 2

Mr. Nithat Nhawapathadoln (Age: 71 years)

Address : 50 On Nut 70/1 Alley, Intersection 2, Prawet Sub-District,
Prawet District, Bangkok

Position : Director / Chairman of the Nomination and Remuneration Committee
Member of the Audit Committee / Member of the Risk Management
Committee (Independent Director)



Appointment Date as Director : January 31, 2007

Tenure : 16 years

Highest Education : Master's degree in commerce, Thammasat University

Training from IOD : Audit Committee Program (ACP) Class 21/2008
: Director Certification Program (DCP) ฐัน 85/2007
: Audit Committee Program (ACP) ฐัน 21/2008
: Accounting Standard for Director Program
: Risk Management Program for Corporate Leaders (RCL) Class 2/2015

Illegal Record in Past 10 years : - None -

Shareholding : Number of Share (s) -None-

(Director/ Spouse / Minor Children) : Percentage per total voting rights - 0% -

Close Relative of any Management Member/ : - None -

Majority Shareholder / Subsidiaries

Vested interest in agenda of the 2023 General Meeting of Shareholders : Being vested interests in agenda 6.3 : To determine the remuneration of the Board of Directors

Vested special interest in agenda of the 2023 General Meeting of Shareholders : - None -

General Meeting of Shareholders

Working Experiences

May 13, 2015 - Present : Chairman of the Nomination and Remuneration Committee, SC Asset Corporation Plc.

December 16, 201 - Present : Member of the Risk Management Committee, SC Asset Corporation Plc.

January 31, 2007 - Present : Director / Member of the Audit Committee, SC Asset Corporation Plc.

1991 - 2000 : Executive Vice President, Premier Product Company Limited

Holding a position of director / executive in other companies

Other Listed Companies in SET -None-

Other Non-Listed Companies -None-

Other companies that compete with/related to the Company that may cause conflict of interest. -None-

Meeting Attendance in 2023**Number of Attendance / Number of Meetings**

The Board of Directors	8/8
The Audit Committee	9/9
The Nomination and Remuneration Committee	2/2
The Risk Management Committee	4/4

Having the following interest with the Company / parent company / subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person -No-
2. Being a professional service provider (i.e. Auditor or Legal Consultant) -No-
3. Having the significant business relations that may affect the ability to perform independently. (such as purchase/sell of raw material/product/ loan providing/ or borrowing) -None-

Contribution to the Company (the Performance in the Previous Year)

1. Review the Company's financial statement to ensure it is accurate, reliable and have sufficient disclosure with the generally accepted accounting principles,
2. Review the efficiency and appropriateness of the Company's internal controls and internal audit system,
3. Review the Company's practice to ensure compliance with rules and regulations of the Stock Exchange of Thailand or other relevant laws concerning the Company's business,
4. Consider and nominate suitable candidates for the director posts and submit their names to the Company's Board of Directors for approval and/or for further submission to the shareholders' meeting for approval, on a case-by-case basis,
5. Annually determine an appropriate and relevant remuneration scale, both monetary and non-monetary, to attract and retain the members of the Board of Directors and members of sub-committees and top executives,
6. Monitor, oversee, and encourage all units to comply with the risk management framework and measures, as well as observe the prescribed action plans to assure that risks are kept at an acceptable level.

SC Asset Corporation Public Company Limited

Details of the program regarding the issuance and offering of the Warrants to purchase the ordinary shares to employees of the Company and the Company's subsidiaries (Employee Stock Option Program – ESOP for the year 2024)

1. Objectives and necessities of offering securities to employees of the Company and the Company's subsidiaries

The objective of the ESOP Program is to motivate and reward the performance of the qualified employees as well as retain them with the Company and the Company's subsidiaries. This should create the best interest of the Company and the Company's subsidiaries in long term and will finally result the sustainable growth of its business. Details of the Warrants under the Program including its rights and conditions to be issued and offered as follows:

The Company will issue and offer Warrants in ESOP for the year 2024 in an amount of not exceeding 55,000,000 units and allocate ordinary shares of not exceeding 42,000,000 shares (at Baht 1 par value), to reserve for the exercise of the Warrants, which is equivalent to approximately 0.98 percent¹ of the total paid-up capital of the Company.

Details of the Warrants under the Program – ESOP for the year 2024 as set out below will be proposed to the shareholders' meeting. Meanwhile, the Company expects to use the proceeds from the exercise of right pursuant to the Warrants working capital.

2. Preliminary details of the Warrants

<u>Type of Warrants</u>	Warrant to purchase the Company's ordinary shares, with specified name and non-transferable unless by hereditary or beneficiary transfer as specified in Clause 3.6.2 (hereinafter referred to as the "Warrants")
<u>Total Number of Warrants to be Offered</u>	Not exceeding 42,000,000 Units
<u>Offering Price per Unit</u>	Baht 0 (zero Baht)
<u>Offering Period</u>	The offering shall be completed within one year from the date on which the issuance and offer of the Warrants under the Program is approved by the 2024 Annual General Meeting of Shareholders
<u>Terms</u>	Not exceeding 5 years from the date of issuance and offering
<u>Number of Reserved Shares</u>	Not exceeding 42,000,000 shares (at the par value of Baht 1) or 0.98 ¹ percent of the total paid-up shares.

¹ The Ratio of reserved share to total paid up shares of the Company is subject to the change because the paid-up share might be increased due to the exercise of the warrant under ESOP – Grant III, ESOP – G Grant IV, and ESOP – Grant V

The Warrants Allocation Method

The Warrants shall be directly allocated to the employees of the Company and the Company's subsidiaries and shall not be offered through the intermediary.

Exercise Ratio

One warrant per one ordinary share.

Exercise Price

The weight average closing of the Company's shares trade on the Stock Exchange of Thailand during the period of 15 consecutive working days prior of the day Shareholders' Meeting, (no discount from the market price).

Issuing and Offering Date

The Company's Executive Committee or the designated person(s) by the Executive Committee will determine the date of issuing and offering of the Warrants.

Exercise Period

The employees of the Company and the Company's subsidiaries could exercise the right of the Warrants to purchase the Company's ordinary shares as shown in the following details:

First Year Employees of the Company and the Company's subsidiaries are entitled to exercise one-third of their allocated Warrants to purchase the Company's ordinary shares.

In case the exercise of rights pursuant to the Warrants creates a fraction of share(s) less than the board lot determined by the Stock Exchange of Thailand, such fraction will be exercisable in the next exercise of rights.

Second Year Employees of the Company and the Company's subsidiaries are entitled to exercise one-third of their allocated Warrants to purchase the Company's ordinary shares after 1 year from the Warrants are issued to them, until the Warrants are expired.

Third Year Employees of the Company and the Company's subsidiaries are entitled to exercise the remain of their allocated Warrants to purchase the Company's ordinary shares after 2 years from the Warrants are issued to them, until the Warrants are expired.

In case the exercise of rights pursuant to Warrants creates a fraction of share(s) less than the board lot determined by the Stock of Exchange of Thailand, such fraction will be exercisable at the last exercise of rights.

Rights and Interests Other
than those Normal Rights and
Interests from Ordinary Shares

-None-

3. Other Principles and Conditions for Exercise of the Warrants

3.1 Exercise Period of the Warrants

The Warrant holders are required to submit an exercise notice to the Company between 9.00 a.m. and 4.00 p.m. within 5 working days prior to each exercise date, except for the last exercise period, the notice must be submitted during 15 days prior of the last exercise period. Ordinary shares purchased in every exercise of the Warrants will be in whole number of a trading unit on the main board of the Stock Exchange of Thailand, except for the exercise of right for the last exercise period.

3.2 Exercise Date

Between 9.00 a.m. and 4.00 p.m. of the last business day of every month ("Exercise Date"), except for the last exercise period the exercise date will be during 5 working days prior to the expired date.

3.3 Qualification of employees of the Company and the Company's subsidiaries eligible for the Warrants allocation

3.3.1 Any employee of the Company or the Company's subsidiaries that passed the probationary period on the date of allocation (If working with the Company less than 1 year, the portion will be deducted according to the length of work)

3.3.2 Any selected director or employee who is beneficial to the Company or the Company's subsidiaries (as the case may be);

3.3.3 In the case of any exception not pursuant to Clauses 3.3.1 and 3.3.2, it will propose to the meeting of Executive Committee for special consideration; and

3.3.4 The number of warrants as determined by the Company's Board of Directors allocated to each director and/or employee of the Company or the Company's subsidiaries, holding position as the same level, will not necessarily be in the same amount, but will be varied based on the position, working experiences, employment duration, performance, potential and benefits brought to the Company or the Company's subsidiaries.

3.4 Exercise Procedures

3.4.1 The Warrant holder, who wishes to exercise his or her right, is required to submit the following documents to the registrar of the Warrants during the exercise period:

(A) The notification of intention to exercise the right to purchase ordinary shares form which has been accurately and completely filled in (the notification of intention to exercise form can be obtained at Human Resources Department of the Company). In case of Employee's executor, statutory heir, legatee, curator or guardian under the law pursuant to Clause 3.6.2 herein is the person notifying such intention, notification of intention to exercise the right to purchase ordinary shares which has been accurately and completely filled in together with complete and accurate evidence demonstrating his or her accession as the transferee of the right pursuant to the laws and conditions of Clause 3.6.2 of this condition.

