



Invitation to the Joint Shareholders' Meeting

between the Shareholders of Gulf Energy Development Public Company Limited
and the Shareholders of Intouch Holdings Public Company Limited

Tuesday, March 25, 2025 at 3:30 p.m.

Held via electronic media



March 10, 2025

- Subject:** Invitation to the Joint Shareholders' Meeting between the Shareholders of Gulf Energy Development Public Company Limited and the Shareholders of Intouch Holdings Public Company Limited
- To:** Shareholders of Gulf Energy Development Public Company Limited
- Attachment:**
1. Draft Objectives of NewCo
 2. Draft Memorandum of Association of NewCo
 3. Draft Articles of Association of NewCo
 4. Information of individuals nominated as the directors of NewCo
 5. Information of the proposed auditors of NewCo
 6. Information of the Independent Directors proposed by the Company as proxy of shareholders
 7. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting
 8. Explanation on the meeting procedure via electronic media
 9. Proxy Form A. and Form B.
 10. Registration Form

Gulf Energy Development Public Company Limited (the "**Company**")'s Board of Directors' Meeting No. 3/2025 dated February 10, 2025 has resolved to convene the Joint Shareholders' Meeting between the shareholders of the Company and the shareholders of Intouch Holdings Public Company Limited ("**INTUCH**") (the "**Joint Shareholders' Meeting**") on March 25, 2025 at 3:30 p.m. via electronic media to consider the matters related to the amalgamation between the Company and INTUCH (the "**Amalgamation**") pursuant to Section 148 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "**PLCA**"). After the Company and INTUCH complete the Amalgamation, the two companies will cease their status as juristic persons, and a new entity will be formed as a public limited company (the "**New Company**" or "**NewCo**").

The agenda of the Joint Shareholders' Meeting and the opinion of the Company's Board of Directors are as follows:

Agenda 1 To Consider and Approve the Name of NewCo

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the name of the new company formed as a result of the amalgamation for which a new name or the former name of any one of the companies to be amalgamated may be used.

In this regard, the name of NewCo being proposed to the Joint Shareholders' Meeting to consider and approve is:

Name in Thai : บริษัท กัลฟ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)

Name in English : Gulf Development Public Company Limited

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the name of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 2 **To Consider and Approve the Objectives of NewCo**

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the objectives of the new company formed as a result of the amalgamation.

In this regard, the objectives of NewCo proposed to the Joint Shareholders' Meeting for consideration and approval consist of 68 clauses, as detailed in Attachment No. 1.

Furthermore, for convenience and practicality in the registration of the objectives of NewCo, it is deemed appropriate to propose to the Joint Shareholders' Meeting to authorize the authorized directors of NewCo or the person(s) entrusted by the authorized directors of NewCo to sign applications or other documents in relation to the registration of the objectives of NewCo, to submit the applications for the registration of the aforementioned matter with the Ministry of Commerce, to amend, supplement or make changes to the applications or statements in the documents in relation to the objectives of NewCo to be submitted to the Ministry of Commerce, including to be authorized to take any actions necessary for and in connection with such matters as deemed appropriate and to be in compliance with the laws, rules, regulations and interpretation of the relevant government authorities, including to be in compliance with the recommendations or orders of the public companies registrar or competent officer.

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the objectives of NewCo consisting of 68 clauses and the authorization of the authorized directors of NewCo or the person(s) entrusted by the authorized directors of NewCo to take any actions in relation to the registration of the objectives of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 3 **To Consider and Approve the Registered Capital, Number of Shares, Par Value and Paid-Up Capital of NewCo**

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the capital of the new company formed as a result of the amalgamation, of which the amount shall not be less than the sum of the paid-up capital of all the companies to be amalgamated.

In this regard, the paid-up capital of the Company and INTUCH are as follows:

Gulf Energy Development Public Company Limited	:	Baht 11,733,149,998
Intouch Holdings Public Company Limited	:	Baht 3,206,687,685

Therefore, the registered capital of NewCo is as follows:

Registered capital	:	Baht 14,939,837,683
Paid-up capital	:	Baht 14,939,837,683

Divided into ordinary shares : 14,939,837,683 shares
Par value : Baht 1 per share

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the registered capital, number of shares, par value and paid-up capital of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 4 To Consider and Approve the Allocation of Shares in NewCo

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the allocation of shares in the new company formed as a result of the amalgamation to the shareholders of the companies to be amalgamated.

In this regard, the ordinary shares of NewCo amounting to 14,939,837,683 shares, with a par value of Baht 1 per share, shall be allocated to the shareholders of the Company and INTUCH whose names are listed in the shareholder register books of the Company and INTUCH as at the book closing date of the shareholder register books for compiling the list of shareholders entitled to the allocation of shares in NewCo (Book Closing Date), being March 25, 2025 (in case of shareholders holding shares under Thai NVDR Company Limited, the shareholders being entitled to be allocated shares in NewCo will be those holding shares under NVDRs as at the book closing date of the shareholder register books for compiling the list of shareholders entitled to the allocation of shares in NewCo (Book Closing Date)). Any shareholders of the Company and INTUCH whose names are not listed in the shareholder register books as of that date will not be entitled to receive the allocation of shares in NewCo.

In this regard, NewCo will allocate shares to the shareholders of the Company and INTUCH in accordance with the ratios approved by the Extraordinary General Meetings of Shareholders No. 1/2024 of the Company and INTUCH as follows:

- (a) 1 existing share in the Company to 1.02974 shares in NewCo; and
- (b) 1 existing share in INTUCH to 1.69335 shares in NewCo (excluding shares in INTUCH held by the Company, where the allocation of shares in NewCo will be made to all shareholders of INTUCH except the Company).

The allocation of shares in NewCo to the shareholders of the Company and INTUCH will be based on the above allocation ratios. The shares in NewCo will be allocated to the Company, as one of INTUCH's shareholders, on an equitable basis with all other shareholders of INTUCH. However, since the Company will cease its status as a juristic person as a result of the Amalgamation, the allocation ratios of shares in NewCo to the shareholders of the Company and INTUCH already reflect the equity interest held by the Company in INTUCH.

With regard to the abovementioned allocation of shares in NewCo to the shareholders, if there is a fraction of a share which is greater than or equal to 0.5 share as a result of the calculation in accordance with the foregoing allocation ratios, such fraction will be rounded up to 1 share, but if a fraction of a share is less than 0.5 share, such fraction will be disregarded. After the Amalgamation is completed, NewCo will pay cash compensation

for the lesser share to the relevant shareholders with respect to the disregarded fraction of share at the nominal price (the “**Compensation Per Share**”). The Compensation Per Share will be based on the calculated price per share of NewCo shares being obtained from the market value of the Company plus approximately 52.63%¹ of the market value of INTUCH, divided by the total number of issued and paid-up shares in NewCo. For the purpose of such calculation, the market value of each of the Company and INTUCH shall be calculated based on the volume-weighted average price of the shares of each company over seven trading days immediately preceding and inclusive of the last trading day (March 20, 2025) before the first day on which the Stock Exchange of Thailand posts the SP mark (March 21, 2025) multiplied by the total number of shares of each of the Company and INTUCH. The Compensation Per Share will be paid by NewCo to the shareholders affected by the disregarded fractions of shares within 14 business days from the date of registration of the Amalgamation.

In order to ensure that the registered and paid-up capital of NewCo consists of the aforementioned amount of ordinary shares and par value, Mr. Sarath Ratanavadi² has agreed to be a balancer (the “**Balancer**”) for the purpose of the share rounding-off and shall pay to, or receive compensation from, NewCo for such shares balancing. Therefore, if the total number of issued and paid-up shares in NewCo, which is calculated according to the foregoing ratios and rounding mechanism, is more than the above-mentioned amount, NewCo will allocate fewer shares to the Balancer so that the total number of issued and paid-up shares in NewCo will be equal to the abovementioned amount. NewCo will compensate the Balancer in cash for such fewer number of shares allocated, at an amount equivalent to the number of such fewer shares in NewCo being allocated to the Balancer multiplied by the Compensation Per Share. In the event that the total number of issued and paid-up shares in NewCo, which is calculated according to the foregoing ratios and rounding mechanism, is less than the abovementioned amount, NewCo will allocate additional shares to the Balancer so that the total number of issued and paid-up shares in NewCo will be equal to the above-mentioned amount. In this case, the Balancer will pay for the additional shares in NewCo at the amount equivalent to the number of the additional number of shares in NewCo allocated to the Balancer multiplied by the Compensation Per Share.

Furthermore, for convenience and practicality in the allocation of ordinary shares in NewCo, including but not limited to the payment of compensation for the share balancing, it is deemed appropriate to propose to the Joint Shareholders’ Meeting to authorize the authorized directors of the Company or INTUCH or NewCo, or the person(s) designated by the authorized directors of the Company or INTUCH or NewCo, to have the power to take any actions in relation to determining, amending or altering the details regarding the allocation of ordinary shares in NewCo, as well as to have the power to perform any necessary acts with relevant agencies, including Thailand Securities Depository Co., Ltd. (TSD), the Stock Exchange of Thailand and the Ministry of Commerce, so as to ensure the successful completion of the aforementioned allocation of ordinary shares in NewCo in accordance with the relevant laws and regulations.

Board of Directors’ Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders’ Meeting to consider and approve the allocation of shares in NewCo as well as the authorization of the authorized directors of the Company or INTUCH or NewCo, or the person(s) designated by the authorized

¹ The approximately 52.63% is the percentage shareholding in INTUCH held by shareholders other than the Company, which holds 1,519,059,306 shares (equivalent to approximately 47.37% of the total issued and paid-up shares) in INTUCH.

² Mr. Sarath Ratanavadi is a major shareholder of the Company. As of August 9, 2024, Mr. Sarath Ratanavadi holds shares in the Company equivalent to 35.81 percent of total issued and paid-up shares of the Company. At present, Mr. Sarath Ratanavadi is the Chief Executive Officer and Vice Chairman of the Board of the Company.

directors of the Company or INTUCH or NewCo to have the power to perform any acts in relation to the allocation of shares in NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 5 **To Consider and Approve the Memorandum of Association of NewCo**

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the Memorandum of Association of the new company formed as a result of the amalgamation.

In this regard, it is deemed appropriate to propose to the Joint Shareholders' Meeting to consider and approve the Memorandum of Association of NewCo according to the details in Attachment No. 2.

Furthermore, for convenience and practicality in the registration of the Memorandum of Association of NewCo, it is deemed appropriate to propose to the Joint Shareholders' Meeting to authorize the authorized directors of NewCo or the person(s) entrusted by the authorized directors of NewCo to sign the applications or other documents in relation to the registration of the Memorandum of Association of NewCo, to submit the applications for the registration of the aforementioned matter with the Ministry of Commerce, to amend, supplement or make changes to the applications or statements in the documents in relation to the Memorandum of Association of NewCo to be submitted to the Ministry of Commerce, including to be authorized to take any actions necessary for and in connection with such matters as deemed appropriate and to be in compliance with the laws, rules, regulations and interpretation of the relevant government authorities, including to be in compliance with the recommendations or orders of the public companies registrar or competent officer.

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the Memorandum of Association of NewCo and the authorization of the authorized directors of NewCo or the person(s) entrusted by the authorized directors of NewCo to take any actions in relation to the registration of the Memorandum of Association of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 6 **To Consider and Approve the Articles of Association of NewCo**

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the Articles of Association of the new company formed as a result of the amalgamation.

In this regard, the Company deems it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the Articles of Association of NewCo consisting of 64 articles according to the details in Attachment No. 3.

Furthermore, for convenience and practicality in the registration of the Articles of Association of NewCo, it is deemed appropriate to authorize the authorized directors of NewCo or the person(s) entrusted by the authorized directors of NewCo to sign the applications or other documents in relation to the registration of the Articles of Association

of NewCo, to submit the applications for the registration of the aforementioned matters with the Ministry of Commerce, to amend, supplement or make changes to the applications or statements in the documents in relation to the Articles of Association of NewCo to be submitted to the Ministry of Commerce, including to be authorized to take any actions necessary for and in connection with such matters as deemed appropriate and to be in compliance with the laws, rules, regulations and interpretation of the relevant government authorities, including to be in compliance with the recommendations or orders of the public companies registrar or competent officer.

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the Articles of Association of NewCo consisting of 64 articles and the authorization of the authorized directors of NewCo or the person(s) entrusted by the authorized directors of NewCo to take any actions in relation to the registration of the Articles of Association of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 7 To Consider and Approve the Appointment of the Directors of NewCo

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the election of directors of the new company formed as a result of the amalgamation.

In this regard, it is deemed appropriate to propose to the Joint Shareholders' Meeting to consider and approve the appointment of the following individuals to be the directors of NewCo:

- | | |
|----------------------------------|----------------------|
| 1. Mr. Viset Choopiban | Independent Director |
| 2. Mr. Predee Daochai | Independent Director |
| 3. Mr. Krisada Chinavicharana | Independent Director |
| 4. Mr. Somprasong Boonyachai | Independent Director |
| 5. Prof. Dr. Bundhit Eua-arporn | Independent Director |
| 6. Mrs. Sirivipa Supantanut | Independent Director |
| 7. Mr. Sarath Ratanavadi | Director |
| 8. Mrs. Porntipa Chinvetkitvanit | Director |
| 9. Mr. Boonchai Thirati | Director |
| 10. Ms. Yupapin Wangviwat | Director |
| 11. Mr. Disathat Panyarachun | Director |
| 12. Mrs. Chotikul Sookpiromkasem | Director |

The aforementioned individuals nominated as the directors of NewCo are fully qualified and do not have prohibited characteristics pursuant to the PLCA, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and relevant regulations.

In addition, the individuals nominated as the independent directors of NewCo according to No. 1 - 6 are qualified in accordance with the relevant laws relating to the independent directors and are able to independently render opinions and comply with the relevant criteria.

Information of the individuals nominated as the directors of NewCo is delivered to the Company's shareholders together with this invitation to the Joint Shareholders' Meeting as shown in Attachment No. 4.

Board of Directors' Opinion: The Board of Directors, excluding directors with conflict of interest in the agenda, has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the appointment of the directors of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 8 **To Consider and Approve the Authorized Directors of NewCo**

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider other matters necessary for the amalgamation.

In this regard, it is deemed appropriate to propose to the Joint Shareholders' Meeting to consider and approve the authorized directors of NewCo, who are authorized to sign to bind NewCo, be as follows:

"Any two of the following five directors, Mr. Sarath Ratanavadi or Mrs. Porntipa Chinvetkitvanit or Mr. Boonchai Thirati or Ms. Yupapin Wangviwat or Mrs. Chotikul Sookpiromkasem, are authorized to sign jointly with the company's seal affixed."

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the authorized directors of NewCo as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 9 **To Consider and Approve the Fixing of the Directors' Remuneration of NewCo**

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider other matters necessary for the amalgamation.

In this regard, it is deemed appropriate to propose to the Joint Shareholders' Meeting to consider and approve the remuneration of the Board of Directors and the subcommittees of NewCo for the period from the Amalgamation registration date until the shareholders' meeting of NewCo considers and resolves otherwise, with details as follows:

A. Remuneration of the Board of Directors and Subcommittees

Remuneration of the Board of Directors and the subcommittees comprises monthly remuneration based on his/her position, without meeting allowances, as follows:

Unit: Baht/Month

Details	Amount
A. Board of Directors	
Chairman of the Board	200,000
Each Director	100,000
B. Audit Committee	
Chairman of the Committee	40,000
Each Member	30,000
C. Other Subcommittee(s)	
Chairman of the Committee	30,000
Each Member	20,000

The amount of monthly remuneration payable to each member shall be calculated in proportion to the period of each member's service.

B. Other Benefits

- None -

It is noted that only the independent directors shall be entitled to the remuneration as the directors and members of the subcommittees of NewCo.

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the fixing of the directors' remuneration of NewCo for the period from the Amalgamation registration date until the shareholders' meeting of NewCo considers and resolves otherwise, as proposed above.

Voting: This agenda requires the approval of the meeting with the vote of not less than two-thirds (2/3) of the total votes of shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 90 of the PLCA.