(B) The Warrants in the number as specified under the notification of intention to exercise the right to purchase the Company's ordinary shares.

- (C) Payment for shares in the amount as specified in the notification of intention to exercise the right to purchase the Company's ordinary shares
 - (D) Withholding tax payment from exercising the rights to purchase ordinary shares for which the Company has an obligation to make the payment to the Revenue Department in accordance with the laws.
- 3.4.2. The Warrant holders are liable to pay their own personal income taxes incurred from exercising the rights to purchase ordinary shares.
- 3.4.3. In the case that the Warrant holders are unable to pay taxes to the Company according to Clause 3.4.1 (D) in full within specific date for any reasons and the Company has to pay such taxes in advance for the Warrant holders, it is deemed that those Warrant holders give the irrevocable rights to the Company to deduct any amount of taxes paid in advance for the participating employees of the Program from wage, bonus or other benefits to be paid by the Company which can be set off according to the laws and give the rights to the Company to use such money to pay or set-off with the amount of withholding taxes owed to the Company.
- 3.4.4. After the Warrant holder has fully complied with the terms and conditions for the exercise of rights to purchase ordinary shares, the Company will issue the underlying shares under the names of Warrant holder or Employee's executor, statutory heir, legatee, curator or guardian under the law (in case of Clause 3.6.2) and will deliver the Share Certificate via registered mail to the address stated in the notification of intention of exercise the right to purchase ordinary shares within 30 days from each exercise date. However, the Company may agree in advance with the Warrant holder to keep the Share Certificate at the Company so the Warrant holder can obtain the certificate by themselves or deliver to the Warrant holder's department. Alternatively, the Warrant holders may wish to use scripless system of the securities depository which will not lower their exercise rights.
- 3.4.5. After the Warrant holder has submitted his intention to exercise the right to purchase ordinary shares according to Clause 3.4.1, such intention to exercise the right may not be cancelled nor revocable, unless a written consent is provided by the Company.
- 3.4.6. The Company shall notify the list of Warrant holders who have exercised their rights to Thailand Securities Depository Company Limited, as a registrar of the Warrants, to proceed to register such Warrant holders as ordinary shareholders in the register of shareholders according to the number of ordinary shares from such exercise and the Company shall register the change of its issued and paid up capital with the Ministry of Commerce within 14 days from the end of each exercise period.

3.5 Adjustment to the Exercise Price and the Exercise Ratio

The Company shall adjust the Exercise Price and the Exercise Ratio in order to protect the Warrant holders from losing their rights and benefits in the following events:

- 3.5.1. In case where the Company changes the par value of its ordinary shares as a result of split or consolidation of its issued shares. The adjustment to Exercise price and Exercise Ratio shall be immediately effective after the par value of the Company's shares has been changed.

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times (\text{Par 1})}{(\text{Par 0})}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (\text{Par 0})}{(\text{Par 1})}$$

Where:

Price 1 = new Exercise Price after the change

Price 0 = old Exercise Price before the change

Ratio 1 = new Exercise Ratio after the change

Ratio 0 = old Exercise Ratio before the change

Par 1 = par value after the change

Par 0 = par value before the change

- 3.5.2 In case where the Company offers for sale of its ordinary shares to the existing shareholders according to their rights and/or the public and/or private placement and the net price of the newly issued shares is lower than 90% of "the market price of the Company's ordinary shares". The adjustment in the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not entitled to subscribe newly issued shares (the first day on which the SET posts the XR sign) in case of newly issued shares are being offered to the existing shareholders (Right Issue) and/or the first day on which newly issued shares are offered to the public and/or private placement, as the case may be.

"Net price of the newly issued ordinary shares" is calculated by the whole amount of money for which the Company obtained from the offer of the new shares after deducting expenses incurred from the offer of such securities and divided by the total number of newly issued ordinary shares.

"Market price of the Company's ordinary shares" means the weighted average of the market price of the Company's ordinary shares traded on the SET during the 7 consecutive business days (days on which the Company's ordinary shares are traded on the SET) before the Calculation Date. Weighted average of the market price of the Company's ordinary shares means the total trading value of the Company's ordinary shares divided by the total number of the Company's ordinary shares traded on the SET.

"Calculation Date" means the first day on which the purchasers of ordinary shares are not entitled to subscribe the newly issued ordinary shares in case of the shares are being offered to the existing shareholders (the first day on which the SET posts the XR sign) and/or the first day on which the newly issued shares are offered to the public for the case of public offering and/or the private placement.

In the case that an offer of newly issued ordinary shares at the same time provides more than one offer price and with the condition that such shall be subscribed together, the average of all offer prices shall be used to calculate the net price of the newly issued ordinary shares. If the offer is not subject to the conditions that must be subscribed together, only the offer price which is lower than 90 percent of “the market price of the Company’s ordinary shares” shall be used for the calculation of change.

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BX}]}{[\text{MP} (A + B)]}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} (A + B)]}{[(A \times \text{MP}) + \text{BX}]}$$

Where:

Price 1 = new Exercise Price after the change

Price 0 = old Exercise Price before the change

Ratio 1 = new Exercise Ratio after the change

Ratio 0 = old Exercise Ratio before the change

MP = the market price of the company’s ordinary shares

A = the number of fully paid ordinary shares as at the date before the closing of share register book date for the offer of newly issued ordinary shares to the existing shareholders and/or before the first day of the public offering and/or the private placement of the new shares, as the case may be.

B = the number of newly issued ordinary shares offered to the existing shareholders and/or the public and/or the private placement

BX = the net amount of money, after deducting expenses incurred (if any), received from the offer of newly issued shares to the existing shareholders and/or the public and/or the private placement as the case may be

3.5.3 In case where the Company offers to the existing shareholders and/or the public and/or the private placement any newly issued securities with the right to convert to ordinary shares or the right to subscribe ordinary shares (e.g. convertible debentures or warrants to purchase ordinary shares) and the net price of the newly issued ordinary shares to accommodate the exercise of rights is lower than 90% of the market price of the Company’s ordinary shares.

The adjustment of the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company’s shares are not entitled to subscribe the newly issued securities (the first day the SET posts the XR sign), in case that the newly issued securities are offered to the existing shareholders (Rights Issue) and/or the first day on which such newly issued convertible securities are offered to the public and/or private placement (as the case may be).

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BX}]}{[\text{MP} (A + B)]}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} (A + B)]}{[(A \times \text{MP}) + \text{BX}]}$$

Where:

Price 1 = new Exercise Price after the change

Price 0 = old Exercise Price before the change

Ratio 1 = new Exercise Ratio after the change

Ratio 0 = old Exercise Ratio before the change

MP = the Market price of the Company's ordinary shares

A = the number of fully paid ordinary shares as at the date before the closing of share register book date for the offer of newly issued convertible securities to the existing shareholders and/or before the first day of the public offering and/or private placement of the newly issued convertible securities, as the case maybe

B = the number of newly issued ordinary shares to accommodate the conversion of the new securities offered to existing shareholders and/or the public and/or the private placement

BX = the net amount of money received, after deducting expenses incurred (if any), from the issuance of the convertible securities offered to the existing shareholders and/or the public and/or the private placement, plus the money received from the conversion or the exercise of right to purchase the ordinary shares.

"Market price of the Company's ordinary shares" means the weighted average of the market price of the Company's ordinary shares traded on the SET during the 7 consecutive business days (days on which the Company's ordinary shares are traded on the SET) prior to the Calculation Date. Weighted average of the market price of the Company's ordinary shares means the total trading value of the Company's ordinary shares divided by the total number of the Company's ordinary shares traded on the SET.

"Calculation Date" means the first day on which the purchasers of ordinary shares are not entitled to subscribe any of the newly issued convertible securities in case of offer to the existing shareholders (the first day on which the SET posts the XR sign) and/or the first day on which the newly issued convertible securities are offered to any person to subscribe ordinary shares as the case may be.

3.5.4 In case where the Company pays out all or parts of its dividends in the form of its ordinary shares to its shareholders, the adjustment of the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not entitled to such stock dividends (the first day on which the SET posts the XD sign).

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times (\text{A})}{(\text{A} + \text{B})}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (\text{A} + \text{B})}{\text{A}}$$

Where:

Price 1 = new Exercise Price after the change

Price 0 = old Exercise Price before the change

Ratio 1 = new Exercise Ratio after the change

Ratio 0 = old Exercise Ratio before the change

A = the number of fully paid ordinary shares as at the date before the closing of share register book date to determine the entitlement of stock dividends.

B = the number of newly issued shares as stock dividends.

3.5.5 In case where the Company pays out dividend more than 50% of its net profits after tax in any accounting period during the term of the Warrants, the adjustment of the Exercise Price and the Exercise Ratio shall be immediately effective from the first day on which the purchasers of the Company's shares are not entitled to the dividends (the first day on which the SET posts the XD sign).

The dividend payout ratio paid to shareholders is calculated by dividing all actual dividends paid for each accounting period by the net profits after tax of the same period. The actual dividends paid shall include the interim dividend paid during such accounting period.

For the calculation of adjustment to the Exercise Price and the Exercise Ratio, the Company shall include only the actual dividend paid to the shareholders in the same accounting period.

In the case that the Company makes the interim dividend payment and the Company is not required to adjust the rights of the Warrant holders as the dividend payout ratio is not exceeding 50%, however, if the Company subsequently pays another dividend, the Company shall include the interim dividend paid earlier in the same accounting period to consider the adjustment of rights of the Warrants.

In the event that the Company already calculated the adjustment to Exercise Price and the Exercise Ratio from the interim dividend in any accounting period and later pays another dividend in the same accounting period, the earlier interim dividend shall not be included again in the

adjustment as the Warrant holders have been compensated by the adjustment of rights resulting from the payment of interim dividend.

“Market price of the Company’s ordinary shares” means the weighted average of the market price of all the Company’s ordinary shares traded on the SET during the 7 consecutive business days (days on which the Company’s ordinary shares are traded on the SET) before the Calculation Date. Weighted average of the market price of the Company’s ordinary shares means the total trading value of the Company’s ordinary shares divided by the total number of the Company’s ordinary shares traded on the SET.

“Calculation Date” is the first day on which the purchasers of ordinary shares are not entitled to the dividends (the first day on which the SET posts the XD sign).

Exercise Price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{MP} - (\text{D} - \text{R})]}{\text{MP}}$$

Exercise Ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (\text{MP})}{[\text{MP} - (\text{D} - \text{R})]}$$

Where:

Price 1 = new Exercise Price after the change

Price 0 = old Exercise Price before the change

Ratio 1 = new Exercise Ratio after the change

Ratio 0 = old Exercise Ratio before the change

MP = the Market price of the Company’s ordinary shares

D = actual dividends per share paid to the shareholders

R = dividends per share paid, by taking into the calculation the net profit after tax at the rate of 50% and the total number of shares with entitlements to dividends.

3.5.6 In case that there is any event which causes the Warrant holder to lose his/her right and benefit and such event is not stipulated under Clauses 3.5.1 to 3.5.5, the Company shall determine the adjustment to the Exercise Price and/or the Exercise Ratio without undermining the rights of the Warrant holder. Such consideration by the Company shall be deemed final and shall be notified to the SEC Office within 15 days from the date on which the event causing the adjustment of rights occurs.

3.5.7 The calculation of the adjustment to the Exercise Price and the Exercise Ratio in accordance with Clauses 3.5.1 through 3.5.6 are independent with each other and shall be calculated in order compared to the market price of the Company’s ordinary shares. In cases where these events simultaneously occur, the calculation shall be conducted in the ascending order from 3.5.1 → 3.5.5 → 3.5.4 → 3.5.2 → 3.5.3 → 3.5.6 which the decimals for the Exercise Price

shall be maintained at 3 decimals and the decimals for Exercise Ratio shall be maintained at 5 decimals.

- 3.5.8 The calculation of the adjustment to the Exercise Price and the Exercise Ratio in accordance with Clauses 3.5.1 through 3.5.6 shall not cause the increase of the Exercise Price and/or decrease of the Exercise Ratio, except in the case of the share consolidation and the new Exercise Price is used after the adjustment (in 3 decimals) multiplying by the number of ordinary shares (The number of ordinary shares shall be calculated from the new Exercise Ratio multiplied by the number of Warrants stated under the notification of intention to exercise the right. If such calculation results in a fraction of share, such fraction shall be cancelled.) If the money calculated from the exercise is a fraction of Baht, such fraction shall be cancelled. If the adjustment results in the new Exercise Price being lower than the par value of the Company's ordinary shares, the par value of the Company's ordinary shares shall be used as the new Exercise Price. The Exercise Ratio calculated from Clauses 3.5.1 to 3.5.6 shall be used as the new Exercise Ratio.
- 3.5.9 In case of the adjustment of the Exercise Price and/or the Exercise Ratio as mentioned in Clauses 3.5.1 through 3.5.6, the Company shall notify to the Warrant holders the results of the adjustment including the methods of calculation, reasons for the adjustment to the SEC Office and the Stock Exchange of Thailand in order to notify the new Exercise Price, the new Exercise Ratio, and the effective date of the new Exercise Price and the new Exercise Ratio. The Company shall inform the details of the adjustment to the Exercise Price and/or the Exercise Ratio to the Warrant holders via the disclosure system of the Stock Exchange of Thailand and shall post an announcement at the Company's office within 15 days from the date on which such adjustment to the Exercise Price and the Exercise Ratio becomes in effect.

3.6 Obligations between the Company and Employees of the Company and the Company's subsidiaries in respect of Allocation of the Warrants

- 3.6.1 If any person who is entitled to the Warrants retires from the Company or the Company's subsidiaries pursuant to the Company's work rules or his/her term in the position has expired, as the case may be, such employees of the Company or the Company's subsidiaries shall be entitled to exercise their Warrants during the term of the Warrants.
- 3.6.2 If any person who is entitled to the Warrants is no longer a director or employee of the Company or the Company's subsidiaries by reason of being deceased, disappeared, infirmity, or incompetent, such Warrants can be exercised by the person named as executor or beneficiary of the decease, disappeared, infirm, or incompetent director or employee, as the case may be. The person will be entitled to exercise those Warrants during the term of the Warrants.
- 3.6.3 If any person who is entitled to the Warrant is no longer as director or employee of the Company or the Company's subsidiaries for any reason other than as specified in Clause 3.6.1 or 3.6.2 above, such person shall be entitled to exercise their Warrants only the allowed portion before resigned from their office.

3.7 In case the Rights of the Warrants have not been fully exercised If the Warrant holders do not exercise or do not fully exercise the rights to purchase ordinary shares pursuant to the Warrants and the term of Warrants has expired, it shall be deemed that the director or the employee waives their rights pursuant to such un-exercised Warrants. In this respect, such employee shall not be entitled to claim any compensation from the Company.

3.8 Assistance from the Company in respect of sources of funds for employees of the Company and the Company's subsidiaries

-None-

3.9 Right Adjustment: The Company may reserve additional ordinary shares if the circumstance stipulated in the notification of the Securities and Exchange Commission, relating to the issuance and offering of the Warrants, occur and cause the adjustment of the rights pursuant to the Warrants

In case of the rights adjustment of the Program that required more additional shares than the reserved shares, the Company shall seek for approval from the shareholders, in the next Shareholders' Meeting. Should the Warrants expire sooner than the next Shareholders' Meeting, the Company shall bring the matter to the Shareholders' Meeting as soon as possible.

4. Effects upon Shareholders from Issuance of Warrants and Offer to Employees of the Company and the Company's subsidiaries

4.1 Effect upon Price Dilution due to the Exercise of Rights to Purchase Shares by Employees of the Company and the Company's subsidiaries

The exercise price is determined by the weighted average closing price of the Company's shares traded on the Stock Exchange of Thailand during the period of 15 consecutive working days prior to the date of Shareholders' Meeting, which closes to the market price, the issuance and offer of the Warrants will not create any effect upon price dilution.

However, effect upon price dilution due to the exercise of rights to purchase shares by employees of the Company and the Company's subsidiaries will be subject to the market price of the Company's shares on the day that new shares from the exercise of rights by employees start trading in the Stock Exchange of Thailand, in accordance with the following formula;

$$\frac{\text{Market Price before Offering} - \text{Market Price after Offering}}{\text{Market Price before Offering}}$$

4.2 Effect upon Existing Shareholders due to Reduced Ownership Ratio or Control Dilution in case the Warrants are exercised by all employees of the Company and the Company's subsidiaries as Calculated from the current Paid-Up Capital²

Number of the total paid-up shares	=	4,274,551,903 shares (at a par value of Baht 1 each)
Number of all share reserved shares the exercise of the Warrants	=	Not exceeding 42,000,000 shares (at a par value for of Baht 1 each)
Total Number of shares after exercise of right	=	Not exceeding 4,316,551,903 shares (at a par value of Baht 1 each)
Ratio of the reduced existing shareholder after exercise of the Warrant	=	0.0097 %

Calculation Method	$\frac{42,000,000}{4,274,551,903 + 42,000,000}$
--------------------	---

4.3 The Amount of Reserved Shared for Exercise of the Warrants Allocated to Directors and Employees at the Rate not exceeding 5% of the total Issued Shares²

Number of the total paid-up shares	=	4,274,551,903 shares (at a par value of Baht 1 each)
Number of reserved shares for the exercise of the Warrants to be allocated to Directors and employees of the Company and the Company's subsidiaries	=	Not exceeding 42,000,000 shares (at a par value of Baht 1 each)
Ratio of reserved shares to total paid-up shares	=	0.98 % of the total paid-up shares

4.4 Ordinary shares issued under the Warrants exercised shall have the same rights and status as ordinary shares previously issued by the Company in all respects

4.5 The list of all Directors and Employees, who are entitled to receive the Warrants at the rate Exceeding 5 Percent of the Warrant to be Issued and Offered

-None-

5. Description and Conditions of the Warrants

The Warrants issued and offered to directors and employees of the Company and the Company's subsidiaries shall be subject to rules and conditions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor32/2551 Re: Issuance and Offering of Securities to Directors or Employees dated December 15, 2008. The Warrant holders are liable to pay taxes and duties pursuant to the Revenue Code or and relevant laws governing the exercise of rights to purchase the Company's ordinary shares.

If, after the last exercise date, the rights pursuant to the Warrants have not been exercised, the outstanding Warrants shall be deemed and no longer exercisable.