Agenda 10 To Consider and Approve the Appointment of the Auditors and Fixing the Audit Fees of NewCo for the Fiscal Year Ended December 31, 2025

Fact and Rationale: In compliance with Section 148 of the PLCA, a joint shareholders' meeting of the companies to be amalgamated shall consider and approve the appointment of auditors of the new company formed as a result of the amalgamation.

In this regard, it is deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") to be the auditors of NewCo and fixing the audit fees for the fiscal year ended December 31, 2025 (i.e. the accounting period commencing from the Amalgamation registration date and ending on December 31, 2025) with details as follows:

1. Appointment of the following auditors from KPMG to be the auditors of NewCo for the fiscal year ended December 31, 2025:

Name of the auditor	Certified Public Accountant No.	Year(s) as the auditor of NewCo
1. Mr. Waiyawat Kosamarnchaiyakij	6333	Proposed for appointment for the first time
2. Mr. Natthaphong Tantichattanont	8829	Proposed for appointment for the first time

Name of the auditor	Certified Public Accountant No.	Year(s) as the auditor of NewCo
3. Ms. Sophit Prompol	10042	Proposed for appointment for the first time

to singly act as the auditors and give opinions on the financial statements of NewCo. In the absence of the above-named auditors, KPMG is authorized to identify one other Certified Public Accountant within KPMG to carry out the work.

It is noted that KPMG and the auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, NewCo, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties. Information of the proposed auditors is delivered to the Company's shareholders together with this invitation to the Joint Shareholders' Meeting according to Attachment No. 5.

The auditors of NewCo and the auditors of its subsidiaries are of the same auditing firm except for certain subsidiaries and associated companies which have external auditors from other auditing firms due to the suitability of size and business operations.

- Fixing the audit fees of NewCo for the fiscal year ended December 31, 2025 as per details as follows:

Unit: Baht

	Amount
Audit Fee	2,300,000
Non-Audit Fee	1,900,000
Total	4,200,000

The abovementioned non-audit fee is advisory fees for services in relation to tax advisory based on scope and quantity of work. Such proposed non-audit fee could be varied due to the increase in scope and quantity of work to be rendered by KPMG.

Board of Directors' Opinion: The Board of Directors has considered and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and approve the appointment of the auditors from KPMG to be the auditors of NewCo and fixing the audit fees for the fiscal year ended December 31, 2025 as proposed above.

Voting: This agenda requires the approval of the meeting by a majority vote of the shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting, pursuant to the provision under Section 149 of the PLCA.

Agenda 11 Other Business (if any)

The Company is pleased to invite shareholders to attend the Joint Shareholders' Meeting on March 25, 2025 at 3:30 p.m. via electronic media. Registration will open at 1:30 p.m.

Any shareholder who is unable to attend the Joint Shareholders' Meeting and wishes to appoint another person as his/her proxy to attend and vote at the meeting on his/her behalf must either fill in and sign, as appropriate, Proxy Form A. or Form B. as enclosed herewith (Attachment No. 9) or download Proxy Form A. or B. or C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at www.gulf.co.th. Alternatively, shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details

of the Independent Director proposed by the Company as proxy of shareholders can be found in Attachment No. 6 as enclosed herewith.

In this regard, any shareholder wishing to appoint another person or an Independent Director proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by March 21, 2025 with attention to the Company Secretary of Gulf Energy Development Public Company Limited at 11th Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.

The Company fixed the date to determine the name of shareholders who are entitled to attend the Joint Shareholders' Meeting on February 24, 2025 (Record Date).

Nonetheless, the Board of Directors' Meeting resolved to authorize the Chief Executive Officer and/or the person delegated by the Chief Executive Officer to have power to perform any acts relating to the calling of the Joint Shareholders' Meeting, including issuance of a notice calling the Joint Shareholders' Meeting, change of date, time and means of the Joint Shareholders' Meeting and other details in relation to the Joint Shareholders' Meeting, as deemed necessary or appropriate.

Please be informed to attend the Joint Shareholders' Meeting via electronic media on the date and time mentioned above accordingly.

Sincerely yours,

- Signed -

(Mrs. Porntipa Chinvetkitvanit)
Deputy Chief Executive Officer
On behalf of the Board of Directors
Gulf Energy Development Public Company Limited

Notes: The Company has published the invitation to the Joint Shareholders' Meeting and all related documents at the Company's website (www.gulf.co.th) from February 26, 2025. If any shareholder has a query regarding the agenda of the Joint Shareholders' Meeting, please send the query in advance during February 26 – March 21, 2025 via email at cs@gulf.co.th or via post to the Company Secretary of Gulf Energy Development Public Company Limited at 11th Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.

-Draft-

Objectives

of

Gulf Development Public Company Limited

The objectives of the Company consist of 68 clauses as follows:

(1) To purchase, supply, obtain, give, rent, rent out, hire-purchase, take hire-purchase, own, possess, improve, use, or otherwise manage any movable property and immovable property, including land situated within and outside the country for use in the affairs of the Company and any property as well as the fruits thereof.

(2) To sell, transfer, mortgage, pledge, exchange and otherwise dispose of property.

(3) To be a broker, an agent or a commission agent in respect of transaction and business of all types of any private entity, group of person or juristic person, within and outside the country, exclusive of insurance business, membership recruitment for associations, and securities trading.

(4) To borrow money, overdraw from bank accounts, or otherwise apply for credit, or create encumbrances, whether in whole or in part, over the property of the Company, with or without security, from banks, juristic persons or other financial institutions; and to lend money or otherwise give credit, with or without security, as well as accept, issue, transfer and endorse bills of exchange or other negotiable instruments or other securities.

(5) To establish branch offices or to appoint agents or sub-agents, within and outside the country.

(6) To become a partner with limited liability in a partnership or become a shareholder in any juristic person, within and outside the country, for the benefit of the Company, regardless of whether such juristic person has the same objectives as the Company or not.

(7) To engage in leasing movable property and immovable property, including leasing office equipment, machinery, powered device, vehicles, engine, equipment, electrical appliance as well as parts, components, and accessories thereof for a purpose of the undertaking under the objectives of the Company.

(8) To import, purchase, assemble, procure machinery, equipment, tool and parts, components and accessories of those under (7) for granting the same on lease.

(9) To engage in the business in relation to electrical energy, and/or steam and/or water, including to manufacture, purchase, sell, exchange, explore, develop, procure, hire, convert, plan, construct, assemble, inspect, analyse, design, install, produce, acquire, deliver, maintain, stockpile, back up, bid, contractedly construct, repair, import, export and make arrangements or otherwise deals in relation to electrical energy, natural resources and any and all kinds of energy, such as wind, hydro, heat, sunlight, mineral, steam, oil, coal, lignite, chemical materials derived from coal, lignite, gas and hydrocarbon compound, as well as atomic energy and other forms of fuel for the generation of electric current or by-products therefrom, including to trade, sell and enter into any hire of work in connection with the foregoing businesses or other works being incidental to the foregoing (upon permission being granted by relevant authorities).

(10) To engage in the business of all types of power plants, including without limitation to, thermal power plant, co-generation power plant, hydroelectric power plant, solar power plant, waste thermal power plant, nuclear power plant, and any other and all types of power plant, and power distribution plant, manufacturing plant for generation and distribution of power as well as power generation and distribution system, power generator, power line and parts, components and accessories for all types of power and power plant, lime calcination plant, gypsum plant, manufacturing plant for all types of construction materials, manufacturing plant for refractory brick and other refractory materials or products produced from fly ash, and other plants for the benefit of and/or in supplement to the objectives of the Company.

(11) To procure, produce, buy, sell, exchange, or otherwise deal with goods, raw materials or any other objects or items which are produce, products or by-products obtained from the undertaking of energy business and other industries, including to import for own use or for sale in the country and to export for sale in foreign countries goods, raw materials or any other objects or items for use or in relevant to the business undertakings under the objectives of the Company, such as chemicals, spare parts, etc.

(12) To engage in operating a sea port, including the transport, loading, and unloading of cargoes and passengers by land, sea and air, both inside and outside the country, including providing service of cargo clearance through customs procedures and other services related to customs procedure and all types of freight services.

(13) To engage in contracted construction of power plant, building, commercial building, residential building, business premises, road, bridge, dam, tunnel and all types of construction work, including architectural work, all types of civil engineering work, as well as designing, serving as a consultant and providing advice on general construction work and all related tasks.

(14) To buy, sell, distribute, sell with redemption right, exchange, transfer, receive a transfer, deposit, rent, rent out, hire-purchase, borrow, lend, mortgage, pledge, and take pledge of property or goods, accept guarantee, grant guarantee of debts, liabilities and contractual performance of any persons, including to provide guarantee service for individuals entering into or leaving the country under the law governing immigration, tax and duty, and other laws.

(15) To buy, sell, rent out, rent, sell with redemption right, exchange, mortgage, pledge, take pledge or otherwise acquire land or immovable property or movable property; and to develop land or property of the Company pursuant to the objectives of the Company subject to the provisions of Thai law (except for accepting mortgage of immovable property and other property as permitted for mortgage by the law).

(16) To make investment in business in industry, agriculture, commercial and any trade by any means, whether as a sole investor or part of investors, or become a partner or shareholder in the foregoing business which is formed as a juristic person to purchase or otherwise acquire business, property, right and liability of any limited company, partnership or individual, whether in whole or in part, for the purpose of facilitation, suitability or other benefits of the Company, and to continue to engage in or dissolve and liquidate any of the foregoing business, or to invest in securities or other collateral, or to participate in any business.

(17) To procure, buy, sell, exchange, transfer, receive a transfer, rent, rent out, sublet, take sub-lease, permit or otherwise acquire the registration, concession, exploration permit, application for exploration permit, mining permit, application for mining permit, licence, investment promotion certificate, patent, copyright, tradename or trademark, or similar items, format, formula, trade privilege or right, production process and any rights deemed to be beneficial to the business undertakings under the objectives of the Company, or other undertakings in which the Company has interests inside and outside the country, including granting exclusive right to the undertaking of the foregoing rights.

(18) To submit applications, hold licences and any registration necessary or in the interest of the Company's affairs.

(19) To apply for exploration rights and to explore all kinds of minerals as well as to engage in mining, smelting plant and all types of activities relevant to mining, rock blasting and crushing, including to engage in trading, buying, selling, transporting, storing, converting, melting, separating, exploring, analysing and inspecting, grinding, dressing and smelting all kinds of minerals, including gravel, rock, soil, sand and other resources in connection with the undertaking pursuant to the objectives of the Company.

(20) To engage in providing consultation and management services, as well as rendering advice in relation to works in engineering, architecture, commerce, agriculture, industry and advertising, including production, marketing, and distribution.

(21) To engage in auction to sell goods, take hire of work, take hire to transport items, buy and sell goods for purposes as instructed by individuals, group of persons, juristic person, governmental agencies and state organisations in and outside the country.

(22) To conduct survey, research, investigation, search or otherwise obtain information, minerals, raw materials or items for manufacturing or distribution of goods.

(23) To engage in trading raw rubber, rubber sheet, or any other types of rubber produced or derived from any part of rubber plant, including artificial rubber, synthetic version of the said materials or goods by scientific process.

(24) To do rice farm, horticultural farm, agronomic farm, salt farm, timber harvesting, rubber plantation, animal farm and animal husbandry.

(25) To operate a rice mill, sawmill, wood planer and drying mill, vehicle body assembly plant, ceramic and porcelain factory, pottery factory, jute compressing factory, vegetable oil extracting factory, paper mill, gunny bag factory, fabric weaving factory, tread spinning factory, fabric dyeing and printing factory, tyre producing and tyre casting factory, iron works, metal casting and metal latching factory, corrugated iron factory, ready-made food processing factory, gas factory, sugar mill factory, plastic utensil producing factory, metal pressing and casting factory, window and door frame factory, glass factory, beverage factory, rubber casting factory, vehicle assembly plant.

(26) To engage in importing for sale locally and exporting for sale overseas the goods set forth in these objectives.

(27) To operate a petrol service station and provide services of repair, maintenance, inspection, lubrication and cleaning and anti-rust application for all types of vehicles, including to provide installation, testing and repairing equipment for preventing all types of disasters.

(28) To provide service of engagement as a manager and custodian of benefits, collection of benefits and management of properties of other persons.

(29) To contact, negotiate, guarantee, execute any contract with government, public sector, government agencies, municipal authorities, organisations, state enterprises, officers, officials, individuals or any juristic entities to register, purchase, lease, hold for ownership, or otherwise act or dispose by any mean, inside and outside the country, transportation right, franchise, exclusive right, copyright, patent, industrial property, intellectual property, investment promotion certificate, concession, mining permit, exploration permit, licence, rights in trademark, tradename, trade logo, label, agreement or any ownership, other rights or interests, which are necessary for and beneficial to the business undertaking of the Company.

(30) To engage in trading construction materials, construction equipment and tools, all types of hand tools, paints, paint application equipment, all types of building decorating materials, ironware, copperware, brassware, enamelware, sanitary ware, kitchenware, tap water pipes and fittings, including spare parts and accessories of the aforementioned merchandise.

(31) To engage in trading machinery, engine, mechanical tools, power tools, vehicles, electric generator, all types of electrical appliances, water pump, wastewater treatment machine, garbage disposal machine and electronic devices, including spare parts and accessories of the aforementioned goods.

(32) To engage in selling petrol, coal or other products which generate energy.

(33) To engage in the business of providing services in engineering, industry, law, accounting, architecture as well as advertising.

(34) To engage in the business of collecting, compiling, producing, printing and publicising statistics and data related to engineering, agriculture, industry, commerce, finance and marketing, including analysis and assessment of business performance.

(35) To engage in operating a plant which produces chemicals from lignite and coal.

(36) To engage in operating a paper plant, printing plant, and printing books and newspapers, printing books for sale, and publishing newspapers.

(37) The Company is entitled to issue and offer for sale shares to shareholders, the public or any persons at a price equal to the par value, or higher or lower than, the par value.

(38) The Company may issue and offer for sale securities, including debentures, convertible debentures, bills, debt securities, warrants, or any other securities to shareholders, the public or any persons pursuant to the law governing securities and exchange and other relevant laws.

(39) To engage in manufacturing charcoal and coal, including excavating, and moving soil, rock, sand or coal.

(40) To engage in foreign currency trading and exchange, including the treasury center business for managing foreign currencies for the affiliated companies (upon receiving permission from relevant agencies).

(41) To provide services on conducting feasibility study of projects regarding energy and mining, creating and preparing plan on drilling and exploration of mine, within and outside the country.

(42) To invest in securities (which means instruments or evidence of rights in property, such as treasury bills, bills, shares, bonds, debentures, warrants to buy shares or debentures, funds, etc.) of any company, and to sell, dispose or buy-back any shares, bonds, debentures and other securities as well as to invest in businesses related to digital and technology, provided that the purpose for the foregoing undertakings is not for an ordinary course of business and is not deemed to be the undertaking of securities dealing.

(43) To execute juristic act for hedging purpose to mitigate risk of fluctuation of foreign currency exchange rates, interest rates and prices of raw materials, goods and properties.

(44) To engage in procuring, retailing, wholesaling of natural gas, as well as storing and transforming natural gas from a liquified form to gas.

(45) To engage in business relating to transmission, installation of pipeline and pipeline system as well as pipeline construction in relation to natural gas.

(46) To engage in procuring, investing, constructing, improving, and maintaining natural gas pipeline.

(47) To engage in the business of trading rice, rice product, tapioca and its products, maize, sesame, beans, pepper, jute, kapok, cotton, lac, castor, wood, rubber, vegetables, fruits, forest products, herbs, leather, horns, live animals, meat, sugar, animal feed and all kinds of agricultural products.

(48) To engage in the business of trading fresh food, dried food, processed food, canned food, condiment, beverage, alcohol, beer, cigarette, and other consumable products.

(49) To engage in the business of trading fabrics, thread, garment, ready-made garment, apparel, ornaments, cosmetics, beauty-enhancing tools and devices and other consumable products.

(50) To engage in the business of trading medicine for curing and protection from disease for human and animal, medical equipment, chemicals, medical and pharmaceutical equipment, fertilizer, pesticides for plant and animal of all kinds, and scientific equipment.

(51) To engage in the business of trading gold, copper alloy, silver, diamond, gems, and other precious stones as well as imitations thereof.

(52) To engage in the business of trading paper, stationery, textbook, printed materials, books, educational aids, calculator, printer, printing equipment, prints, newspapers, filing cabinet and all kinds of office equipment.

(53) To engage in the business of trading plastic or other similar items, both in raw and finished forms.

(54) To operate ice-making plant.

(55) To engage in fishery, and to operate fishing raft and fishing pier.

(56) To operate hotel, restaurant, cinema and other house of entertainment, resort, sports stadium, swimming pool and bowling alley.

(57) To engage in the business of guided tours, including other business relevant thereto.

(58) To engage in the business of haircut, hairstyling, beauty salon, dressmaking and laundry.

(59) To engage in the business of providing photography services, including development, printing and enlargement of photos and documents.

(60) To engage in the business of creating and distributing motion pictures.

(61) To operate a private hospital and sanatorium for admission and treatment of patients and ailing persons, including providing academic coaching and training on medical and hygiene topics.

(62) To import for domestic sale and export for overseas sale all types of computers and computer-related devices and equipment, as well as to provide services of installation, repair, maintenance and advice on use, skill training and coaching in respect of computer use for companies, shops or establishments of all types of business affairs, including accounting, tax assessment and computation, entry of transactions on slips or software program, and to rent or rent out computer set, as well as to operate computer-related school or institution upon being granted permission by relevant authorities.

(63) To engage in the business of communications satellite and granting permission to use communications satellite transponder all kinds as permitted by the Ministry of Communications throughout the country to government agencies or public organisations, as well as to produce and provide service on installation, repair, maintenance or distribution or import for domestic sale and export for overseas sale all kinds of permitted telecommunications products and equipment, particularly pager and mobile telephone of all systems, including radio set, television set, telephone set, telegram, teleprint, telephoto, facsimile and all kinds of satellite communications devices.

(64) To engage in the service business relating to applying for permit to possess and use telecommunications equipment of all kinds throughout the territory of Thailand with government agencies or public organisations, including to provide service on installation, repair, maintenance or distribution all kinds of permitted telecommunications products and equipment, particularly pager of all systems, including radio set, television set, telephone set, telegram, teleprint, telephoto and satellite communications devices.

(65) To engage in the business and provision of service on public relations and advertising by means of radio, television, newspaper and mass media of all kinds, including to be engaged to produce all kinds of advertising materials by means of radio, television, and advertising material for other mass media of all kinds.

(66) To engage in the business and provision of services on information, photo news, teleprint, and to carry on the business and service of radio, television, mass communications and telecommunications business of all kinds, including to produce, supply and to be engaged to prepare and supply video recording tape, transmitter and receiver of radio, television and video signal, and all kinds of telecommunications equipment, including materials, items and accessories necessary to perfect the operation of the business undertaken, or service provided, or work engaged, or work supplied.

(67) To engage in the business and provision of service as permitted or designated or requested for cooperation by government agencies, state enterprises, juristic persons or private sector in general, including to undertake or to participate in the undertaking of business or service as permitted or hired in respect of broadcasting of radio, television, video and other telecommunications equipment, or other mass communications business of all kinds.

(68) To engage in the business of electronic commerce for all kinds of businesses; to provide information search services via internet; to serve as consultant and advisor to general entrepreneurs with respect to setting up of electronic commerce system; to provide the electronic commerce business system development, system set-up and administration, distribution, marketing, payment system, goods transport and sale and purchase to general entrepreneurs; to carry on the business of importing, exporting, distributing, surveying, researching, developing, producing, supplying, packaging, backing up, maintaining, transporting, and storing all kinds of goods and services; to hold conference, training and seminar on all fields of knowledge, including to hold remote learning or classroom online or via electronic media or other technologies of all forms (which are not direct sales and direct marketing businesses).

-Draft-

Memorandum of Association

of

Gulf Development Public Company Limited

The Memorandum of Association contains the particulars as follows:

- Clause 1. The name of the Company is “ บริษัท กัลฟ์ ดีเวลอปเม้นท์ จำกัด (มหาชน) ”; and the name of the Company in English is “ GULF DEVELOPMENT PUBLIC COMPANY LIMITED ”.
- Clause 2. The Company intends to make share offering to the public.
- Clause 3. The Objectives of the Company consist of 68 clauses, details of which are in Form BorMorJor. 002 attached hereto.
- Clause 4. The registered capital is: Baht 14,939,837,683.00 (Fourteen Billion Nine Hundred Thirty-Nine Million Eight Hundred Thirty-Seven Thousand Six Hundred Eighty-Three Baht);
Divided into: 14,939,837,683 shares (Fourteen Billion Nine Hundred Thirty-Nine Million Eight Hundred Thirty-Seven Thousand Six Hundred Eighty-Three Shares);
Par value per share: Baht 1.00 (One Baht);
Comprising:
Ordinary shares of 14,939,837,683 shares (Fourteen Billion Nine Hundred Thirty-Nine Million Eight Hundred Thirty-Seven Thousand Six Hundred Eighty-Three Shares);
Preferred shares: - (-)
- Clause 5. The head office of the Company shall be located in Bangkok Metropolis.
- Clause 6. The name, date of birth, nationality and address of promoter(s), and number of shares subscribed by each of them and their signature are as follows: -
- 6.1 Number of promoter: - person(s), number of share subscribed and paid by cash - share(s), equivalent to - percent of registered capital.

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Articles of Association
of
Gulf Development Public Company Limited

Chapter 1
General Provisions

- Article 1 These Articles of Association are called the Articles of Association of Gulf Development Public Company Limited.
- Article 2 Unless otherwise stipulated in these Articles of Association, the term “**Company**” means Gulf Development Public Company Limited.
- Article 3 Unless otherwise stipulated in these Articles of Association, the provisions of the law governing public limited company and the law governing securities and exchange, as well as other laws applicable to or in connection with the operation of the Company shall apply.

Chapter 2
Shares and Shareholders

- Article 4 The shares of the Company shall be the ordinary shares, each of which is equal in value and shall be issued specifying name of the shareholder.

All shares of the Company shall be fully paid up in money or otherwise than in money. No subscriber of shares or shareholder shall avail himself a set-off against the Company unless in the case where the Company restructures its debts by issuing new shares to pay off its creditors according to the debt-for-equity conversion plan approved by the meeting of shareholders with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

The issuance of new shares for debt repayment and the debt-for-equity conversion plan under the previous paragraph shall be in accordance with the criteria and procedures prescribed by the ministerial regulations.

Each share of the Company is indivisible. If a share is subscribed or held by two (2) or more persons in common, they must appoint one of them to exercise their rights as subscriber or shareholder, as the case may be.

The Company may issue and offer ordinary shares, preference shares, debentures, warrants or any other securities as permitted by the law governing securities and exchange. The Company may convert convertible debentures or preference shares into ordinary shares subject to the provisions of the relevant law.

- Article 5 The Company may offer shares at a price higher than their registered value. In such a case, the Company must require subscribers to pay the amount exceeding the registered share value along with the share price. The excess amount shall be allocated to a share premium reserve, separate from the legal reserve.

- Article 6 Each share certificate of the Company shall be a named certificate and shall be signed or printed with the signature of at least one (1) director and affixed with the Company’s seal. The Company or directors may authorize the share registrar pursuant to the law governing securities and exchange to sign or print thereon its signature on their behalf.

Article 7 The signature of director or share registrar may be affixed on a share certificate or any other securities certificates by himself or by using a machine, computer, or any other method pursuant to the criteria and procedures as prescribed by the law governing securities and exchange. The Company shall keep the register of shareholders and evidence related to registration entries in the register of shareholders at the principal place of business of the Company. However, the Company may authorize Thailand Securities Depository Company Limited to be the share registrar of the Company. In the event that the Company authorizes Thailand Securities Depository Company Limited to be the share registrar of the Company, the registration process shall be as prescribed by the share registrar.

Article 8 The Company will issue the share certificate to shareholders within two (2) months from the date on which the registrar accepts the registration of incorporation of the Company or the payment of shares has been made in full in the case the Company sells the remaining shares or issues new shares after the registration of incorporation of the Company.

Article 9 If any share certificate is defaced or materially damaged, the shareholder may request the Company to issue a new share certificate upon surrender of the original share certificate.

In the case where a share certificate is lost or destroyed, a shareholder shall present the evidence of a report thereof issued by the police official or other appropriate evidence to the Company.

In both cases, the Company will issue a new share certificate to the shareholder within the period of time prescribed by law. The Company may charge a fee for the issuance of the new share certificate to replace the original share certificate at the rate which shall not exceed those prescribed by law.

The lost, defaced, or damaged share certificate shall be terminated once it has been replaced by a new one.

Article 10 The Company shall not own its shares or take them in pledge except where:

- (a) the Company may repurchase its own shares from dissenting shareholders who vote against the resolution of a meeting of shareholders approving the amendment to the Articles of Association of the Company in respect of the voting rights and the right to receive dividends which, in their opinion, is considered unfair; or
- (b) the Company may repurchase its own shares for a purpose of financial management where the Company has retained earning and excess liquidity, provided that the share repurchase will not cause financial pressure to the Company.

The shares held by the Company shall not be counted toward the quorum of a meeting of shareholders and such shares shall have no right to vote and to dividend payment.

The Company shall dispose of the shares repurchased under the first paragraph within the period prescribed by relevant ministerial regulations. If it does not, or is unable to, dispose of all such shares within such period, the Company shall reduce its paid-up capital by canceling the remaining shares which cannot be disposed of.

The repurchase, disposition and cancellation of the repurchased shares shall be made in accordance with the criteria and procedures prescribed by the relevant ministerial regulations and law.

Article 11 The share repurchase shall be approved by a meeting of shareholders except where the amount of such shares to be repurchased does not exceed ten (10) percent of the total paid-up shares, the Board of Directors of the Company shall have the power to approve such share repurchase.

Where the amount of repurchased shares exceeds ten (10) percent of the total paid-up shares, the Company shall be required to obtain an approval of the meeting of shareholders and the share repurchase shall be made within one (1) year from the date on which the approval has been obtained from the meeting of shareholders.

**Chapter 3
Transfer of Shares**

Article 12 Transfer of shares of the Company shall be made without restrictions except where such transfer of shares will result in the Company's non-Thai shareholdings exceeding forty-nine (49) percent of the total number of issued and paid-up shares of the Company. The Company may reject any transfer of shares which will result in the Company's non-Thai shareholdings exceeding such limit.

Article 13 The transfer of shares will be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee, or by any other method as permitted by the applicable laws.

The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of the shares; but will be effective against a third party only after the Company has registered the transfer of shares in the share register book.

Upon determining that such transfer of shares is in accordance with the law, the Company shall register the transfer of shares within fourteen (14) days as from the date of receipt of the request. In case the Company determines that such transfer of shares is incorrect or invalid, it shall notify the person making the request within seven (7) days from the date on which the request is received.

In case the Company has been a listed company on the Stock Exchange of Thailand, transfer of shares of the Company shall be in accordance with the law governing securities and exchange.

Article 14 In case the share transferee wishes to have a new share certificate, the transferee shall submit to the Company a written application bearing the signature of the transferee and certified by at least one (1) witness and shall return the original share certificate or other evidence to the Company. If the share transfer is determined by the Company to duly and legally made, the Company shall register such transfer of shares within seven (7) days from the date of receipt of such application, and shall issue the new share certificate within one (1) month from the date of receipt of such application.

Article 15 In case of a shareholder dies or becomes bankrupt, and another person becomes entitled to a share, a change of name of shareholder shall be in accordance with the criteria and conditions prescribed by the law.

Article 16 In the course of twenty-one (21) days prior to each meeting of the shareholders, the Company may suspend the registration of share transfer and notify the shareholders in advance by placing the notice at the head office and all branch office not less than fourteen (14) days before the date commencing the suspension of share transfer registration or otherwise specified by the relevant notifications, criteria and laws.

**Chapter 4
Issuance, Offering and Transfer of Securities**

Article 17 Issuance, offering and transfer of securities to the public or any person shall be made in accordance with the law governing public limited company and the law governing securities and exchange.

Other than ordinary shares, transfer of securities having been listed as registered securities in the Stock Exchange of Thailand or other secondary market shall be made in accordance with the law governing securities and exchange.

The term "securities" means the securities as defined by the law governing securities and exchange.

**Chapter 5
Board of Directors**

Article 18 The Company shall have a board of directors to oversee the business operations of the Company. Such board shall comprise not less than five (5) directors, and not less than one-half (1/2) of whom shall reside in Thailand. Directors shall have the qualifications as prescribed by law.

Directors of the Company may or may not be the shareholder of the Company.

Article 19 Directors shall be elected at the meeting of shareholders in accordance with the following criteria and procedures:

- (a) Each shareholder shall have one (1) vote per one (1) share held.
- (b) Each shareholder may exercise all of its votes under (a) to elect one or several persons nominated to act as directors, but the shareholder shall not allot part of the votes it has to each person so nominated.
- (c) 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 there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote.

Article 20 At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire.

A director who retires under the first paragraph may be re-elected.

The directors vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who then has held office the longest shall vacate.

Article 21 Other than retirement from office by rotation, a director shall retire upon:

- (a) Death;
- (b) Resignation;
- (c) Lack of qualifications or possession of characteristics prohibited by the law governing public limited company or the law governing securities and exchange;
- (d) Removal by the resolution of a meeting of shareholders under Article 23;
- (e) Removal by the court order.

Article 22 Any director wishing to resign from office shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the Company receives such resignation letter.

The director who resigns under the first paragraph may also notify the registrar of his/her resignation.

Article 23 The meeting of shareholders may pass a resolution removing any director from the office prior to the retirement by rotation by the votes of not less than three-fourths (3/4) of the number of shareholders present at the meeting with voting rights and representing shares in aggregate of not less than one-half (1/2) of the number of shares held by the shareholders present at the meeting with voting rights.

Article 24 In case of vacancy in the board of directors for reasons other than retirement by rotation, the board of directors shall elect a person who has qualifications and does not possess the characteristics prohibited by the law governing public limited company and the law governing securities and exchange to be a substitute director at the next meeting of the board of directors, unless the remaining term of office of such director is less than two (2) months. Such a substitute director shall remain in office only for the remaining term of office of the director to whom he or she replaces.

The resolution of the board of directors under the first paragraph shall consist of the votes of not less than three-fourths (3/4) of the remaining number of directors.

Article 25 In case the whole board of directors retires from the office, the retiring board of directors shall continue to act as directors to oversee the business operations of the Company only to the extent necessary until the new board of directors assumes office, unless otherwise ordered by the court.

In case the board of directors retires from office under Article 21 (e), the retiring board of directors shall convene a meeting of shareholders to elect the new board of directors within one (1) month from the retirement date by sending a notice of meeting to the shareholders not less than fourteen (14) days prior to the date of the meeting.

Article 26 The director is entitled to receive the remuneration from the Company in the form of monthly remuneration, rewards, meeting allowances, gratuities, bonuses or benefits of any other nature as considered and resolved by the meeting of shareholders with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. Such remuneration may be a fixed amount or under predetermined conditions which will remain effective from time to time or until otherwise resolved by the meeting of shareholders. In addition, the director shall receive allowances and welfare benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not affect any staff or employee who has been elected as director with regard to his/her right to receive remuneration and benefit as a staff member or employee of the Company.

Article 27 The board of directors shall elect one of the directors to be the chairman of the board.

In the case where the board of directors deems appropriate, it may elect one or several directors to be the vice chairman to perform the duties as stipulated in the Articles of Association in respect of the affairs assigned by the chairman of the board.

Article 28 At a meeting of the board of directors, not less than one-half (1/2) of the total number of directors must be present at the meeting in order to form a quorum. The chairman of the board shall be the chairman of the meeting. In the case where the chairman of the board is not present at the meeting or cannot perform his or her duties, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no the vice chairman or the vice chairman is not present or cannot perform his or her duties, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.

The decisions at the meeting shall be made by a majority vote.