² Calculated at the date as of February 27, 2024, the total paid up share is subject to the change because the exercise of the warrants under ESOP –Grant III, Grant IV and ESOP – Grant V

6. Right of Shareholders in Opposing the Offer of Warrants to Directors and Employees pursuant to the Notification of the Capital Market Supervisory Board No. TorJor32/2551 dated December 15, 2008

Pursuant to Clause 9 of the Notification of the Capital Market Supervisory Board No. TorJor.32/2551, dated December 15, 2008, the issuance and offering of the Warrants to directors and employees shall be approved by the Shareholders' Meeting with the vote of not less than three quarters of all votes of the shareholders attending the meeting and having the rights to vote and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of the shareholders attending the meeting.

(F 53-4)

Share Allotment Report form
SC Asset Corporation Public Company Limited
27th February 2024

We, SC Asset Corporation Public Company Limited, hereby report that the Board of Directors' Meeting No.2/2024, held on February 27, 2024 between 1.00 p.m. to 3.45 p.m., passed a resolution concerning the capital increase and share allotment as follows:

1. Allotment of new shares:

The Board of Directors' Meeting passed a resolution approving the allotment of the Company's unpaid share in the amount not exceeding 42,000,000 shares at par value of baht 1, totaling Baht 42,000,000 or 0.98 percent of the total paid-up capital shares, for the exercise of warrants to be issued to the Company's directors and employees (ESOP - for the year 2024). Such allotment will be proposed to the Annual General Meeting of Shareholders for their consideration and approval, details as follows:

1.1 The details of allotment

Allotted to	Number of shares	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing Shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
Reserve for the exercise of warrant issued to employees of the Company and the subsidiaries (ESOP – for the year 2024)	Not exceeding 42,000,000 units	1 : 1	Exercise price is the weighted average closing price of the Company's share traded on the Stock Exchange of Thailand during the period of 15 consecutive working days prior to the day of Shareholders' Meeting.	-	-

Note: The details of the ESOP-Grant VI are shown in Attachment 1.

Provided that, the Executive Committee or the designated person(s) by the Executive Committee are authorized to consider and prescribed other details relevant to the issuance of the warrants, including seeking approval from the relevant authorities and performing any other necessary actions related to the issuance of the warrant.

1.2 The Company's plan in case where there is a fraction of shares remaining

-None-

2. Schedule for a shareholders' meeting to approve the capital increase/ share allotment

The 2024 Annual General Meeting of shareholders is scheduled to be held on April 24, 2024 at 14.00 hours (via electronic device). The Company has set the Record Date for the shareholders who are eligible to attend the 2024 Annual General Meeting of Shareholders on March 14, 2024.

3. Approval of the share allotment by relevant governmental agency and conditions thereto

The Company will register the increase of paid-up capital at the Ministry of Commerce when the warrants are exercised to ordinary shares and seek approval from the Stock Exchange of Thailand to list such ordinary shares as listed securities and trading in the Stock Exchange of Thailand.

4. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To reserve for the exercise of warrant to purchase the Company's ordinary share issued to employees of the Company and the subsidiaries. The Company will use the proceeds from exercise of warrants as its working capital.

5. Benefits to the Company from the capital increase/share allotment:

The objective is to motivate and reward the performance of employees of the Company and the subsidiaries and to create the best interest to the Company and the subsidiaries. In addition, it is to retain the qualified employees to work with the Company and the subsidiaries in the long term.

6. Benefits which shareholders will receive from the capital increase/share allotment:

The objective is to motivate and reward the performance of employees of the Company and the subsidiaries and to create the best interest to the Company and the subsidiaries. In addition, it is to retain the qualified employees to work with the Company and the subsidiaries in the long term, finally resulting in improvement of performance of the Company and the subsidiaries.

The issued shares from exercise of warrants will have the same rights as that of the increased shares, previously issued, and be entitled to receive dividends from the date that their name are listed in the share register book submitted to the Minister of Commerce.

7. **Schedule of action if the board of directors passes a resolution approving the capital increase/share allotment:**

No.	Procedures of the capital increase	Date/Month/Year
1.	The date of Meeting of the Board of Directors for the approval of issuance the warrant to employee of the Company and the subsidiaries as well as the approval of the share allotment to reserve for the exercise of warrant to purchase the Company's ordinary share.	February 27, 2024
2.	Notice the resolution of the Board of Directors' Meeting to the Stock Exchange of Thailand	February 27, 2024
3.	The Record Date to determine the shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders	March 14, 2024
4.	The date of 2024 Annual General Meeting of Shareholders	April 24, 2024

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed *-Signed-* Authorized Representative
 (Mr. Somboon Kuptimanus)

The Company's Articles of Association
SC Asset Corporation Public Company Limited

Articles of Association relating to the General Meeting of Shareholders

Article 35 The Board of Directors shall arrange the annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

The meeting of shareholders other than aforementioned in the first paragraph shall be called an extraordinary meeting.

The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors deems appropriate or

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 reasons for calling such meeting 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 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 four, 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 days as from the date of expiration of the period under paragraph four. 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 five, the number of the shareholders presented does not constitute quorum as prescribed by Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting."

Article 36 In summoning a meeting of the shareholders, the board of directors shall send notice of summon of the meeting specifying place, date, time, agenda of the meeting and the subject matters to be proposed to the meeting in reasonable details by clearly describing which matters are to be proposed for acknowledgement, approval or consideration. It shall also submit any comment of the board of directors thereof (if any). Such notice shall be sent to the shareholders and the registrar not later than seven (7) days prior to the date of the meeting and published by newspaper for three (3) consecutive days not later than three (3) days prior to the date of the meeting.

The place of the meeting may be held in the province in which the Company's headquarters is located or in any other places as specified by the board of directors, and such meeting can be convened via electronic devices subjected to the conditions, procedures and methods specified by the law.

Article 39 In the shareholder meeting, the Chairman shall preside over the meeting. If the Chairman is not present at the meeting or is unable to perform his/her duty, The Vice-Chairman shall preside over the meeting. If there is no the Vice-Chairman position or there is the Vice-Chairman but his/her is not preset or is

The Company's Articles of Association
SC Asset Corporation Public Company Limited

unable to perform his/her duty, the meeting shall elect one shareholder who attends the meeting to preside over the meeting.

Article 41 The matters to be considered at the Annual General Meetings are:

- (1) To consider the board of directors' report on the operating results of the company for a previous year;
- (2) To approve the balance sheet and the profit and loss account;
- (3) To approve the contribution of the profit and the distribution of dividends;
- (4) To consider the election of directors replacing those retired by rotation and the determination of directors' remuneration;
- (5) To consider of the appointment of the auditor and to determine his/her remuneration; and
- (6) Any other matter

Articles of Association relating to Quorum

Article 37 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholder shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting of shareholders was requested for by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting. In the subsequent meeting no quorum is required

Articles of Association relating to Proxy and Voting

Article 38 At a meeting of shareholders, the shareholder may appoint any other person who is "sui juris" as proxy present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.

Articles of Association relating to Voting Procedure

Article 40 For voting in the shareholder meeting, one share shall be one vote. Any shareholder who has a special interest in any matter shall not be entitled to vote on such matter except for voting on the election of directors. A resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote :
 - (a) the sale or transfer of the whole or important parts of the business of the company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other private companies or public companies by the company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the

The Company's Articles of Association
SC Asset Corporation Public Company Limited

whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;

- (c) amendment of Memorandum of Association or Articles of the company;
- (d) increase or decrease the company's register capital;
- (e) dissolution of the company;
- (f) debenture issuance of the company;
- (g) amalgamation of the company.

Articles of Association relating to the distribution of dividends

Article 46 No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares in equal number for each share. The payment of dividends must be approved by the resolution of the meeting of the shareholders.

The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting.

The payment of dividends shall be made within one (1) month from the date the resolution is passed by the meeting of the shareholders or the meeting of the Board of Directors' resolution as the case may be. The notice of such payment shall be delivered to shareholders and announced in a newspaper for at least three (3) consecutive days.

Articles of Association relating to the election of director

Article 18 The company shall have a board of directors comprising at least five (5) directors but not more than fifteen (15) directors to conduct the business of the company, not less than half of whom shall reside within the Kingdom with qualification as described by law.

Article 19 The directors shall be elected at the shareholder's meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the 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 until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by the chairman.

Article 20 At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office at such time. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

A director who vacates office under this Section may be re-elected.

The directors retiring from office in the first and second years after the registration of the company

The Company's Articles of Association
SC Asset Corporation Public Company Limited

shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.

Article 24 In case a directorship becomes vacant otherwise than by rotation, the board of directors shall elect a person who has a qualification and who is not disqualified under the law of Public Company Limited and the law of Securities and Stock Exchanges as replacement at the following meeting of the board of directors. Unless the remaining duration of the director's term of office is less than two (2) months, the person so appointed shall retain his office during such time only as the remaining director was entitled to retain the same.

The resolution of the board of directors under the first paragraph must be supported by a vote of not less than three-fourths (3/4) of the remaining directors.

Article 25 Directors may or may not be shareholders of the company.

Article 26 A director is entitled to receive the remuneration from the company according to the consideration of the meeting of shareholders and has the resolution not less than two-thirds (2/3) of all votes of the shareholders present at the meeting. Such remuneration may be at fixed amount or specified from time to time or let it being enforced unless otherwise approved by the meeting of shareholders. Moreover, the director is also entitled to a per diem and any fringe benefit according to the regulations of the company.