Each director shall have one (1) vote. Any director having interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

Article 29 Meetings of the board of directors shall be summoned by the chairman. In absence of the chairman for whatever reason, meetings of the board of directors shall be summoned by the vice chairman. In absence of the vice chairman for whatever reason, meetings of the board of directors shall jointly be summoned by two (2) or more directors.

In any event deemed appropriate or in order to protect the rights and interests of the Company, two (2) or more directors may jointly request the chairman that a meeting of board of directors be summoned pursuant to the criteria and procedures set out in or permitted by the applicable law.

In summoning a meeting of the board of directors, the chairman or the person assigned by the chairman shall serve a notice of meeting to the directors at not less than 3 days before the meeting date. However, in case of necessity and urgency for the purpose of protecting the rights or interests of the Company, a notice of meeting can be served by electronic means or any other means pursuant to the criteria and procedures set out in or permitted by the applicable law and such meeting may be held at a shorter period of notice.

Article 30 In overseeing the business operations of the Company, the board of directors shall perform the duties in accordance with the laws, the objectives, the Articles of Association as well as the resolutions of the meeting of shareholders in good faith and with care to preserve interests of the Company.

Article 31 No director shall conduct any business of the same nature as and being in competition with the business of the Company; or become a partner of an ordinary partnership, a partner with unlimited liability of a limited partnership, or a director of any other limited company or public limited company which operates any business of the same nature as and being in competition with the business of the Company, whether for his/her own account or the account of other persons, unless the director notifies the meeting of shareholders prior to the resolution for appointment of such director.

Article 32 The director shall notify the Company without delay of the director's direct or indirect interest in any contract entered by the Company or any increase or decrease in number of the shares or debentures of the Company or its affiliated company held by such director.

Article 33 The board of directors shall hold a meeting at least once every three (3) months at the province in which the head office is located or the province nearby or any other place.

The meeting under the first paragraph may be held and arranged by an electronic means pursuant to the applicable provisions of law, notifications, regulations governing arrangement of meetings through electronic media.

Article 34 The board of directors may appoint any person to oversee the business operations of the Company under the board of directors' supervision or may authorize that person to have such power for such period of time as the board of directors deems appropriate. The board of directors retains the right to revoke, change or amend such power.

Article 35 The directors authorized to sign to bind the Company shall be two (2) directors jointly signing with the Company's seal affixed. The board of directors shall have the power to determine and amend the name of the directors authorized to sign to bind the Company.

Chapter 6 Meeting of Shareholders

Article 36 The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.

Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.

A meeting of shareholders may be held and arranged by an electronic means pursuant to the applicable provisions of law governing arrangement of meetings through electronic media.

One or several shareholders holding shares representing not less than ten (10) per cent of the total paid-up shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the period set out under the fourth paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty five (45) days from the expiration of the period under the fourth paragraph whereby the shareholders calling such meeting may disseminate a written notice to all shareholders through an electronic means pursuant to the criteria and procedures set out in or permitted by the applicable law. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders pursuant to the fifth paragraph fails to form a quorum as prescribed by these Articles of Association, the shareholders under the fifth paragraph shall jointly reimburse for any and all expenses incurred to the Company from convening such meeting.

Article 37 In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar prior to the date of the meeting and publicized pursuant to the criteria, period and procedures set out in or permitted by the applicable law.

The venue of the meeting may be in the province in which the head office of the Company is located or any other place as the board of directors may determine.

Article 38 A quorum of a meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required under the first paragraph after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.

A shareholder may appoint a proxy of legal age to attend and cast votes in a meeting of shareholders on its behalf. The appointment of proxy must be evidenced in a designated written form and comply with the procedures pursuant to the law.

The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made by the appointing shareholder pursuant to the criteria set out in or permitted by the applicable law.

Article 39 The chairman of the board of directors shall be the chairman of the meeting of shareholders. In the case where the chairman is not present at a meeting or cannot perform duties, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no such vice chairman or such vice chairman is not present or cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 40 In respect of voting at the meeting of shareholders, each shareholder shall have one (1) vote for one (1) share held by it. Any shareholder having special interest in any matter shall have no right to vote in such matter, except for a matter of an election of directors. A resolution of the meeting of shareholders shall be made by the following votes:

- (a) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have one (1) additional vote as a casting vote.

- (b) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
1. The sale or transfer of the whole or substantial part of the Company's business to other person(s);
 2. The acquisition or acceptance of business transfer of private companies or other public companies to be a part of the Company's business;
 3. The execution, amendment, or termination of any agreement with respect to leasing out of the whole or substantial parts of the Company's business, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing;
 4. Amendment to the Memorandum of Association or the Articles of Association of the Company;
 5. Increase or reduction of the registered capital of the Company;
 6. Dissolution of the Company;
 7. Issuance of debentures of the Company;
 8. Amalgamation with another company;
 9. Other matters as provided by law to require a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Article 41 The businesses to be transacted at an annual general meeting of shareholders shall be as follows:

- (a) Acknowledgement of the board of director's report in relation to the Company's operations during the past fiscal year;
- (b) Consideration and approval of the balance sheet and the profit and loss statement;
- (c) Consideration in respect of the appropriation of profits and payment of dividend;
- (d) Election of new directors to replace directors who retire by rotation;
- (e) Fixing of the remuneration of directors;
- (f) Appointment of the auditor and fixing of the auditing fee; and
- (g) Other matters.

Chapter 7 Increase of Capital and Reduction of Capital

Article 42 The Company may increase the amount of its registered capital by issuing new shares which may be made after:

- (1) all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or warrants to purchase shares;
- (2) the meeting of shareholders has passed a resolution by not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote; and
- (3) the said resolution has been submitted to the registrar for the registration of a change in the registered capital within fourteen (14) days from the date on which the meeting passes such resolution.

Article 43 The new shares issued for capital increase may be offered for sale by the Company in whole or in part, and may be either first offered for sale to the shareholders in proportion to the number of shares already held by each of them, or may be offered for sale to the public or other persons, whether in whole or in part, in accordance with the resolution of the meeting of shareholders.

Article 44 With respect to the allocation of the new shares issued for capital increase, the meeting of shareholders may authorize the board of directors to determine the price of share, the amount of shares to be offered for each offering, the date of offering and other relevant details in all respects.

Article 45 The Company may reduce the amount of its registered capital by either lowering the par value of each share or by reducing the number of shares upon a resolution passed at the meeting of shareholders by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

The capital of the Company may not be reduced to less than one-fourth (1/4) of the total amount of capital, unless the Company has an accumulated loss and has already compensated for such accumulated loss as prescribed by law but the accumulated loss still remains, the Company may reduce its capital to the amount less than one-fourth (1/4) of the total amount of capital.

The reduction of capital to less than one-fourth (1/4) of the total amount of capital under the second paragraph shall be approved by a resolution passed at the meeting of shareholders by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote, provided the Company shall register such resolution within fourteen (14) days from the date on which the meeting passes such resolution.

Article 46 The meeting of shareholders may pass a resolution to reduce the Company's capital by canceling the number of registered shares which have not been sold or which have not been issued. After the meeting passes the resolution, the Company shall register the reduction of registered capital within fourteen (14) days from the date on which the meeting passes such resolution.

Article 47 In case the Company wishes to reduce its capital which is not the reduction of capital under Article 46, the Company shall give a written notice of capital reduction to its creditors within fourteen (14) days from the date on which the meeting passes such resolution, and provide a period of submission of objection within two (2) months from the date of receipt of such notice of resolution. In addition, the Company shall publish the said resolution in a newspaper within a period of fourteen (14) days, the publishing of which shall be made for three (3) consecutive days.

Chapter 8 Accounts, Finance and Audit

Article 48 The fiscal year of the Company shall commence on 1 January and end on 31 December of every year.

Article 49 The Company shall prepare and keep the books and accounts, including the auditing of the accounts as prescribed by relevant laws, and shall prepare the balance sheet together with the profit and loss statement at least once every twelve (12) months which forms the fiscal year of the Company.

Article 50 The board of directors shall arrange for the balance sheet and the profit and loss statement to be prepared as at the last date of the Company's fiscal year and be proposed to the annual general meeting of shareholders for approval. The board of directors shall arrange for the balance sheet and profit and loss statement to be audited by the auditor before submission of the same to the meeting of shareholders.

Article 51 The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:

- (1) Copies of the audited balance sheet and the profit and loss statement, together with the auditor's report; and

(2) Annual report of the board of directors together with any supporting documents thereof.

Article 52 No auditor shall be a director, staff member, employee or person holding any position or performing any duty in the Company.

Article 53 The auditor shall have the power to examine the accounts, documents, and any other evidence in relation to the revenues, expenditures as well as assets and liabilities of the Company during the office hours of the Company. In this regard, the auditor shall have the power to inquire the directors, staff members, employees, persons holding any position or performing any duty in the Company and agents of the Company, including requiring them to clarify the facts or submit any document or evidence in connection with the business operation of the Company.

Article 54 The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues concerning the accounts of the Company are to be considered in order to explain the auditing to the shareholders. The Company shall also deliver to the auditor all reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders.

Chapter 9 Dividend and Reserves

Article 55 No dividends shall be paid otherwise than out of profits. If the Company has the accumulated losses, no dividend shall be paid.

The dividends shall be distributed according to the number of shares, with each share receiving an equal amount, except where the Company issues preferential shares and provided that the preferential shares shall be entitled to dividend which differs from ordinary shares, then the dividend shall be distributed as provided accordingly, whereas such payment of dividend shall be approved by a meeting of shareholders.

In case where the Company has yet to issue the full number of shares as registered or the Company has registered its capital increase, the Company may pay the dividends in whole or in part by way of issuing new ordinary shares to shareholders upon approval by a meeting of shareholders.

The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the interim dividends have been paid, such interim dividend payment shall be reported to the shareholders at the next meeting of shareholders.

The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or at the meeting of the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of such dividend payment shall also be published pursuant to the criteria and procedures set out in or permitted by the applicable law.

Article 56 The Company shall allocate at least five (5) per cent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until such reserve fund attains the amount of not less than ten (10) per cent of the registered capital. Other than the stated reserve fund, the board of directors may propose to the meeting of shareholders to resolve to approve the allocation for other reserve funds as deemed appropriate for the business operation of the Company.

Upon approval of the meeting of shareholders, the Company may apply other reserve funds, legal reserve fund and share premium reserve fund, respectively, to compensate for the Company's accumulated loss.

Chapter 10
Supervision and Control of Management of Subsidiaries and
Associated Companies Operating Core Businesses

The purpose of the articles under this chapter is to determine the measures and mechanisms for direct and indirect supervision and control of the management of the subsidiaries and associated companies, as well as other measures to closely monitor the operations of the subsidiaries and associated companies operating core businesses.

For the purpose of construing the provisions under this chapter, the term ‘*subsidiary*’ and ‘*associated company*’ shall mean any subsidiary or associated company which undertakes the core business as prescribed in clause 24 and whose business size in aggregate falls under criteria of the provision of clause 23 (2) of the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, as amended, with reference to the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities, as amended, as well as any amendment thereof in the future or other definition being prescribed to replace the same.

In case where this policy provides that entering into any transaction or arrangement, which is material to or affects the financial position and results of operation of the subsidiary and associated company, requires an approval of the board of directors or a meeting of shareholders, as the case may be, the directors shall have the duty to hold a meeting of the board of directors and/or meeting of shareholders of the Company, as the case may be, to consider and approve the matter before the subsidiary and associated company will hold its meeting of the board of directors and/or meeting of shareholders, as the case may be, to consider and approve the entry into the transaction or arrangement. In this regard, the Company shall disclose the information and duly and fully comply with the criteria, conditions, procedures and methods related to the matter to be approved as prescribed by the law governing public limited company, civil and commercial code, securities law and relevant laws, as well as the notifications, regulations, and criteria of the Capital Market Supervisory Board, the Securities and Exchange Commission, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand *mutatis mutandis* (to the extent no inconsistency arises).

Article 57 In respect of the following matters, the relevant subsidiary or associated company, as the case may be, is required to obtain approval of the board of directors of the Company:

- (a) Appointment or nomination of individuals to be a director and executive of the subsidiary or associated company (except where such individuals are in the name list approved by the resolution of the meeting of board of directors to be director of the subsidiary or associated company), whereas the director nominated or appointed by the Company shall have a discretion in considering and voting at a meeting of the board of directors of the subsidiary or associated company regarding the matters related to the management in general and operation under a normal course of business of the subsidiary or associated company as deemed appropriate by the directors of the subsidiary or associated company for the best interest of the Company, the subsidiary or associated company, as the case may be, unless otherwise provided in this chapter.

The director having been nominated or appointed under the first paragraph must be the individuals listed in the database of directors and executives of securities issuing company (White List) and shall have the qualifications, roles, duties and responsibilities as prescribed by the relevant laws, and shall not have any characteristics indicating untrustworthiness as specified in the Notification of the Securities and Exchange Commission Re: Determination of Untrustworthy Characteristics of Company’s Directors and Executives.

- (b) Consideration and approval of payment of annual dividend and interim dividend, if any, of the subsidiary, save where the payment of dividend by the subsidiary in aggregate for the whole year is not less than the rate fixed in the annual total budget of each subsidiary.
- (c) Amendment to the articles of association of a subsidiary except for the following cases:
 1. Amendment to the articles of association which relates to capital increase proportionately to the shareholding which has been provided in the annual total budget of each subsidiary;

2. Amendment or change of the name of the subsidiary; and/or
 3. Amendment to the articles of association regarding the material matters pursuant to Article 58 (e) which requires approval of a meeting of shareholders of the Company.
- (d) Consideration and approval of the annual total budget of the Company and all subsidiaries of the Company unless in respect of the case where the delegation of authority has been made to the relevant subsidiary.
- (e) Appointment of the auditor of a subsidiary only in case where the auditor to be appointed is from an audit firm which is not a full member of the same group of audit firm of the auditor of the Company, which is in contrary to the Company's policy of auditor appointment, which provides that the auditor of a subsidiary must be from an audit firm, which is a full member of the same group of audit firm of the auditor of the Company.
- (f) Capital increase by way of issuing new shares of a subsidiary and allocation of shares as well as reduction of registered capital and/or paid-up capital of a subsidiary which is not proportionate to the shareholding of the existing shareholders; or any other arrangements which may result in the shareholding proportion of the Company and/or the voting right of the Company, whether directly or indirectly, at a meeting of shareholders of the subsidiary, at any level, decreases by more than ten (10) per cent of the total paid-up capital or the total voting rights of the subsidiary, as the case may be, unless it is included in the business plan or annual budget of the subsidiary which has already been approved by the board of directors of the Company.

The transactions under paragraph (g) to (j) are considered material, and the entry of which may have material effects to the financial position and results of operation of a subsidiary, therefore, prior to a meeting of the board of directors of the subsidiary regarding the matter and prior to the voting by the director appointed by the Company on the matters below, such director must obtain a prior approval of the board of directors of the Company in relation to such matter, provided that it is the case where the size of the transaction to be entered by the subsidiary compared to the business size of the Company, upon application of the criteria regarding the calculation of a transaction size prescribed by the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand's Board of Governors, as the case may be, *mutatis mutandis*, is such that it requires an approval of the board of directors of the Company; such transactions include:

- (g) The case where a subsidiary enters into a transaction with a connected person of the Company, or a transaction related to the acquisition or the disposition of assets of a subsidiary which includes but without limitation to the following:
1. The transfer or waiver of rights including waiver of claims against parties causing damages to a subsidiary;
 2. The sale or transfer of the whole or substantial part of the business of a subsidiary to other person(s);
 3. The acquisition or acceptance of business transfer of other company to be a part of the subsidiary's business;
 4. The execution, amendment, or termination of any agreement with respect to leasing out of the whole or substantial parts of the subsidiary's business, the assignment to other person(s) to manage the business of the subsidiary, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing;
 5. The rent or lease out of the whole or substantial part of business or assets of the business of a subsidiary.
- (h) Lending money, borrowing money, granting of credit, giving of guarantee, execution of binding juristic act creating additional financial obligations to the subsidiary, or giving of financial assistance in any other manners to other person which is not under normal

course of business of the subsidiary, except for lending between the Company and a subsidiary or amongst subsidiaries within the group of the Company.