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

Note : The full version of the Company's Articles of Association can be found on the Company's website, www.scasset.com

Proxy (Form A.)

Written at _____

Date ____ Month ____ Year ____

1. I/We _____ nationality _____
Address _____

2. being a shareholder of SC Asset Corporation Public Company Limited ("Company")
holding the total amount of _____ share(s) and have the rights to vote equal to _____ vote(s)
as follows:

ordinary share _____ share(s) and have the right to vote equal to _____ vote(s)

preference share _____ share(s) and have the right to vote equal to _____ vote(s)

3. Hereby appoint

Independent directors

Mr. Anek Panaapichon (Independent Director) Age 58 years, Address: 15/293 Nuanchan 44 Alley,
Nuanchan Sub-District, Bueng Kum District, Bangkok 10240 or

Mr. Nitath Nhawapathadoln (Independent Director) Age 71 years, Address: 50 On Nut 70/1 Alley,
Intersection 2, Prawet Sub-District, Prawet District, Bangkok 10250

Name _____ age _____ years, residing at _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
Province _____ Postal Code _____
E-mail address* _____ Mobile Phone (for receiving OTP)* _____

only one person from above as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 (via electronic device) on Wednesday 24th, April 2024 at 14.00 hrs. or such other date, time and place as the meeting may be adjourned.

I, a shareholder of SC Asset Corporation Public Company Limited, consent SC Asset Corporation Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Independent Director Proxy
(_____)

- Remark**
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. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

Duty Stamp of 20 Baht
is required

Proxy (Form B.)

Written at _____

Date ____ Month ____ Year ____

1. I/We _____ nationality _____
Address _____
2. being a shareholder of SC Asset Corporation Public Company Limited ("Company")
holding the total amount of _____ share(s) and have the rights to vote equal to _____ vote(s)
as follows:
 ordinary share _____ share(s) and have the right to vote equal to _____ vote(s)
 preference share _____ share(s) and have the right to vote equal to _____ vote(s)
3. Hereby appoint
 Independent directors
Mr. Anek Panaapichon (Independent Director) Age 58 years, Address: 15/293 Nuanchan 44 Alley,
Nuanchan Sub-District, Bueng Kum District, Bangkok 10240 or
Mr. Nitath Nhawapathadoln (Independent Director) Age 71 years, Address: 50 On Nut 70/1 Alley,
Intersection 2, Prawet Sub-District, Prawet District, Bangkok 10250
 Name _____ age _____ years, residing at _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
Province _____ Postal Code _____
Email address* _____ Mobile Phone (for receiving OTP) * _____

only one person from above as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 (via electronic device) on Wednesday 24th, April 2024 at 14.00 hrs. or such other date, time and place as the meeting may be adjourned.

I, a shareholder of SC Asset Corporation Public Company Limited, consent SC Asset Corporation Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto, except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained username or password to log in the system for voting. In case a shareholder did not vote in advance in the proxy (Form B.), it shall be deemed that I intend to vote in approve on every agenda.

4. In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (b) To grant my/our proxy to vote at my/our desire as follows:

Remark: Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

Any shareholder who wishes to use the Proxy Form-A (General Form) or Proxy Form-C (Custodian Form)
may download such form at <www.scasset.com>.

Agenda No. 1 Matters to be informed

- There was no voting for this agenda -

Agenda No. 2 To consider and certify the Board of Directors' report on the operating performance of the Company for the year 2023

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. 3 To approve the 2023 financial statement for the year ended December 31, 2023

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. 4 To approve the dividend payment for the year 2023

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. 5 To consider and approve the appointment of the auditor and to determine the audit fee for the year 2024

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. 6 To approve the election of directors replacing those retired by rotation and to determine the name of the authorized directors and the remuneration of the Board of Directors for the year 2024

6.1 To approve the election of directors replacing those retired by rotation

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Election of certain directors:

(1) Mr. Rath Kitivejsoth

Approve

Disapprove

Abstain

(2) Mr. Precha Sekhararidhi

Approve Disapprove Abstain

(3) Mr. Songsak Premsuk

Approve Disapprove Abstain

(4) Mr. Nathpath Ouajai

Approve Disapprove Abstain

6.2 To determine the authorized directors of the Company

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve Disapprove Abstain

6.3 To determine the remuneration of the Board of Directors

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve Disapprove Abstain

Agenda No. 7 To approve the issuance and offering of the Warrants to purchase the ordinary shares (“Warrant”) to employees of the Company and the Company’s subsidiaries, not exceeding 42,000,000 units (Employee Stock Option Program – ESOP for the year 2024)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve Disapprove Abstain

Agenda No. 8 To approve the allocation of additional ordinary shares, not exceeding 42,000,000 shares, with a par value of 1 baht (one baht) per share to support the exercise of rights according to the warrants (Employee Stock Option Program – ESOP for the year 2024)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve Disapprove Abstain

5. Any agenda voting of the proxy which is not complied with this letter shall be deemed as incorrect voting and it shall not be my voting in term of a shareholder.
6. In case I/we do not specify my/our intention to vote in any agenda or not clearly specify 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.
7. Other statements or evidences (if any) of the proxy _____

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves. Unless the proxy does not vote as I stated in the proxy.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Independent Director Proxy
()

Remark

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. In agenda of director election, the election of individual directors.
3. In case of agenda for consideration in the Meeting is more than above stated, it can be specified in the attached supplemental proxy form B.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may mark the statement or provide evidence by specifying in clause 7.

Supplemental Proxy Form

The proxy is granted by a shareholder of SC Asset Corporation Public Company Limited.

For the Annual General Meeting of Shareholders for the Year 2024 (via electronic device) shall be held on Wednesday 24th, April 2024 at 14.00 hrs., or such other date, time and place as the meeting may be adjourned.

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Duty Stamp of 20 Baht
is required

Proxy (For Custodian) (Form C.)

Written at _____

Date ___ Month _____ Year ___

1. I/We _____ nationality _____

Address _____

in the capacity of a Depository and Trustee (Custodian) for _____

being a shareholder of SC Asset Corporation Public Company Limited ("Company")

holding the total amount of _____ share(s) and have the rights to vote equal to _____ vote(s) as follows:

ordinary share _____ share(s) and have the right to vote equal to _____ vote(s)

preference share _____ share(s) and have the right to vote equal to _____ vote(s)

2. Hereby appoint

Independent directors

Mr. Anek Panaapichon (Independent Director) Age 58 years, Address: 15/293 Nuanchan 44 Alley,
Nuanchan Sub-District, Bueng Kum District, Bangkok 10240 or

Mr. Nitath Nhawapathadoln (Independent Director) Age 71 years, Address: 50 On Nut 70/1 Alley,
Intersection 2, Prawet Sub-District, Prawet District, Bangkok 10250

Name _____ age _____ years, residing at _____

Road _____ Tambol/Khwaeng _____ Amphur/Khet _____

Province _____ Postal Code _____

Email address* _____ Mobile Phone (for receiving OTP)* _____

only one person from above as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2024 (via electronic device) on Wednesday 24th, April 2024 at 14.00 hrs. or such other date, time and place as the meeting may be adjourned.

I, as a custodian, consent SC Asset Corporation Public Company Limited to send username and password to the proxy with the name and email address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained Username or Password to log in the system for voting).

3. In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

equal to all of the number of shares held by me/us and have the right to vote in accordance

proxy a part of

ordinary share _____ share(s) and have the right to vote equal to _____ vote(s)

preference share _____ share(s) and have the right to vote equal to _____ vote(s)

Totalling _____ Vote(s)

Remark: Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the username and Password and OTP used for logging-in to the electronic meeting system.

4. In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

Agenda No. 1 Matters to be informed

- There was no voting for this agenda -

Agenda No. 2 To consider and certify the Board of Directors' report on the operating performance of the Company for the year 2023

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

Agenda No. 3 To approve the 2023 financial statement for the year ended December 31, 2023

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

Agenda No. 4 To approve the dividend payment for the year 2023

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

Agenda No. 5 To consider and approve the appointment of the auditor and to determine the audit fee for the year 2024

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

Agenda No. 6 To approve the election of directors replacing those retired by rotation and to determine the name of the authorized directors and the remuneration of the Board of Directors for the year 2024

6.1 To approve the election of directors replacing those retired by rotation

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Election of certain directors:

(1) Mr. Rath Kitivejosoth

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

(2) Mr. Precha Sekhararidhi

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

(3) Mr. Songsak Premsuk

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

(4) Mr. Nathpath Ouajai

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

6.2 To determine the authorized directors of the Company

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

6.3 To determine the remuneration of the Board of Directors

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

Agenda No. 7 To approve the issuance and offering of the Warrants to purchase the ordinary shares (“Warrant”) to employees of the Company and the Company’s subsidiaries, not exceeding 42,000,000 units (Employee Stock Option Program – ESOP for the year 2024)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

Agenda No. 8 To approve the allocation of additional ordinary shares, not exceeding 42,000,000 shares, with a par value of 1 baht (one baht) per share to support the exercise of rights according to the warrants (Employee Stock Option Program – ESOP for the year 2024)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve _____ vote(s) Disapprove _____ vote(s) Abstain _____ vote(s)

5. Any agenda voting of the proxy which is not complied with this letter shall be deemed as incorrect voting and it shall not be my voting in term of a shareholder.
6. In case I/we do not specify my/our intention to vote in any agenda or not clearly specify 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.
7. Other statements or evidences (if any) of the proxy _____

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Independent Director Proxy
()

Remark

1. This Proxy Form C is designed for shareholders who recorded as foreign shareholders and have appointed a Custodian to act as their Depository and Trustee in Thailand.
2. Documentary evidences required to be enclosed together with this proxy are as follows:
 - (1) A Shareholder's power of attorney which authorizes the Custodian to sign the proxy on his/her behalf.
 - (2) A letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
3. Where more than one proxy is appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.
4. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.
5. In case of agenda for consideration in the Meeting is more than above stated, it can be specified in the attached supplemental Proxy Form C.

Supplemental Proxy Form

The proxy is granted by a shareholder of SC Asset Corporation Public Company Limited.

For the Annual General Meeting of Shareholders for the Year 2024 (via electronic device) shall be held on Wednesday 24th, April 2024 at 14.00 hrs., or such other date, time and place as the meeting may be adjourned.

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ **Re :** _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda _____ Re : **Elect of directors**

Name of Director

.....

Approve Disapprove Abstain

Name of Director

.....

Approve Disapprove Abstain

Name of Director

.....

Approve Disapprove Abstain

Name of Director

.....

Approve Disapprove Abstain

Name of Director

.....

Approve Disapprove Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Independent Director Proxy
()

Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device), submission of document and procedure of registration, method of granting proxy, procedures for attending the meeting via electronic device, voting, vote counting and questioning during the meeting including Registration Form.

The Company will hold the 2024 Annual General Meeting of Shareholders via electronic device only on Wednesday, April 24, 2024, at 14.00 hours, in which the Company will not prepare the meeting room or provide onsite registration on the meeting day. Thus, all Shareholders are requested to attend the meeting via Electronic Device.

The Company has engaged Digital Access Platform Co., Ltd, the Stock Exchange of Thailand's subsidiary, to be DAP e-Shareholder Meeting system provider to provide the service and system for the meeting by electronic device. The shareholders, who would like to attend the meeting by Electronic Device, please proceed in accordance with the following guidelines:

Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device)

1. Person

1.1 Personal Attendance

- Valid identification card or a copy of official document issued by government authorities e.g. government officer identification card, driver license or Passport supported by any documents in case of change thereto

1.2 Proxy

- Any Proxy Form, either Form A or Form B duly filled in and signed by shareholder and proxy
- A copy of Identification Card issued by competent authorities duly certified shareholder
- A copy of Identification Card issued by competent authorities duly certified by proxy

2. Juristic Entity

2.1 Personal attendance by shareholder representative:

- A copy of a company certificate issued by Department of Business Development, Ministry of Commerce and duly certified by authorized director(s) who attends the meeting showing that the shareholder representative (authorized director) has the authority to act on behalf of the juristic person shareholder;
- A copy (ies) of Identification Card or issued by competent authorities duly certified by such authorized director(s).

2.2 Proxy:

- Any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder and proxy
- A copy of a company certificate issued by Department of Business Development, Ministry of Commerce and duly certified by authorized director(s);
- A copy (ies) of Identification Card or others issued by competent authorities to authorized director(s) duly certified by him/her/them;
- A copy (ies) of ID Card or others issued by competent authorities to proxy duly certified by proxy.

3. For Foreign Investor appointing the Custodian in Thailand

- In case Custodian appointed as depositary by foreign investors, documents as under juristic entity 2 shall be applied by selecting one of any Proxy Form (either Form A, Form B or Form C) duly filled in and signed by shareholder and proxy;
- In the event custodian has been authorized to sign on proxy, the following documents shall be produced:
 - 1) A power of attorney appointing such custodian to sign on proxy;
 - 2) A confirmation letter that signatory has been licensed to engage in custodian business.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public. In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person (as the case may be) of juristic person shareholder.

Submission of Document and Procedure of Registration

1. Shareholder intends to attend the meeting in person

1.1 Individual shareholders wishing to use their ID card for identity verification

Shareholder can pre – register (e-Register) to attend the 2024 Annual General Meeting of Shareholders (via electronic device) via DAP e-Shareholder Meeting system **from March 29, 2024 until April 24, 2024**, which is the meeting date by using the Shareholder’s valid ID card to register at <https://portal.eservice.setgroup.or.th/Account/Login?refer=nM3EWW1HnNe0FF6jX8tl7QsRHqaT9nq6J1F8QSbNJDnGbv1YIASB%2bg%3d%3d>

or scan this QR Code



- After the Shareholder performs the registration process through DAP e-Shareholder Meeting system, the Company will verify the validity of shareholder’s information. After that Shareholders will receive an email confirming your registration result via E-mail address used at registration process.
- #### 1.2 Individual shareholders wishing to use official document issued by government authorities (other than ID card) for identity verification or the juristic person’s representative attend the meeting in person
- In case Individual shareholders wish to pre-register to attend the 2024 Annual General Meeting of Shareholders (via electronic device) via DAP e-Shareholder Meeting system by using official document issued by government authorities other than ID card or the juristic person’s representative attend the meeting in person, please send registration form attached with Attachment 10 hereto together with other documents showing an identity as stated in subject “Documents or evidence

showing an Identity of the shareholder required for attending the meeting” item 1.1 or 2.1 (as the case may be) to the Company through the following channels

Mailing Address : by using in the envelop enclosed with the Notice of Meeting (no stamp needed) at the following address;
Company Secretary Department
SC Asset Corporation Public Company Limited
1010 Viphavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District,
Bangkok 10900 or

E-mail Address : companysecretary@scasset.com

The Company shall receive the document **within 17.30 hours of April 19, 2024**. You are suggested to send via post no later than April 12, 2024.

- After the Company verifies the correctness of registration form and the validity of documents or evidence showing an identity, Username and Password used for Log-in to the electronic meeting via DAP e-Shareholder Meeting system will be sent to shareholder’s email address as specified in the registration form.
- For registration troubleshooting, please contact the Company’s staffs at 02-949-2692 or 02-949-2414 during working hours available from 08.30-17.30 hours during March 29, 2024 (except on Saturday-Sunday or Public holidays).

2. Shareholder appoint the Independent Director

- Shareholder, who does not intend to attend the electronic shareholders meeting in person, may appoint to one of the Independent Director, Mr. Anek Panaapichon or Mr. Nitath Nhawapathadoln as your proxy to attend the meeting and vote instead. To do so, please select an independent director as specified in the proxy form to appoint as a proxy holder. Please be noted that granting a proxy to Independent Director are recommend to use Proxy Form B only, which has been sent to the shareholders together with Notice of Meeting, and submit it along with accompanying documents for proxy appointment accordingly. Profiles of the Independent Directors to act as Proxy for Shareholders can be found in Attachment 5.
- Please submit proxy duly filled in and signed by shareholders along with accompanying documents showing an identity for proxy appointment through the following channels

Mailing Address : by using in the envelop enclosed with the Notice of Meeting (no stamp needed) at the following address;
Company Secretary Department
SC Asset Corporation Public Company Limited
1010 Viphavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District,
Bangkok 10900 or

E-mail Address : companysecretary@scasset.com

The Company shall receive the document **within 17.30 hours of April 19, 2024**. You are suggested to send via post no later than April 12, 2024

3. Shareholder intends to grant a proxy to any person (other than Independent Director)

- Shareholder who intends to grant a proxy to any person to attend the meeting instead, shareholders and/or proxy can fill their name and details of proxy in completely and correctly in Proxy Form A which is general proxy form (SIMPLE FORM) or Form B which is specific details form according to Regulation of Department of Business Development sent together with Notice of Meeting.
- Please submit proxy duly filled in and signed by shareholders and proxy with accompanying documents showing an identity for proxy appointment through the following channels

Mailing Address : by using in the envelop enclosed with the Notice of Meeting (no stamp needed) at the following address;
Company Secretary Department
SC Asset Corporation Public Company Limited
1010 Viphavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District,
Bangkok 10900 or

E-mail Address : companysecretary@scasset.com

The Company shall receive the document **within 17.30 hours of April 19, 2024**. You are suggested to send via post no later than April 12, 2024.

- After the Company verifies the correctness of proxy form and other relevant documents, Username and Password used for Log-in to the electronic meeting via DAP e-Shareholder Meeting system will be sent to email address as specified in the proxy form.
- In the case the Shareholders have already granted the proxy by using Proxy Form B and specified the voting in each agenda, the Company will record the votes as specified in the proxy forms. In this regard, the proxy shall not be obtained Username and Password used to log-in to DAP e-Shareholder Meeting system but will not be able to vote again. Due to voting in advance, in case the shareholders did not vote in advance in the proxy form (Form B.), it shall be deemed that the shareholders intend to vote in approve on every agenda.
- For shareholders who have already appointed a proxy, if wishing to attend the meeting as an observer able to request password to access the meeting system for observation by notifying the company by email (E-mail) and telephone number at

Mailing Address : by using in the envelop enclosed with the Notice of Meeting (no stamp needed) at the following address;
Company Secretary Department
SC Asset Corporation Public Company Limited
1010 Viphavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District,
Bangkok 10900 or

E-mail Address : companysecretary@scasset.com

Please note that one email address can be used for registration via DAP e-Shareholder Meeting system for only one shareholder. Therefore, in the case that a shareholder attending the meeting is also granted proxy from other shareholders or the proxy holder is granted proxy from many shareholders, the proxy holder has to prepare a number of email address in accordance with the number of shareholders attending the meeting, either attending by themselves or by proxy.