- (i) Dissolution of a subsidiary.
- (j) Any other transactions which are not under normal course of business, and which have material effect to the subsidiary.

Article 58 In respect of the following transactions, prior to their entry, the relevant subsidiary is required to obtain approval from a meeting of shareholders of the Company with favourable votes of 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:

- (a) The case where a subsidiary enters into a transaction with a connected person of the Company, or a transaction related to acquisition or disposition of assets of a subsidiary, provided that the size of the transaction to be entered by the subsidiary compared to the business size of the Company, upon application of the criteria regarding the calculation of transaction size prescribed by the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand's Board of Governors, as the case may be, *mutatis mutandis*, is such that it requires an approval of a meeting of shareholders of the Company;
- (b) Capital increase by way of issuing new shares of a subsidiary and allocation of shares as well as reduction of registered capital and/or paid-up capital of a subsidiary which is not proportionate to the shareholding of the existing shareholders; any other similar arrangements which may result in the shareholding proportion of the Company and/or the right of the Company to vote, whether directly or indirectly, at a meeting of shareholders of the subsidiary, at any level, decreases to be less than the proportion prescribed by the law applicable to the subsidiary, and as a result the Company has no control over such subsidiary; provided that the size of the transaction as compared to the business size of the Company, upon application of the criteria regarding the calculation of a transaction size prescribed by the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand's Board of Governors, as the case may be, *mutatis mutandis*, is such that it requires an approval of a meeting of shareholders of the Company;
- (c) Dissolution of a subsidiary; provided that the size of the transaction as compared to the business size of the Company, upon application of the criteria regarding the calculation of a transaction size prescribed by the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand's Board of Governors, as the case may be, *mutatis mutandis*, is such that it requires an approval of a meeting of shareholders of the Company;
- (d) Any other transactions which are not under normal course of business of the subsidiary and which have material effect to the subsidiary; provided that the size of the transaction as compared to the business size of the Company, upon application of the criteria regarding the calculation of a transaction size prescribed by the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand's Board of Governors, as the case may be, *mutatis mutandis*, is such that it requires an approval of a meeting of shareholders of the Company; and
- (e) Amendment to the articles of association of the subsidiary regarding the matter which may have material effect to the financial position and results of operation of the subsidiary, including but without limitation to any amendment to the articles of association of the subsidiary which may affect the right of the Company to nominate or appoint a director or an executive in the subsidiary proportionately to the Company's shareholding in the subsidiary, the voting right of the director nominated and/or appointed by the Company at a meeting of the board of directors of the subsidiary, the voting right of the Company at a meeting of shareholders of the subsidiary and/or payment of dividend of the subsidiary, etc.

Article 59 The Company shall appoint individual(s) as director(s) of a subsidiary or associated company at least in proportion to the Company's shareholding in the subsidiary or associated company, unless the Company has restriction or limitation or necessary grounds rendering it being unable to appoint individual(s) as director(s) of the subsidiary or associated company in proportion to the Company's shareholding, provided that the Company is able to demonstrate that a mechanism is established which ensures that the Company is able to oversee the management or decision-making with respect to matters material to the operations and financial position of the subsidiary or associated company in proportion to the Company's shareholding.

In this regard, the Company shall monitor the performance of the director(s) and executive(s) appointed by the Company to hold directorship or management position in the subsidiary and associated company, *mutatis mutandis* to ensure that they perform their duties and responsibilities in accordance with the law, regulations and policies of the Company.

Article 60 The board of directors shall oversee that the subsidiary establish and maintain the internal control system and other necessary operational systems, including to determine the measures to monitor the results of operation of the subsidiary and associated company, all of which are appropriate, sufficient and effective to ensure that the all aspects of the operations of the subsidiary and associated company are in accordance with the business plan, budget and policy of the company, and duly and consistently comply with the law and notifications regarding the good corporate governance of a listed company, as well as any relevant notifications, regulations and criteria of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand; and the board of directors shall oversee and monitor to ensure that the subsidiary and associated company jointly disclose the information, financial position and results of operation and that any entry into connected transaction and transaction with potential conflict of interest, transaction related to acquisition or disposal of assets which are material, and any other transactions material to the Company and other arrangements are duly and fully in compliance with the criteria on oversight and control of the business operations of the subsidiary and associated company pursuant to the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand's Board of Governors, as amended, as the case may be.

Article 61 The Company shall procure that the director(s) appointed by the Company to represent in the board of directors of the subsidiary attend and vote as directed by the Company at every meeting of the board of directors of the subsidiary at which any agenda items material to the business operations of the subsidiary are considered.

**Chapter 11
Additional Provisions**


Article 62 The Company may issue any other securities pursuant to the law governing securities and exchange, as well as buy and sell securities, shares, or investment unit of any form which the Company is permitted to hold.

Article 63 The Company shall comply with the law on securities and stock exchange and in case the Company has listed securities in the Stock Exchange of Thailand, the Company shall comply with the regulations, notifications, instructions, or requirements of the Stock Exchange of Thailand, including compliance with the requirements relating to disclosure of information, entry into connection transactions and acquisition and disposition of material assets of the Company or subsidiaries.

Article 64 The official seal of the Company shall be as follows:

[seal]

Information of Individuals Nominated as the Directors of NewCo

1. Mr. Viset Choopiban		
Proposed Position	Independent Director	
Age	79 years	
Education	<ul style="list-style-type: none"> - Honorary Doctor of Engineering, Chulalongkorn University - Master of Engineering (Electrical Engineering), Chulalongkorn University - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University 	
Training	<ul style="list-style-type: none"> - The Joint State - Private Sector Course, Class 8, Thailand National Defence College 	
Director Training	<ul style="list-style-type: none"> - Director Accreditation Program (DAP), Class 130/2016, Thai Institute of Directors - Role of the Chairman Program (RCP), Class 3/2001, Thai Institute of Directors 	
Working Experience (during the recent 5 years) and/or Important Positions	2014 – 2017	Director, CUEL Company Limited
	2011 – 2017	Independent Director and Chairman of the Board of Directors, Gulf Energy Development Company Limited
	2009 – 2011	Member of the Nomination and Remuneration Committee, RCL Public Company Limited
	2005 – 2006	Minister, Ministry of Energy
	2001 – 2003	President, PTT Public Company Limited
	2000 – 2001	Chairman of the Board of Directors, PTT Exploration and Production Public Company Limited
	1999 – 2001	Governor, Petroleum Authority of Thailand
Current Directorships/Executive Positions		
• Listed Companies (2 organizations)	2017 – Present	Independent Director and Chairman of the Board, Gulf Energy Development Public Company Limited
	2011 – Present	Audit Committee Member and Chairman of the Nomination, Corporate Governance and Sustainability Committee, RCL Public Company Limited
	2008 – Present	Independent Director, RCL Public Company Limited
• Non-Listed Companies (2 organizations)	2023 – Present	Vice Chairman, Petroleum and Energy Institute of Thailand Foundation
	2015 – Present	Director, TIPS Company Limited
	2000 – Present	Director, Petroleum and Energy Institute of Thailand Foundation
• Other Companies that Compete with/Related to NewCo (1 organization)		<u>As an associated company which engages in the business of investing in the power generation business</u>
	2009 – Present	Chairman of the Board of Directors, Gulf JP Company Limited
Family Relationship with Other Directors and Executives	- None -	
Director Nomination Criteria	The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.	

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of NewCo or its subsidiaries	No
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Having the following interests in NewCo/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Viset Choopiban and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as the Independent Director of NewCo as he possesses the qualifications of Independent Directors as required by the relevant laws and regulations. In addition, he is neither nominated by NewCo's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to NewCo.

2. Mr. Predee Daochai



Proposed Position	Independent Director																								
Age	66 years																								
Education	<ul style="list-style-type: none"> - Honorary Doctorate in Business Administration, Southeast Bangkok University - Master's Degree (MCL), University of Illinois at Urbana-Champaign, USA - Barrister-at-Laws, Institute of Legal Education, Thai Bar Association, Thailand - Bachelor of Laws (Honors), Thammasat University 																								
Training	<ul style="list-style-type: none"> - Advanced Management Program (AMP), Harvard Business School, USA - Breakthrough Program for Senior Executives, IMD Business School, Switzerland - Influence and Negotiation Strategies Program, Stanford Graduate School of Business, Stanford University, USA - Making Innovation Happen Programme, London Business School, United Kingdom - Executive Program, Singularity University, Silicon Valley, California, USA - Executive Program on Risk Management, The Institute of International Finance, United Kingdom - The Joint State-Private Sector Course, Class 24, National Defence College - Capital Market Leadership Program, Class 20, Capital Market Academy - The Executive Program in Energy Literacy for a Sustainable Future, Class 8, Thailand Energy Academy 																								
Director Training	<ul style="list-style-type: none"> - Multiply Organization Performance with A High Trust & Inclusive Board Culture, Special Event 8/2024, Thai Institute of Directors - Role of the Chairman Program (RCP), Class 51/2022, Thai Institute of Directors - Board Nomination and Compensation Program (BNCP), Class 14/2022, Thai Institute of Directors - Corporate Governance for Capital Market Intermediaries (CGI), Class 11/2016, Thai Institute of Directors - Ethical Leadership Program (ELP), Class 1/2015, Thai Institute of Directors - Financial Institutions Governance Program (FGP), Class 1/2010, Thai Institute of Directors - Director Certification Program (DCP), Class 56/2005, Thai Institute of Directors 																								
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td>Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee, Carabao Group Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td>Director, Siam Paragon Development Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td>Director, Siam Paragon Retail Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2022</td> <td>Chairman of Executive Committee and Group CEO, The Mall Group</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2021</td> <td>Director, JD Food Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2020 – 2020</td> <td>Minister, Ministry of Finance</td> </tr> <tr> <td style="vertical-align: top;">2020 – 2020</td> <td>Chairman, Bank for Agriculture and Agricultural Cooperatives</td> </tr> <tr> <td style="vertical-align: top;">2020 – 2020</td> <td>Chairman, Beacon Venture Capital Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2020 – 2020</td> <td>Chairman, National Digital ID Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2017 – 2020</td> <td>Chairman, National ITMX Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2020</td> <td>Committee, ASEAN Bankers Association</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2020</td> <td>Member of the National Strategy Committee</td> </tr> </table>	2021 – 2023	Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee, Carabao Group Public Company Limited	2021 – 2023	Director, Siam Paragon Development Company Limited	2021 – 2023	Director, Siam Paragon Retail Company Limited	2021 – 2022	Chairman of Executive Committee and Group CEO, The Mall Group	2021 – 2021	Director, JD Food Public Company Limited	2020 – 2020	Minister, Ministry of Finance	2020 – 2020	Chairman, Bank for Agriculture and Agricultural Cooperatives	2020 – 2020	Chairman, Beacon Venture Capital Company Limited	2020 – 2020	Chairman, National Digital ID Company Limited	2017 – 2020	Chairman, National ITMX Company Limited	2016 – 2020	Committee, ASEAN Bankers Association	2016 – 2020	Member of the National Strategy Committee
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2020 – 2020	Chairman, Bank for Agriculture and Agricultural Cooperatives																								
2020 – 2020	Chairman, Beacon Venture Capital Company Limited																								
2020 – 2020	Chairman, National Digital ID Company Limited																								
2017 – 2020	Chairman, National ITMX Company Limited																								
2016 – 2020	Committee, ASEAN Bankers Association																								
2016 – 2020	Member of the National Strategy Committee																								

2016 – 2020	Member of the Payment Systems Committee, Bank of Thailand
2016 – 2020	Member of the Board of Investment of Thailand (BOI)
2016 – 2020	Member of EEC Policy Committee, Eastern Economic Corridor
2016 – 2020	Member of the Board, Office of SMEs Promotion
2016 – 2020	Chairman, Thai Bankers Association
2016 – 2020	Chairman, KASIKORN Securities Public Company Limited
2015 – 2020	Vice Chairman and Chairman of Corporate Governance Committee, Thai Institute of Directors Association
2013 – 2020	Director and President, KASIKORNBANK Public Company Limited
2013 – 2020	Chairman, KASIKORN Factory and Equipment Company Limited
2010 – 2020	Director, Muangthai Group Holding Company Limited
2016 – 2019	Member of the National Legislative Assembly

Current Directorships/Executive Positions

- **Listed Companies**
(5 organizations)

2023 – Present	Chairman of the Board of Directors and Chairman of the Independent Directors, PTT Global Chemical Public Company Limited
2023 – Present	Independent Director, Member of Nomination and Remuneration Committee and Member of Audit Committee, Bangkok Bank Public Company Limited
2022 – Present	Independent Director, Gulf Energy Development Public Company Limited
2022 – Present	Independent Director and Member of Audit and Risk Management Committee, Advanced Info Service Public Company Limited
2021 – Present	Independent Director, Chairman of Nomination and Remuneration Committee and Chairman of Corporate Governance Committee, Bangkok Dusit Medical Services Public Company Limited
- **Non-Listed Companies**
(2 organizations)

2022 – Present	Director, Advanced Wireless Network Company Limited
2022 – Present	Director, Siam Motors Company Limited
- **Other Companies that Compete with/Related to NewCo**

- None -

Family Relationship with Other Directors and Executives - None -

Director Nomination Criteria The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of NewCo or its subsidiaries	No
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Having the following interests in NewCo/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Predee Daochai and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as the Independent Director of NewCo as he possesses the qualifications of Independent Directors as required by the relevant laws and regulations. In addition, he is neither nominated by NewCo's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to NewCo.

3. Mr. Krisada Chinavicharana



Proposed Position	Independent Director	
Age	61 years	
Education	<ul style="list-style-type: none"> - Master of Business Administration (M.B.A.), University of New Haven, USA - Bachelor of Laws, Chulalongkorn University 	
Training	<ul style="list-style-type: none"> - The National Defence, Class 54, Thailand National Defence College - Senior Executive Development Program (Program II), Civil Executive College, Civil Service Training Institute, Office of the Civil Service Commission - Civil Service Executive Development Program (Program I), Class 56/2017, Civil Executive College, Civil Service Training Institute, Office of the Civil Service Commission - Financial Instrument and Markets 2004, Harvard Business School - Capital Market Leadership Program, Class 18, Capital Market Academy - The Executive Program in Energy Literacy for a Sustainable Future, Class 11, Thailand Energy Academy - Proactive and Integrated Justice Management, Class 4/2006, Office of Justice Affairs 	
Director Training	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 186/2014, Thai Institute of Directors - Director Accreditation Program (DAP), Class 189/2014, Thai Institute of Directors 	
Working Experience (during the recent 5 years) and/or Important Positions	2023 – 2024	Deputy Minister, Ministry of Finance
	2020 – 2023	Permanent Secretary, Ministry of Finance
	2020 – 2023	Commissioner of the Securities and Exchange Commission Board
	2020 – 2023	Chairman of the Insurance Commission
	2020 – 2023	Director, PTT Public Company Limited
	2020 – 2023	Chairman of the Board of Directors, Krung Thai Public Company Limited
	2021 – 2021	Director, Bangchak Corporation Public Company Limited
	2018 – 2020	Director-General, Customs Department, Ministry of Finance
	2018 – 2018	Director-General, Excise Department, Ministry of Finance
	2014 – 2017	Member of the Bank of Thailand Board
	2014 – 2017	Member of the Financial Institutions Policy Committee, Bank of Thailand
Current Directorships/Executive Positions		
• Listed Companies	- None -	
• Non-Listed Companies	- None -	
• Other Companies that Compete with/Related to NewCo	- None -	
Family Relationship with Other Directors and Executives	- None -	
Director Nomination Criteria	The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.	

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of NewCo or its subsidiaries	No
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Having the following interests in NewCo/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Krisada Chinavicharana and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as the Independent Director of NewCo as he possesses the qualifications of Independent Directors as required by the relevant laws and regulations. In addition, he is neither nominated by NewCo's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to NewCo.

4. Mr. Somprasong Boonyachai



Proposed Position	Independent Director																														
Age	69 years																														
Education	<ul style="list-style-type: none"> - Master of Engineering (Industrial Engineering), Asian Institute of Technology - Bachelor of Engineering (Industrial Engineering), King Mongkut's University of Technology Thonburi 																														
Training	<ul style="list-style-type: none"> - High Performance Boards Program, IMD Business School, Switzerland - The Executive Program in Energy Literacy for a Sustainable Future, Class 4, Thailand Energy Academy - The Program of Senior Executives on Justice Administration, Class 17, Judicial Training Institute - Corporate Restructuring, Mergers and Acquisitions, Harvard Business School, USA - Top Executive Program in Commerce and Trade, Class 4, Commerce Academy, University of the Thai Chamber of Commerce - Capital Market Leadership Program, Class 6, Capital Market Academy - Politics and Governance in Democratic Systems for Executives Program, Class 11, King Prajadhipok's Institute - The Joint State-Private Sector Course, Class 13, National Defence College 																														
Director Training	<ul style="list-style-type: none"> - Role of the Chairman Program (RCP), Class 21/2009, Thai Institute of Directors - Director Certification Program (DCP), Class 65/2005, Thai Institute of Directors - Director Accreditation Program (DAP), Class 30/2004, Thai Institute of Directors 																														
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr> <td style="vertical-align: top;">2022 – 2023</td> <td>Chairman of the Board of Directors, Power Line Engineering Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td>Member of the Nomination and Compensation Committee, Thaicom Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2002 – 2023</td> <td>Independent Director and Member of the Audit Committee, Power Line Engineering Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2022</td> <td>Chairman of the Board of Directors, Innopower Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2018 – 2022</td> <td>Advisor to the Executive Committee, BEC World Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2021</td> <td>Member of Sustainable Development Committee, Advanced Info Service Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2018 – 2021</td> <td>Vice Chairman of the Board of Directors, Osotspa Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2021</td> <td>Director, Advanced Wireless Network Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2008 – 2021</td> <td>Director and Member of the Strategic and Organizational Review Committee, Intouch Holdings Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2006 – 2021</td> <td>Director, Thaicom Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">1994 – 2021</td> <td>Director, Advanced Info Service Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2008 – 2019</td> <td>Member of Leadership Development and Compensation Committee, Advanced Info Service Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2017 – 2018</td> <td>Chairman of the Executive Committee, BEC World Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2018</td> <td>Director, Osotspa Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2017</td> <td>Advisor to the Chief Executive Officer, Intouch Holdings Public Company Limited</td> </tr> </table>	2022 – 2023	Chairman of the Board of Directors, Power Line Engineering Public Company Limited	2021 – 2023	Member of the Nomination and Compensation Committee, Thaicom Public Company Limited	2002 – 2023	Independent Director and Member of the Audit Committee, Power Line Engineering Public Company Limited	2021 – 2022	Chairman of the Board of Directors, Innopower Company Limited	2018 – 2022	Advisor to the Executive Committee, BEC World Public Company Limited	2019 – 2021	Member of Sustainable Development Committee, Advanced Info Service Public Company Limited	2018 – 2021	Vice Chairman of the Board of Directors, Osotspa Public Company Limited	2016 – 2021	Director, Advanced Wireless Network Company Limited	2008 – 2021	Director and Member of the Strategic and Organizational Review Committee, Intouch Holdings Public Company Limited	2006 – 2021	Director, Thaicom Public Company Limited	1994 – 2021	Director, Advanced Info Service Public Company Limited	2008 – 2019	Member of Leadership Development and Compensation Committee, Advanced Info Service Public Company Limited	2017 – 2018	Chairman of the Executive Committee, BEC World Public Company Limited	2016 – 2018	Director, Osotspa Company Limited	2016 – 2017	Advisor to the Chief Executive Officer, Intouch Holdings Public Company Limited
2022 – 2023	Chairman of the Board of Directors, Power Line Engineering Public Company Limited																														
2021 – 2023	Member of the Nomination and Compensation Committee, Thaicom Public Company Limited																														
2002 – 2023	Independent Director and Member of the Audit Committee, Power Line Engineering Public Company Limited																														
2021 – 2022	Chairman of the Board of Directors, Innopower Company Limited																														
2018 – 2022	Advisor to the Executive Committee, BEC World Public Company Limited																														
2019 – 2021	Member of Sustainable Development Committee, Advanced Info Service Public Company Limited																														
2018 – 2021	Vice Chairman of the Board of Directors, Osotspa Public Company Limited																														
2016 – 2021	Director, Advanced Wireless Network Company Limited																														
2008 – 2021	Director and Member of the Strategic and Organizational Review Committee, Intouch Holdings Public Company Limited																														
2006 – 2021	Director, Thaicom Public Company Limited																														
1994 – 2021	Director, Advanced Info Service Public Company Limited																														
2008 – 2019	Member of Leadership Development and Compensation Committee, Advanced Info Service Public Company Limited																														
2017 – 2018	Chairman of the Executive Committee, BEC World Public Company Limited																														
2016 – 2018	Director, Osotspa Company Limited																														
2016 – 2017	Advisor to the Chief Executive Officer, Intouch Holdings Public Company Limited																														

2016 – 2017	Independent Director, Pruksa Real Estate Public Company Limited
2016 – 2016	Independent Director, Pruksa Holding Public Company Limited
2008 – 2016	Director and Chairman of the Executive Committee, Intouch Holdings Public Company Limited
2004 – 2016	Director, Praram 9 Hospital Company Limited
2008 – 2015	Chief Executive Officer, Intouch Holdings Public Company Limited

Current Directorships/Executive Positions

- **Listed Companies**
(5 organizations)

2022 – Present	Independent Director and Member of the Sustainability, Governance and Risk Management Committee, Gulf Energy Development Public Company Limited
2022 – Present	Chairman of the Board of Directors, Osotspa Public Company Limited
2021 – Present	Chairman of the Board of Directors and Independent Director, Thaicom Public Company Limited
2021 – Present	Member of the Nomination, Remuneration and Corporate Governance Committee, Dusit Thani Public Company Limited
2020 – Present	Acting Chairman of the Executive Committee, BEC World Public Company Limited
2019 – Present	Member of the Investment Committee, Dusit Thani Public Company Limited
2018 – Present	Independent Director and Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, Osotspa Public Company Limited
2017 – Present	Director and Chairman of the Corporate Governance Committee, BEC World Public Company Limited
2017 – Present	Independent Director, Dusit Thani Public Company Limited

- **Non-Listed Companies**
(6 organizations)

2024 – Present	Member, National Industrial Development Committee
2024 – Present	Advisor to Internationalization at Home (IaH) Promotion Committee, Ministry of Higher Education, Science, Research and Innovation
2024 – Present	Vice Chairman of the Board of Trustees, Asian Institute of Technology
2020 – Present	Co-Chairman of the Staff Relations Committee, Asian Institute of Technology
2019 – Present	Director, King Mongkut’s University of Technology Thonburi
2018 – Present	Member of the Board of Directors, Geo-Informatics and Space Technology Development Agency (Public Organization)
2017 – Present	Member, National Strategy Committee for the Development and Capacity Building of Human Resources

- **Other Companies that Compete with/Related to NewCo**

- None -

Family Relationship with Other Directors and Executives - None -

Director Nomination Criteria The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of NewCo or its subsidiaries	No
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Attachment No. 4

Having the following interests in NewCo/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Somprasong Boonyachai and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as the Independent Director of NewCo as he possesses the qualifications of Independent Directors as required by the relevant laws and regulations. In addition, he is neither nominated by NewCo's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to NewCo.

5. Prof. Dr. Bundhit Eua-arporn



Proposed Position	Independent Director	
Age	59 years	
Education	<ul style="list-style-type: none"> - Doctor of Electrical Engineering, Imperial College, University of London - Master of Engineering, Chulalongkorn University - Bachelor of Engineering, Chulalongkorn University 	
Training	<ul style="list-style-type: none"> - The Executive Program in Energy Literacy for a Sustainable Future, Class 6/2015, Thailand Energy Academy - Bhumipalung Phandin for Executive Program, Class 3, Chula Unisearch, Chulalongkorn University - NUS Programme for Leadership in University Management, Temasek Foundation 	
Director Training	<ul style="list-style-type: none"> - The Board's Role in Mergers and Acquisitions (BMA), Class 11/2024, Thai Institute of Directors - Director's Guide to Legal Obligations and Duties (DLD), Class 1/2024, Thai Institute of Directors - IT Governance and Cyber Resilience Program (ITG), Class 17/2021, Thai Institute of Directors - Director Certification Program (DCP), Class 110/2009, Thai Institute of Directors 	
Working Experience (during the recent 5 years) and/or Important Positions	2023 – 2024	Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited
	2016 – 2024	President, Chulalongkorn University
	2015 – 2024	Independent Director, Chairman of the Compensation Committee, and Member of the Audit Committee, Banpu Power Public Company Limited
	2011 – 2024	Member of the Chulalongkorn University Council
	2017 – 2023	Director, PTT Exploration and Production Public Company Limited
	2021 – 2022	Chairman of the Council of University Presidents of Thailand
	2017 – 2017	Member of the National Energy Reform Committee
Current Directorships/Executive Positions		
<ul style="list-style-type: none"> • Listed Companies (2 organizations) 	2023 – Present	Independent Director and Chairman of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited
	2021 – Present	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Bangkok Bank Public Company Limited
<ul style="list-style-type: none"> • Non-Listed Companies (1 organization) 	2021 – Present	Chairman of the Basic Education Commission
<ul style="list-style-type: none"> • Other Companies that Compete with/Related to NewCo (1 organization) 		<u>A company which operates a business having the same nature as the business of NewCo, and may be considered as operating the business in competition with the business of NewCo</u>
	2024 – Present	Independent Director and Chairman of the Board of Directors, IRPC Public Company Limited
Family Relationship with Other Directors and Executives	- None -	

Director Nomination Criteria The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Relationship/Interest of Individual Nominated as Independent Director

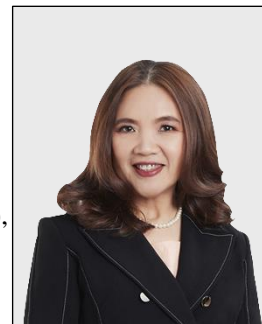
Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of NewCo or its subsidiaries	No
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Having the following interests in NewCo/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Prof. Dr. Bundhit Eua-arporn and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as the Independent Director of NewCo as he possesses the qualifications of Independent Directors as required by the relevant laws and regulations. In addition, he is neither nominated by NewCo's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to NewCo.

6. Mrs. Sirivipa Supantanet



Proposed Position	Independent Director	
Age	62 years	
Education	<ul style="list-style-type: none"> - Master of Business Administration (Major in Finance), Western Michigan University, USA - Bachelor of Accountancy (Finance), Chulalongkorn University 	
Training	<ul style="list-style-type: none"> - Executive Program in Energy Literacy for a Sustainable Future, Class 16, Thailand Energy Academy - Advanced Certificate Course in Politics and Governance in Democratic Systems, Class 25, King Prajadhipok's Institute - Advanced Master of Management, Class 7, National Institute of Development Administration - Top Executive Program in Commerce and Trade (TEPCoT), Class 11, Commerce Academy, University of the Thai Chamber of Commerce - Capital Market Leadership Program, Class 20, Capital Market Academy - Executive Development Program (EDP), Class 4, Fiscal Policy Research Institute, Ministry of Finance - The Cullinan: The Making of the Digital Board, Class 4, Digital Economy Promotion Agency and Thailand Management Association 	
Director Training	<ul style="list-style-type: none"> - Subsidiary Governance Program (SGP), Class 11/2025, Thai Institute of Directors - Advanced Audit Committee Program (AACP), Class 53/2024, Thai Institute of Directors - Director Certification Program (DCP), Class 119/2009, Thai Institute of Directors 	
Working Experience (during the recent 5 years) and/or Important Positions	2019 – 2023	Director, Committee for Consideration of Amending the Law on Partnerships, Companies and Business Organizations, Office of the Council of State
	2019 – 2022	Board Member, Capital Market Supervisory Board
	2019 – 2022	Vice Chairperson of the Board of Governors and Chairman of the Nomination and Remuneration Sub-Committee, Capital Market Development Fund
	2019 – 2022	Deputy Secretary-General (Fundraising, Accounting Supervision and Corporate Communication and Stakeholders Relations), Securities and Exchange Commission of Thailand
	2019 – 2020	Director and Chairman of the Audit Committee, Secondary Mortgage Corporation
	2017 – 2019	Assistant Secretary-General (Listed Company), Securities and Exchange Commission of Thailand
Current Directorships/Executive Positions		
Listed Companies (4 organizations for the directorships in listed companies)	2024 – Present	Independent Director, Member of the Audit Committee and Member of the Corporate Governance for Sustainability Committee, Bangkok Commercial Asset Management Public Company Limited
	2024 – Present	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee, Osotspa Public Company Limited
	2024 – Present	Member of the Audit and Risk Committee, Intouch Holdings Public Company Limited

- 2023 – Present Independent Director,
Intouch Holdings Public Company Limited
- 2023 – Present Independent Director and Member of the Audit and
Risk Management Committee,
SCG Decor Public Company Limited
- 2023 – Present Advisor,
Millennium Group Corporation (Asia) Public Company Limited
- **Non-Listed Companies**
(6 organizations)
 - 2023 – Present Independent Director and Member of the Audit Committee,
TSFC Securities Public Company Limited
 - 2023 – Present Advisor to Capital Market Development and Listed Companies
Supervision, The Stock Exchange of Thailand
 - 2023 – Present Advisor to Securities Law and Regulation,
Baker & Mckenzie Limited
 - 2023 – Present Advisor to Securities Law and Regulation,
Kiatnakin Phatra Securities Public Company Limited
 - 2023 – Present Advisor to Board of Directors,
Asset Pro Management Company Limited
 - 2023 – Present Advisor to the Finance and Property Committee,
Mahamakut Buddhist University

• **Other Companies that Compete with/Related to NewCo** - None -

Family Relationship with Other Directors and Executives - None -

Director Nomination Criteria The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of NewCo or its subsidiaries	No
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Having the following interests in NewCo/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mrs. Sirivipa Supantanet and deemed it appropriate to propose to the Joint Shareholders’ Meeting to consider and appoint her as the Independent Director of NewCo as she possesses the qualifications of Independent Directors as required by the relevant laws and regulations. In addition, she is neither nominated by NewCo’s major shareholders nor executive, and is able to express her opinion independently. She also has extensive knowledge and expertise in the matters and business related to NewCo.