Procedures for Attending the Meeting via Electronic Device

1. Shareholder and Proxy can Log-in to DAP e-Shareholder Meeting system on April 24, 2024 at 12.00 hours. (2 hours before the meeting starts) by selecting “Log in” by using Username and Password together with OTP received. Log in at

<https://portal.eservice.setgroup.or.th/Account/Login?ReturnUrl=%2F>

หรือ สแกน QR Code นี้



2. After logging- in to DAP e-Shareholder Meeting system, shareholders must accept the terms and conditions of meeting attendance and click “Attend the meeting” to join the 2024 Annual General Meeting of Shareholders through DAP e-Shareholder Meeting system.
3. Please use the following devices and/or programs to attend the electronic meeting:
- Recommended internet speed should be at least 10 Mbps
 - Smartphone / Tablet with camera with Android OS that supports over 8 version or IOS that support over 10.0 version
 - PC Computer / Notebook via Web Browser with Windows that supports over 10 version or Mac that support over OS X 10.12 version. Web Brower that support namely Google Chrome (over 88 version), Safari or Internet Explorer
-


Voting

1. When the Chairman of the meeting notify the shareholders to cast their votes, DAP e-Shareholder Meeting system will be opened for voting system, shareholders please press “**voting**” button. After that the voting system will show the page for voting as “**approve**”, “**disapprove**” or “**abstain**”. Each shareholder will have votes equal to the number of their shares held.
2. Shareholders need to choose in each agenda whether “**approve**”, “**disapprove**” or “**abstain**” **within 2 minutes** and then press “**vote**” button so that the voting procedure will be finished. Shareholders, who have not chosen “approve”, “disapprove” or abstain” within the voting period, will be deemed to resolve to **approve** the agenda as proposed to the meeting for consideration.

Nevertheless, if the voting period still exists, the shareholders may return to amend their votes within such period.

3. In the event the shareholder has granted a proxy to another to join the meeting on his/her behalf, the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate without specifying the voting in the proxy form. **Unless in the case** the shareholders have already specified the voting in the proxy forms, the Company will record the votes as specified in the proxy forms. In this regard, the proxy will not be obtained Username and Password using to log-in to DAP e-Shareholder Meeting system for voting.

Vote Counting

1. On each agenda, vote will be counted for **“approve” “disapprove” and “abstain”**. The scoring base will be majority vote counted against total votes of the shareholders attending the meeting and cast their votes which include “approve” and “disapprove” vote. The “abstain” vote will not be counted. **Except** agenda item 6.3, the resolution will not be less than two-thirds of shareholders counted against total votes of shareholders attending the meeting and agenda item 7, the resolution will not be less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding ten percent of all eligible votes.
2. After the vote counting for each agenda item, the Company will announce the voting result as approval, disapproval, or abstention as a number of vote and a percentage of total vote. Shareholders can check the results of each agenda by clicking the icon 

Questioning

1. In the event shareholders would like to ask questions during the meeting, shareholders need to click the **“Send questions”** button at the lower-right corner of the meeting screen and then type your question and select **“Confirm”** button for queuing.
2. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda. Any shareholders, who are called to ask question, please enable the microphone or microphone and VDO on DAP e-Shareholder Meeting system. In case such shareholders cannot ask the questions by themselves or they do not wish to ask the questions by themselves, the Company’s staff will read the questions submitted by such shareholders via DAP e-Shareholder Meeting system instead of shareholders.

Only question regarding the agenda proposed for consideration to the Meeting will be allowed to asked so that the Company will employ the time for for the best interest of all shareholders.

- There will be no physical meeting on Wednesday, April 24, 2024. Therefore, shareholder will be asked to register to attend the electronic meeting or appoint the Independent Director to attend the electronic meeting instead of attending in person.
- The Company’s staffs and technology provided by the Stock Exchange of Thailand will be well prepared to facilitate the verification the documents of each shareholder, who intend to attend the meeting. For the

convenience of shareholders, please study procedure of registration. Shareholders are recommended to pre-register via DAP e-Shareholder Meeting system prior to the meeting date.

- To facilitate shareholders who cannot attend the meeting in person, live broadcasting of the Meeting is available at www.scasset.com for their acknowledgment of resolution.
- The Company will record the entire shareholder meetings in the form of VDO Clip File.
- Shareholder can study procedure of registration, attending the meeting via electronic device, broadcasting, voting and raising question in DAP e-Shareholder Meeting User Manual Attachment 12 or at <https://www.set.or.th/th/dap/services/e-shareholder-meeting>

or scan this QR Code



- If the twenty-baht worth of duty stamp is not affixed on the proxy, the Company will facilitate in affixing the duty stamp on registered proxy.

.....

Operations of the Company in accordance with the Law on Personal Data Protection

- In organizing a Shareholders' Meeting via Physical Meeting or e-Meeting system, the Company will collect, use, and disclose personal information of shareholders who register and ask for information or express opinions on the meeting agenda. First and last names will be recorded and published in the meeting minutes. To perform duties as required by law and for the benefit of providing services to shareholders in attending shareholder meetings. The shareholders will be protected according to the Privacy Policy, details on the Company's website <https://www.scasset.com/th/about-us/company-governance/>

Any questions or problems regarding the pre-registration or attending the Annual General Meeting of Shareholders via Electronic Device, please contact.

Company Secretary Department

SC Asset Corporation Public Company Limited

1010 Viphavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900

Telephone +662 949 2692 or +662 949 2414

Email companysecretary@scasset.com

Registration Form

2024 Annual General Meeting of Shareholders (via Electronic Device)

Please fill in this form, only for the following cases:

1. Individual shareholders wishing to use official document issued by government authorities or
2. Attendance in person by a representative of juristic person shareholders

Shareholder Name.....

ID Card No. / Juristic ID No.....Nationality.....

A shareholder / Shareholder's representative of SC Asset Corporation Public Company Limited

holding shares in the total amount ofshares

Status of the Meeting Attendee

- Individual shareholders wishing to use official document (other than ID card) issued by government authorities for identity verification

E-mail address*Mobile Phone (for receiving OTP)*.....

- Attendance in person by a representative of juristic person shareholders

Representative NameNationality.....ID Card No.....

E-mail address*Mobile Phone (for receiving OTP)*

Shareholders for the above cases have to submit the documents to the Company for identity verification and register via DAP e-Shareholder Meeting system on behalf of shareholders. Shareholders can send the relevant document via post or email address as specified in topic "Submission of Document and Procedure of Registration"

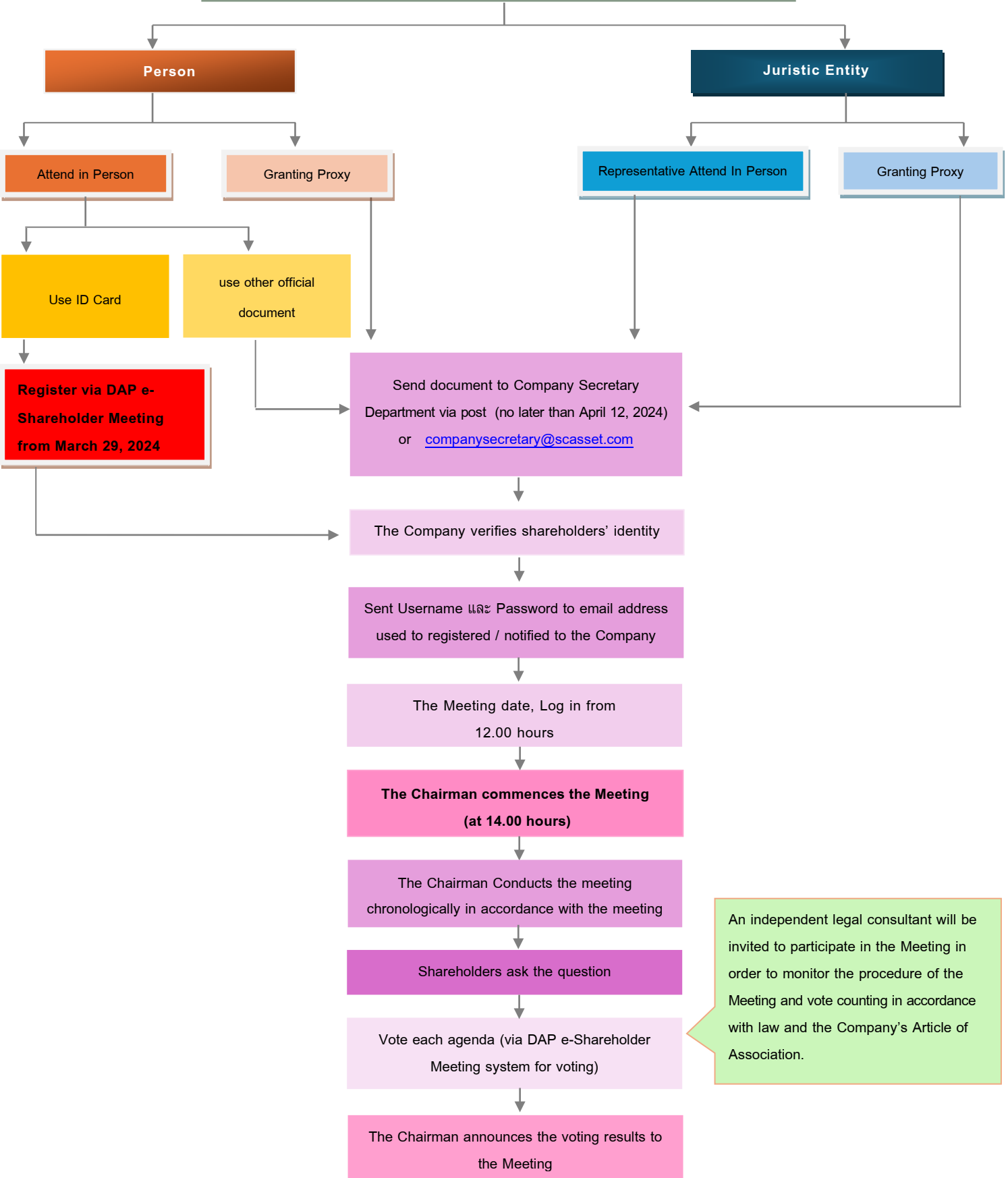
Sign.....Shareholder / Shareholder's Representative