7. Mr. Sarath Ratanavadi



Proposed Position	Director																												
Age	59 years																												
Education	<ul style="list-style-type: none"> - Honorary Doctor of Engineering, Chulalongkorn University - Master of Science (Engineering Management), University of Southern California, USA - Bachelor of Engineering (Civil Engineering), Chulalongkorn University 																												
Director Training	<ul style="list-style-type: none"> - Director Accreditation Program (DAP), Class 138/2017, Thai Institute of Directors 																												
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr> <td>2022 – 2023</td> <td>Director, Gulf Binance Company Limited</td> </tr> <tr> <td>2022 – 2023</td> <td>Director, Gulf Ventures Company Limited</td> </tr> <tr> <td>2022 – 2023</td> <td>Member of the Executive Committee, Advanced Info Service Public Company Limited</td> </tr> <tr> <td>2021 – 2023</td> <td>Director, GULF1 Company Limited</td> </tr> <tr> <td>2017 – 2023</td> <td>Board Chairman, NIST International School Foundation</td> </tr> <tr> <td>2021 – 2022</td> <td>Director and Vice Chairman of the Board, Intouch Holdings Public Company Limited</td> </tr> <tr> <td>2018 – 2020</td> <td>Director, Gulf Energy International Company Limited</td> </tr> <tr> <td>2008 – 2020</td> <td>Director, Gulf JP Company Limited</td> </tr> <tr> <td>2011 – 2017</td> <td>Director and Chief Executive Officer, Gulf Energy Development Company Limited</td> </tr> <tr> <td>2008 – 2017</td> <td>President, Gulf JP Company Limited</td> </tr> <tr> <td>2008 – 2017</td> <td>Board Vice Chairman, NIST International School Foundation</td> </tr> <tr> <td>2011 – 2016</td> <td>Representative of Licensee, NIST International School</td> </tr> <tr> <td>2008 – 2016</td> <td>Executive Board Chairman, NIST International School</td> </tr> <tr> <td>1994 – 2016</td> <td>Director and President, Gulf Electric Public Company Limited</td> </tr> </table>	2022 – 2023	Director, Gulf Binance Company Limited	2022 – 2023	Director, Gulf Ventures Company Limited	2022 – 2023	Member of the Executive Committee, Advanced Info Service Public Company Limited	2021 – 2023	Director, GULF1 Company Limited	2017 – 2023	Board Chairman, NIST International School Foundation	2021 – 2022	Director and Vice Chairman of the Board, Intouch Holdings Public Company Limited	2018 – 2020	Director, Gulf Energy International Company Limited	2008 – 2020	Director, Gulf JP Company Limited	2011 – 2017	Director and Chief Executive Officer, Gulf Energy Development Company Limited	2008 – 2017	President, Gulf JP Company Limited	2008 – 2017	Board Vice Chairman, NIST International School Foundation	2011 – 2016	Representative of Licensee, NIST International School	2008 – 2016	Executive Board Chairman, NIST International School	1994 – 2016	Director and President, Gulf Electric Public Company Limited
2022 – 2023	Director, Gulf Binance Company Limited																												
2022 – 2023	Director, Gulf Ventures Company Limited																												
2022 – 2023	Member of the Executive Committee, Advanced Info Service Public Company Limited																												
2021 – 2023	Director, GULF1 Company Limited																												
2017 – 2023	Board Chairman, NIST International School Foundation																												
2021 – 2022	Director and Vice Chairman of the Board, Intouch Holdings Public Company Limited																												
2018 – 2020	Director, Gulf Energy International Company Limited																												
2008 – 2020	Director, Gulf JP Company Limited																												
2011 – 2017	Director and Chief Executive Officer, Gulf Energy Development Company Limited																												
2008 – 2017	President, Gulf JP Company Limited																												
2008 – 2017	Board Vice Chairman, NIST International School Foundation																												
2011 – 2016	Representative of Licensee, NIST International School																												
2008 – 2016	Executive Board Chairman, NIST International School																												
1994 – 2016	Director and President, Gulf Electric Public Company Limited																												
Current Directorships/Executive Positions																													
<ul style="list-style-type: none"> • Listed Companies (3 organizations) 	<table border="0"> <tr> <td>2023 – Present</td> <td>Director, Vice Chairman of the Board and Chairman of the Nomination and Compensation Committee, Thaicom Public Company Limited</td> </tr> <tr> <td>2023 – Present</td> <td>Chairman of the Executive Committee, Advanced Info Service Public Company Limited</td> </tr> <tr> <td>2021 – Present</td> <td>Director, Vice Chairman of the Board and Member of the Nomination and Compensation Committee, Advanced Info Service Public Company Limited</td> </tr> <tr> <td>2020 – Present</td> <td>Vice Chairman of the Board, Gulf Energy Development Public Company Limited</td> </tr> <tr> <td>2017 – Present</td> <td>Director and Chief Executive Officer, Gulf Energy Development Public Company Limited</td> </tr> </table>	2023 – Present	Director, Vice Chairman of the Board and Chairman of the Nomination and Compensation Committee, Thaicom Public Company Limited	2023 – Present	Chairman of the Executive Committee, Advanced Info Service Public Company Limited	2021 – Present	Director, Vice Chairman of the Board and Member of the Nomination and Compensation Committee, Advanced Info Service Public Company Limited	2020 – Present	Vice Chairman of the Board, Gulf Energy Development Public Company Limited	2017 – Present	Director and Chief Executive Officer, Gulf Energy Development Public Company Limited																		
2023 – Present	Director, Vice Chairman of the Board and Chairman of the Nomination and Compensation Committee, Thaicom Public Company Limited																												
2023 – Present	Chairman of the Executive Committee, Advanced Info Service Public Company Limited																												
2021 – Present	Director, Vice Chairman of the Board and Member of the Nomination and Compensation Committee, Advanced Info Service Public Company Limited																												
2020 – Present	Vice Chairman of the Board, Gulf Energy Development Public Company Limited																												
2017 – Present	Director and Chief Executive Officer, Gulf Energy Development Public Company Limited																												
<ul style="list-style-type: none"> • Non-Listed Companies (11 organizations) 	<table border="0"> <tr> <td>2024 – Present</td> <td>Director, GSA Data Center 02 Company Limited</td> </tr> <tr> <td>2024 – Present</td> <td>Director, GSA Holdings Company Limited</td> </tr> <tr> <td>2024 – Present</td> <td>Director, Gulf Edge Services Company Limited</td> </tr> <tr> <td>2024 – Present</td> <td>Director, Gulf Edge Company Limited</td> </tr> <tr> <td>2024 – Present</td> <td>Director, GSA Data Center 01 Company Limited</td> </tr> <tr> <td>2023 – Present</td> <td>Director, Gulf Infrastructure Company Limited</td> </tr> <tr> <td>2023 – Present</td> <td>Director, Gulf LNG Company Limited</td> </tr> <tr> <td>2021 – Present</td> <td>Director, Gulf Innova Company Limited</td> </tr> </table>	2024 – Present	Director, GSA Data Center 02 Company Limited	2024 – Present	Director, GSA Holdings Company Limited	2024 – Present	Director, Gulf Edge Services Company Limited	2024 – Present	Director, Gulf Edge Company Limited	2024 – Present	Director, GSA Data Center 01 Company Limited	2023 – Present	Director, Gulf Infrastructure Company Limited	2023 – Present	Director, Gulf LNG Company Limited	2021 – Present	Director, Gulf Innova Company Limited												
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2023 – Present	Director, Gulf LNG Company Limited																												
2021 – Present	Director, Gulf Innova Company Limited																												

2021 – Present Director, Advanced Wireless Network Company Limited
2021 – Present Director, Gulf Renewable Energy Company Limited
2018 – Present Board of Councilors, University of Southern California,
Annenberg School for Communication and Journalism, USA

• **Other Companies that
Compete with/Related to
NewCo**
(2 organizations)

As a shareholder of NewCo

2017 – Present Director, Gulf Investment and Trading Pte. Ltd.
2016 – Present Director, Gulf Holdings (Thailand) Company Limited

**Family Relationship with
Other Directors and Executives**

- None -

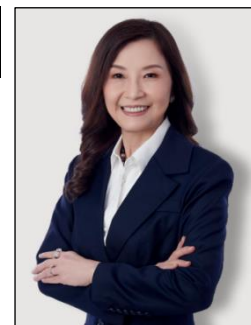
Director Nomination Criteria

The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Sarath Ratanavadi and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as a director of NewCo as he possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. He also has extensive knowledge and experience in the matters and business related to NewCo.

8. Mrs. Porntipa Chinvetkitvanit



Proposed Position	Director																																																												
Age	62 years																																																												
Education	<ul style="list-style-type: none"> - Master of Engineering (Industrial Engineering), Asian Institute of Technology - Bachelor of Engineering (Mechanical Engineering), Khon Kaen University 																																																												
Training	<ul style="list-style-type: none"> - Rule of Law for Democracy, Class 7, College of the Constitutional Court, Office of The Constitutional Court - Administrative Justice for Executives Program, Class 4, the Administrative Justice Institute, Office of the Administrative Courts - The Executive Program in Energy Literacy for a Sustainable Future, Class 3, Thailand Energy Academy - Capital Market Leadership Program, Class 20, Capital Market Academy - The National Defence, Class 58, Thailand National Defence College 																																																												
Director Training	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 159/2012, Thai Institute of Directors 																																																												
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr><td>2023 – 2024</td><td>Director, GSA Data Center Company Limited</td></tr> <tr><td>2020 – 2024</td><td>Director, Hin Kong Power Company Limited</td></tr> <tr><td>2022 – 2023</td><td>Director, Gulf MP WHA1 Company Limited</td></tr> <tr><td>2022 – 2023</td><td>Director, Gulf MP1 Company Limited</td></tr> <tr><td>2021 – 2023</td><td>Director, Gulf JP1 Company Limited</td></tr> <tr><td>2002 – 2023</td><td>Director, Nong Khae Cogeneration Company Limited</td></tr> <tr><td>2020 – 2022</td><td>Director, Gulf Ventures Company Limited</td></tr> <tr><td>2020 – 2022</td><td>Director, Hin Kong Power Holding Company Limited</td></tr> <tr><td>2002 – 2022</td><td>Director, Samutprakarn Cogeneration Company Limited</td></tr> <tr><td>2017 – 2021</td><td>Director, WHA Eastern Seaboard NGD4 Company Limited</td></tr> <tr><td>2016 – 2021</td><td>Director, WHA Eastern Seaboard NGD2 Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf WHA MT Natural Gas Distribution Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar BV Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar TS1 Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar TS2 Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar KKS Company Limited</td></tr> <tr><td>2013 – 2021</td><td>Director, Gulf MP Company Limited</td></tr> <tr><td>2013 – 2021</td><td>Director, Gulf Solar Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf VTP Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf TS1 Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf TS2 Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf TS3 Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf TS4 Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf NC Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf BL Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf BP Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf NLL2 Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf NPM Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf NRV1 Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf NRV2 Company Limited</td></tr> </table>	2023 – 2024	Director, GSA Data Center Company Limited	2020 – 2024	Director, Hin Kong Power Company Limited	2022 – 2023	Director, Gulf MP WHA1 Company Limited	2022 – 2023	Director, Gulf MP1 Company Limited	2021 – 2023	Director, Gulf JP1 Company Limited	2002 – 2023	Director, Nong Khae Cogeneration Company Limited	2020 – 2022	Director, Gulf Ventures Company Limited	2020 – 2022	Director, Hin Kong Power Holding Company Limited	2002 – 2022	Director, Samutprakarn Cogeneration Company Limited	2017 – 2021	Director, WHA Eastern Seaboard NGD4 Company Limited	2016 – 2021	Director, WHA Eastern Seaboard NGD2 Company Limited	2015 – 2021	Director, Gulf WHA MT Natural Gas Distribution Company Limited	2014 – 2021	Director, Gulf Solar BV Company Limited	2014 – 2021	Director, Gulf Solar TS1 Company Limited	2014 – 2021	Director, Gulf Solar TS2 Company Limited	2014 – 2021	Director, Gulf Solar KKS Company Limited	2013 – 2021	Director, Gulf MP Company Limited	2013 – 2021	Director, Gulf Solar Company Limited	2012 – 2021	Director, Gulf VTP Company Limited	2012 – 2021	Director, Gulf TS1 Company Limited	2012 – 2021	Director, Gulf TS2 Company Limited	2012 – 2021	Director, Gulf TS3 Company Limited	2012 – 2021	Director, Gulf TS4 Company Limited	2012 – 2021	Director, Gulf NC Company Limited	2012 – 2021	Director, Gulf BL Company Limited	2012 – 2021	Director, Gulf BP Company Limited	2012 – 2021	Director, Gulf NLL2 Company Limited	2012 – 2021	Director, Gulf NPM Company Limited	2012 – 2021	Director, Gulf NRV1 Company Limited	2012 – 2021	Director, Gulf NRV2 Company Limited
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2008 – 2021	Director, Gulf JP TLC Company Limited
2008 – 2021	Director, Gulf JP NK2 Company Limited
2000 – 2021	Director, Gulf Cogeneration Company Limited
2019 – 2020	Director, Gulf Energy (Vietnam) Limited Liability Company
2018 – 2020	Director, Gulf Energy Mauritius Company Limited
2018 – 2020	Director, Gulf Energy International Company Limited
2017 – 2020	President, Gulf Energy Development Public Company Limited
2017 – 2020	Director, Kolpos Pte. Ltd.
2014 – 2020	Director, Gulf Chana Green Company Limited
2014 – 2020	Director, SBY Biomass Company Limited
2014 – 2020	Director, Thepa Clean Energy Company Limited
2014 – 2020	Director, Gulf Pattani Green Company Limited
2014 – 2020	Director, Gulf SRC Company Limited
2014 – 2020	Director, Gulf PD Company Limited
2014 – 2020	Director, Gulf International Investment (Hong Kong) Limited
2014 – 2020	Director, Gulf International Holding Pte. Ltd.
2012 – 2020	Director, Independent Power Development Company Limited
2011 – 2017	Director and President, Gulf Energy Development Company Limited

Current Directorships/Executive Positions

- **Listed Companies**
(1 organization)

2020 – Present	Member of the Sustainability, Governance and Risk Management Committee and Deputy Chief Executive Officer, Gulf Energy Development Public Company Limited
2017 – Present	Director, Gulf Energy Development Public Company Limited

- **Non-Listed Companies**
(10 organizations)

2024 – Present	Director, Gulf Edge Services Company Limited
2024 – Present	Director, Gulf Edge Company Limited
2023 – Present	Director, Gulf Engineering Services Company Limited
2022 – Present	Director, Gulf Hydropower Holdings Pte. Ltd.
2022 – Present	Director, Gulf Hydropower Company Limited
2022 – Present	Director, Gulf Advisory Services Company Limited
2021 – Present	Director, Gulf Renewable Energy Company Limited
2020 – Present	Director, GULF1 Company Limited
2020 – Present	Director, Gulf LNG Company Limited
2020 – Present	Director, Gulf Infrastructure Company Limited

- **Other Companies that Compete with/Related to NewCo**
(6 organizations)

Other companies where the positions are held pursuant to Management Services Agreements and Secondment Agreements among relevant parties only

2017 – Present	President, Gulf JP Company Limited
2016 – Present	Director and President, Generating Electric Public Company Limited
2011 – Present	Director, Gulf JP Company Limited
2004 – Present	Director, Generating IPP Company Limited
2004 – Present	Director, Generating Energy Company Limited

2003 – Present Director, Yala Green Power Generation Company Limited
2000 – Present Director, Kaeng Khoi Power Generation Company Limited

**Family Relationship with
Other Directors and Executives**

- None -

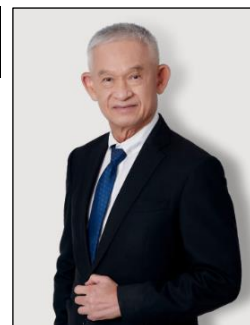
Director Nomination Criteria

The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mrs. Pornnipa Chinvetkitvanit and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint her as a director of NewCo as she possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. She also has extensive knowledge and experience in the matters and business related to NewCo.

9. Mr. Boonchai Thirati



Proposed Position	Director																																												
Age	70 years																																												
Education	- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University																																												
Training	<ul style="list-style-type: none"> - Business Administration for Executive Program, National Petrochemical Public Company Limited - Politics and Governance in Democratic Systems for Executives Program, Class 10, King Prajadhipok's Institute - Management of Public Economics for Executives, Class 6, King Prajadhipok's Institute - Administrative Justice for Executives Program, Class 2, the Administrative Justice Institute, the Office of the Administrative Courts - The Executive Program in Energy Literacy for a Sustainable Future, Class 2, Thailand Energy Academy - Executive Management with Business Development and Investment, Class 2, Institute of Business and Industrial Development - Environmental Governance for Executive Officer, Class 1, Department of Environmental Quality Promotion, Ministry of Natural Resources and Environment and Chulalongkorn University - Rule of Law for Democracy, Class 12, College of the Constitutional Court, Office of The Constitutional Court 																																												
Director Training	- Director Accreditation Program (DAP), Class 128/2016, Thai Institute of Directors																																												
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr> <td style="vertical-align: top;">2023 – 2025</td> <td>Director, Gulf Infrastructure Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2023 – 2024</td> <td>Director, GSA Data Center Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2022 – 2024</td> <td>Director, Space Tech Innovation Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2024</td> <td>Director, Thaicom Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2022 – 2023</td> <td>Director, Gulf Ventures Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td>Vice Chairman of the Board of Directors and Member of the Nomination and Compensation Committee, Thaicom Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2022</td> <td>Director, Gulf MTP LNG Terminal Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2021</td> <td>Director, Gulf Renewable Energy Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2018 – 2021</td> <td>Executive Director, Gulf Energy Development Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2020 – 2020</td> <td>Director, Gulf Tay Ninh 1 Joint Stock Company</td> </tr> <tr> <td style="vertical-align: top;">2020 – 2020</td> <td>Director, Gulf Tay Ninh 2 Joint Stock Company</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2020</td> <td>Director, Mekong Wind Power Joint Stock Company</td> </tr> <tr> <td style="vertical-align: top;">2017 – 2020</td> <td>Director, Kolpos Pte. Ltd.</td> </tr> <tr> <td style="vertical-align: top;">2017 – 2020</td> <td>Director, WHA Eastern Seaboard NGD4 Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2020</td> <td>Director, WHA Eastern Seaboard NGD2 Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2020</td> <td>Director, Gulf International Investment (Hong Kong) Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 – 2020</td> <td>Director, Gulf WHA MT Natural Gas Distribution Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 – 2020</td> <td>Director, Gulf MP Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 – 2020</td> <td>Director, Gulf JP NNK Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 – 2020</td> <td>Director, Gulf JP NLL Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 – 2020</td> <td>Director, Gulf JP CRN Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 – 2020</td> <td>Director, Gulf JP KP1 Company Limited</td> </tr> </table>	2023 – 2025	Director, Gulf Infrastructure Company Limited	2023 – 2024	Director, GSA Data Center Company Limited	2022 – 2024	Director, Space Tech Innovation Company Limited	2021 – 2024	Director, Thaicom Public Company Limited	2022 – 2023	Director, Gulf Ventures Company Limited	2021 – 2023	Vice Chairman of the Board of Directors and Member of the Nomination and Compensation Committee, Thaicom Public Company Limited	2021 – 2022	Director, Gulf MTP LNG Terminal Company Limited	2021 – 2021	Director, Gulf Renewable Energy Company Limited	2018 – 2021	Executive Director, Gulf Energy Development Public Company Limited	2020 – 2020	Director, Gulf Tay Ninh 1 Joint Stock Company	2020 – 2020	Director, Gulf Tay Ninh 2 Joint Stock Company	2019 – 2020	Director, Mekong Wind Power Joint Stock Company	2017 – 2020	Director, Kolpos Pte. Ltd.	2017 – 2020	Director, WHA Eastern Seaboard NGD4 Company Limited	2016 – 2020	Director, WHA Eastern Seaboard NGD2 Company Limited	2016 – 2020	Director, Gulf International Investment (Hong Kong) Limited	2015 – 2020	Director, Gulf WHA MT Natural Gas Distribution Company Limited	2015 – 2020	Director, Gulf MP Company Limited	2015 – 2020	Director, Gulf JP NNK Company Limited	2015 – 2020	Director, Gulf JP NLL Company Limited	2015 – 2020	Director, Gulf JP CRN Company Limited	2015 – 2020	Director, Gulf JP KP1 Company Limited
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2015 – 2020	Director, Gulf IPP Company Limited
2015 – 2020	Director, Gulf Cogeneration Company Limited
2015 – 2020	Director, Gulf Power Generation Company Limited
2015 – 2020	Director, Gulf Yala Green Company Limited
2015 – 2020	Director, Nong Khae Cogeneration Company Limited
2015 – 2020	Director, Samutprakarn Cogeneration Company Limited
2014 – 2020	Director, Gulf VTP Company Limited
2014 – 2020	Director, Gulf TS1 Company Limited
2014 – 2020	Director, Gulf TS2 Company Limited
2014 – 2020	Director, Gulf TS3 Company Limited
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2014 – 2020	Director, Gulf NPM Company Limited
2014 – 2020	Director, Gulf NRV1 Company Limited
2014 – 2020	Director, Gulf NRV2 Company Limited
2014 – 2020	Director, Gulf JP NS Company Limited
2014 – 2020	Director, Gulf JP UT Company Limited
2014 – 2020	Director, Gulf PD Company Limited
2014 – 2020	Director, Gulf SRC Company Limited
2012 – 2020	Director, Independent Power Development Company Limited
2008 – 2020	Senior Executive Vice President, Gulf JP Company Limited
2017 – 2019	Senior Executive Vice President and Chief Operating Officer, Gulf Energy Development Public Company Limited
2014 – 2017	Director and Senior Executive Vice President, Gulf Energy Development Company Limited

Current Directorships/Executive Positions

- **Listed Companies**
(2 organizations)

2022 – Present	Director and Vice Chairman of the Board of Directors, Intouch Holdings Public Company Limited
2021 – Present	Deputy Chief Executive Officer, Gulf Energy Development Public Company Limited
2017 – Present	Director, Gulf Energy Development Public Company Limited
- **Non-Listed Companies**
(6 organizations)

2024 – Present	Director, Gulf Edge Services Company Limited
2024 – Present	Director, Gulf Edge Company Limited
2022 – Present	Director, Rachakarn Asset Management Company Limited
2022 – Present	Director, All Waste to Energy Company Limited
2022 – Present	Director, Chiangmai Waste to Energy Company Limited
2019 – Present	Director, Gulf Energy (Vietnam) Limited Liability Company
- **Other Companies that Compete with/Related to NewCo** - None -

Family Relationship with Other Directors and Executives - None -

Director Nomination Criteria

The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Boonchai Thirati and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as a director of NewCo as he possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. He also has extensive knowledge and experience in the matters and business related to NewCo.

10. Ms. Yupapin Wangviwat



Proposed Position	Director																																																								
Age	56 years																																																								
Education	<ul style="list-style-type: none"> - Master of Business Administration, University of Florida, USA - Bachelor of Business Administration (Banking and Finance), Chulalongkorn University 																																																								
Training	<ul style="list-style-type: none"> - The Executive Program in Energy Literacy for a Sustainable Future, Class 18, Thailand Energy Academy - Top Executive Program in Commerce and Trade, Class 13, Commerce Academy, University of the Thai Chamber of Commerce - Digital Transformation for CEO, Class 1, Nation Multimedia Group Public Company Limited - Capital Market Leadership Program, Class 16, Capital Market Academy - ABC Course, Class 5, Academy of Business Creativity, Sripatum University - Executive Management with Business Development and Investment, Class 4, Institute of Business and Industrial Development 																																																								
Director Training	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 164/2012, Thai Institute of Directors 																																																								
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr><td>2022 – 2023</td><td>Director, Gulf Binance Company Limited</td></tr> <tr><td>2022 – 2022</td><td>Director, Gulf International Investment Limited</td></tr> <tr><td>2021 – 2022</td><td>Director, Intouch Holdings Public Company Limited</td></tr> <tr><td>2019 – 2022</td><td>Director, Rachakarn Asset Management Company Limited</td></tr> <tr><td>2020 – 2021</td><td>Director, Gulf JP Company Limited</td></tr> <tr><td>2020 – 2021</td><td>Director, Gulf SRC Company Limited</td></tr> <tr><td>2020 – 2021</td><td>Director, Gulf PD Company Limited</td></tr> <tr><td>2020 – 2021</td><td>Director, Gulf Energy Mauritius Company Limited</td></tr> <tr><td>2019 – 2021</td><td>Director, Independent Power Development Company Limited</td></tr> <tr><td>2018 – 2021</td><td>Executive Director, Gulf Energy Development Public Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP KP1 Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP KP2 Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP TLC Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP NNK Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP NLL Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP CRN Company Limited</td></tr> <tr><td>2015 – 2021</td><td>Director, Gulf JP NK2 Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar BV Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar TS1 Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar TS2 Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf Solar KKS Company Limited</td></tr> <tr><td>2014 – 2021</td><td>Director, Gulf International Investment (Hong Kong) Limited</td></tr> <tr><td>2013 – 2021</td><td>Director, Gulf MP Company Limited</td></tr> <tr><td>2013 – 2021</td><td>Director, Gulf JP NS Company Limited</td></tr> <tr><td>2013 – 2021</td><td>Director, Gulf Solar Company Limited</td></tr> <tr><td>2013 – 2021</td><td>Director, Gulf JP UT Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf VTP Company Limited</td></tr> <tr><td>2012 – 2021</td><td>Director, Gulf TS1 Company Limited</td></tr> </table>	2022 – 2023	Director, Gulf Binance Company Limited	2022 – 2022	Director, Gulf International Investment Limited	2021 – 2022	Director, Intouch Holdings Public Company Limited	2019 – 2022	Director, Rachakarn Asset Management Company Limited	2020 – 2021	Director, Gulf JP Company Limited	2020 – 2021	Director, Gulf SRC Company Limited	2020 – 2021	Director, Gulf PD Company Limited	2020 – 2021	Director, Gulf Energy Mauritius Company Limited	2019 – 2021	Director, Independent Power Development Company Limited	2018 – 2021	Executive Director, Gulf Energy Development Public Company Limited	2015 – 2021	Director, Gulf JP KP1 Company Limited	2015 – 2021	Director, Gulf JP KP2 Company Limited	2015 – 2021	Director, Gulf JP TLC Company Limited	2015 – 2021	Director, Gulf JP NNK Company Limited	2015 – 2021	Director, Gulf JP NLL Company Limited	2015 – 2021	Director, Gulf JP CRN Company Limited	2015 – 2021	Director, Gulf JP NK2 Company Limited	2014 – 2021	Director, Gulf Solar BV Company Limited	2014 – 2021	Director, Gulf Solar TS1 Company Limited	2014 – 2021	Director, Gulf Solar TS2 Company Limited	2014 – 2021	Director, Gulf Solar KKS Company Limited	2014 – 2021	Director, Gulf International Investment (Hong Kong) Limited	2013 – 2021	Director, Gulf MP Company Limited	2013 – 2021	Director, Gulf JP NS Company Limited	2013 – 2021	Director, Gulf Solar Company Limited	2013 – 2021	Director, Gulf JP UT Company Limited	2012 – 2021	Director, Gulf VTP Company Limited	2012 – 2021	Director, Gulf TS1 Company Limited
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2012 – 2021	Director, Gulf TS2 Company Limited
2012 – 2021	Director, Gulf TS3 Company Limited
2012 – 2021	Director, Gulf TS4 Company Limited
2012 – 2021	Director, Gulf NC Company Limited
2012 – 2021	Director, Gulf BL Company Limited
2012 – 2021	Director, Gulf BP Company Limited
2012 – 2021	Director, Gulf NLL2 Company Limited
2012 – 2021	Director, Gulf NPM Company Limited
2012 – 2021	Director, Gulf NRV1 Company Limited
2012 – 2021	Director, Gulf NRV2 Company Limited
2011 – 2021	Director, Kolpos Pte. Ltd.
2019 – 2020	Director, Bangkok Smart Energy Company Limited
2017 – 2020	Director, Gulf WHA MT Natural Gas Distribution Company Limited
2017 – 2020	Director, WHA Eastern Seaboard NGD2 Company Limited
2017 – 2020	Director, WHA Eastern Seaboard NGD4 Company Limited
2015 – 2020	Director, Gulf Cogeneration Company Limited
2015 – 2020	Director, Samutprakarn Cogeneration Company Limited
2015 – 2020	Director, Nong Khae Cogeneration Company Limited
2015 – 2020	Director, Gulf Yala Green Company Limited
2015 – 2020	Director, Gulf Power Generation Company Limited
2015 – 2020	Director, Gulf IPP Company Limited
2015 – 2020	Director, Gulf Energy Company Limited
2014 – 2020	Director, Gulf International Holding Pte. Ltd.
2017 – 2019	Senior Executive Vice President and Chief Corporate Officer, Gulf Energy Development Public Company Limited
2014 – 2017	Senior Executive Vice President and Chief Financial Officer, Gulf Energy Development Company Limited

Current Directorships/Executive Positions

- **Listed Companies**
(3 organizations)

2024 – Present	Director, Thaicom Public Company Limited
2023 – Present	Deputy Chief Executive Officer, Gulf Energy Development Public Company Limited
2023 – Present	Member of the Executive Committee, Advanced Info Service Public Company Limited
2021 – Present	Director and Member of the Sustainable Development Committee, Advanced Info Service Public Company Limited
2020 – Present	Member of the Sustainability, Governance and Risk Management Committee, and Chief Financial Officer, Gulf Energy Development Public Company Limited
2018 – Present	Director, Gulf Energy Development Public Company Limited
- **Non-Listed Companies**
(8 organizations)

2025 – Present	Director, Gulf Infrastructure Company Limited
2024 – Present	Director, Gulf Edge Services Company Limited
2024 – Present	Director, Gulf Edge Company Limited
2022 – Present	Director, AIS Digital Life Company Limited
2021 – Present	Director, Gulf Innova Company Limited
2021 – Present	Director, Advanced Wireless Network Company Limited
2021 – Present	Director, GULF1 Company Limited
2018 – Present	Director, Gulf Renewable Energy Company Limited

<ul style="list-style-type: none">• Other Companies that Compete with/Related to NewCo (2 organizations)	<p data-bbox="767 136 1505 232"><u>Other companies where the positions are held pursuant to Management Services Agreements and Secondment Agreements among relevant parties only</u></p> <p data-bbox="571 248 1505 315">2008 – Present Senior Executive Vice President, Gulf JP Company Limited 1997 – Present Chief Financial Officer, Generating Electric Public Company Limited</p>
Family Relationship with Other Directors and Executives	<p data-bbox="571 338 667 371">- None -</p>
Director Nomination Criteria	<p data-bbox="571 416 1505 539">The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.</p>
Nomination Rationale	<p data-bbox="571 557 1505 766">The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Ms. Yupapin Wangviwat and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint her as a director of NewCo as she possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. She also has extensive knowledge and experience in the matters and business related to NewCo.</p>

11. Mr. Disathat Panyarachun



Proposed Position	Director														
Age	60 years														
Education	<ul style="list-style-type: none"> - Master of Political Science (M.P.A.), National University, San Diego, USA - Bachelor of Education (Social Science), Silpakorn University 														
Training	<ul style="list-style-type: none"> - Executive Development Training Program, The Royal Thai Police - The National Defence, Class 63, Thailand National Defence College - Capital Market Leadership Program, Class 30, Capital Market Academy - Making the CEO's of Thailand (MCOT), Class 2, MCOT Public Company Limited - The Executive Program in Energy Literacy for a Sustainable Future, Class 14, Thailand Energy Academy - Leadership Development Program III (LDP III), PTT Leadership and Learning Institute (PLLI), PTT Public Company Limited - Certification of Oil Futures Program, The Oxford Princeton, United Kingdom 														
Director Training	<ul style="list-style-type: none"> - Ethical Leadership Program (ELP), Class 19/2020, Thai Institute of Directors - Director Certification Program (DCP), Class 206/2015, Thai Institute of Directors 														
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%;">2022 – 2024</td> <td>Director and Chief Executive Officer, PTT Oil and Retail Business Public Company Limited</td> </tr> <tr> <td>2021 – 2022</td> <td>Director, PTT Oil and Retail Business Public Company Limited</td> </tr> <tr> <td>2020 – 2022</td> <td>Director to the Risk Management Committee, PTT Global Chemical Public Company Limited</td> </tr> <tr> <td>2020 – 2022</td> <td>Chairman of the Board of Directors, PTT International Trading Pte Ltd</td> </tr> <tr> <td>2018 – 2022</td> <td>Senior Executive Vice President, International Trading Business Unit, PTT Public Company Limited</td> </tr> <tr> <td>2018 – 2022</td> <td>Director, PTT Global Chemical Public Company Limited</td> </tr> <tr> <td>2018 – 2020</td> <td>Director to the Corporate Governance Committee, PTT Global Chemical Public Company Limited</td> </tr> </table>	2022 – 2024	Director and Chief Executive Officer, PTT Oil and Retail Business Public Company Limited	2021 – 2022	Director, PTT Oil and Retail Business Public Company Limited	2020 – 2022	Director to the Risk Management Committee, PTT Global Chemical Public Company Limited	2020 – 2022	Chairman of the Board of Directors, PTT International Trading Pte Ltd	2018 – 2022	Senior Executive Vice President, International Trading Business Unit, PTT Public Company Limited	2018 – 2022	Director, PTT Global Chemical Public Company Limited	2018 – 2020	Director to the Corporate Governance Committee, PTT Global Chemical Public Company Limited