()

Remark: Please correctly and completely fill in the form, especially those email address and mobile phone number specified with (*). Otherwise, the Company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system

Procedure for Attending the 2024 Annual General Meeting of Shareholder (via electronic device)

Shareholder
SC Asset Corporation Public Company Limited



User Manual

e-Shareholder Meeting System



Contents

1 Preparation for DAP e-Shareholder Meeting

2 Steps of e-Registration

3 Steps of joining the e-Meeting

4 e-Question and e-Voting functions

5 Resetting password

1 Preparation for DAP e-Shareholder Meeting

For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome
(recommended)



Safari



Edge

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person certificate



ID Card

or



Passport

Preparation for DAP e-Shareholder Meeting

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



**DAP
e-Shareholder
Meeting**

Register by sending documents to the company*

1



For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

2



The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

* Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

2 Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1 Click “New registration”

DAP E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

[Forgot password](#)

Login

or

New registration

[Investor Registration Manual](#)

Recommended Browser: Chrome



2 Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click “OK”

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

1 / 2 | 36% | [Icons]

1

เมื่อใช้งานระบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้นก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าตรงสองและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือที่เกี่ยวข้องกับการจัดการประชุมที่ผู้จัดประชุมได้จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของข้อมูลผู้ถือหุ้น เพื่อวัตถุประสงค์ในการจัดการประชุมที่ผู้จัดประชุมได้จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดคลิกปุ่ม "ตกลง" ด้านล่างเพื่อดำเนินการต่อไป

ยกเลิก **ตกลง**

2.1 Attend the meeting in person – Individual person with the ID Card



1 Choose a registration form

Attend in person Proxy

2 Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

4 Enter OTP

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

1 Choose a registration form

2 Specify the type of shareholder

3 Fill out personal information

Attend in person Proxy

Thai person Foreign person / Person without the ID card Juristic person

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

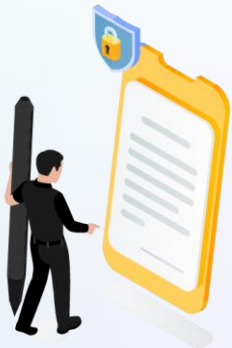
Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth (optional)
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”



4 Enter OTP

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

5 Take a picture of yourself / Attach files



Take a picture of yourself and upload attachments as specified in the invitation letter

 อีพower



Upload attachments as specified in the invitation letter

 อีพower

6 Review registration and securities holding information

Please keep your username and password confidential. Your login account should never be disclosed to others.



Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

2.3 Proxy to another person (A)



1 Choose a registration form

Attend in person Proxy

2 Fill out the information of the shareholder who appoints a proxy and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

3 Specify the type of proxy

Proxy to another person (A) Proxy to independent director (B)

4 Fill out proxies information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

 อัปโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at

 เอกสารใบมอบฉันทะ ก.

Click “Next”

Review registration
and securities holding
information



Shareholders review the registration
information and securities holding information.
If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting



2.4 Proxy to another person (B)



1 Choose a registration form

Attend in person Proxy

2 Fill out the information of the shareholder who appoints a proxy and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

3 Specify the type of proxy

Proxy to another person (B) Proxy to independent directors (B)

4 Fill out proxies information

Proxy to another person (B)

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

Proxy to another person (B)

- Independent Director’s name

5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree Disagree Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree Disagree Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda. There are 3 voting options:

- Agree
- Disagree
- Abstain

อัพโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at

เอกสารใบมอบอำนาจฯ

Click “Next”

6

Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3 Steps of joining the e-Meeting



1

<https://portal.eservice.setgroup.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

Click the meeting link in the email received from the system.

2

Login

Email

Password

[Forgot password](#)

Enter Username (email address that you have registered) and Password

3

Meeting list

Company Name Meeting Type Status Year Search Cancel

Company Name Meeting Type Status Year

Annual General Meeting of Shareholder for the year 2022 No. 1/2022 Meeting

บริษัท กสอ.ไทย SET

19 July 2022 AGM Online Join Meeting

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click “Join Meeting” on the meeting you wish to join

4

Meeting list [Join Meeting](#)

Meeting information | [Agenda](#) | [Q&A](#) | [Summary voting results](#)

Meeting information

Company Name USJH neaoujou SET
Company Symbol TEST
Meeting Name Annual General Meeting of Shareholder for the year 2022 No. 1/2022
Meeting Type AGM
Meeting Location via electronic meeting (E-AGM) at 3:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	neaoujou neaoujou	1,000	1,000	23/28 nuj 5 neaoujou neaoujou neaoujou neaoujou
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting” [Join Meeting](#)
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP



3 Steps of joining the e-Meeting

Meeting Room

Open WebEx Leave Meeting

DAP e-Shareholder Meeting

1

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

Agenda

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
- Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
- Agenda No 4.2 To consider and approve the audit fee for the year 2022

Description

- Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
- Current agenda will be indicated by star icon and yellow bar
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

Q&A 5 Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021
Remark : Completed
06 February 2022 14:09 Delete

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดผลออก
Remark : ยกยอดไปตอบในวาระที่ 3 Completed
06 February 2022 14:09 Delete

4 e-Question and e-Voting functions



e-Question functions

DAP e-Shareholder Meeting

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year: 2020
- To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Submit Vote Send Question

During the meeting, shareholders can submit questions in advance:

1. Click “Submit Vote” **Send Question**
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
Click “Submit Vote” **Send Question**

Send Question

Agenda *

Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Questioner *

สมาชิกสามัญผู้ถือหุ้น

Question (Optional)

1/1000

Close Send Question

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

4 e-Question and e-Voting functions

e-Voting functions



Submit Vote
Send Question

Submit Vote
×

Agenda
To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

Agree All
 Disagree All
 Abstain All

Shareholder: Mr. A Tester

Agree
 Disagree
 Abstain

1) Proxy: Mr. B Testerproxy

Agree
 Disagree
 Abstain

2) Proxy: Mr. C Testerproxy

Agree
 Disagree
 Abstain

Close
Submit Vote

For each agenda, there are 3 voting options:
“Agree”, “Disagree” and “Abstain”

1. Click “Submit Vote”
2. Vote within the period of time given for both your
vote rights and proxy’s (if any)
3. Click “Submit Vote” Submit Vote

Shareholders are able to vote only within given time frame.

4 e-Question and e-Voting functions



e-Voting functions

1

DAP E-Shareholder Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท คสอ. โดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)

วาระที่ 2 พิจารณายกบัญชีงบการเงินและงบกำไรขาดทุนสุทธิปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงทั้งหมด (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.00%
ไม่เห็นด้วย (Disagree)	15,000	20.00%
งดออกเสียง (Abstained)	15,000	20.00%
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.00%

e-Summary

การพิจารณา: การลงคะแนนเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นสามัญประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:

2

Send Question or Vote Submit Vote Send Question

Q&A Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	🟢	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	🟢	
5	Mr. B	🟢	


🟢 Agenda has voting, Voting Result Summary

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5 Resetting password



To retrieve your password, shareholders can reset password by clicking “**Forgot password**” button.



DAP
E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email

Password

Forgot password

Login

or

New registration

[Investor Registration Manual](#)
 Recommended Browser: Chrome

1 Reset password via email

ลืมรหัสผ่าน

อีเมล *

กรุณากรอกอีเมลที่ลงทะเบียนไว้

รหัสรีเซตรหัสผ่านคือหมายเลขโทรศัพท์มือถือ

Enter your registered email

✓

ส่งอีเมลสำเร็จ

กรุณาตรวจสอบอีเมลของท่านเพื่อทำการรีเซตรหัสผ่านใหม่

Check your inbox

รีเซตรหัสผ่าน

อีเมล

รหัสผ่าน

ยืนยันรหัสผ่าน

ยืนยัน

Set new password

5 Resetting password



2 Reset password via mobile phone number

Click the link to reset password
via mobile phone

Forgot password ×

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password ×

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP](#) (01:22)

Set new password

Reset password

Password

Confirm password

Submit



To download user manual



shareholders could study more information at:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:

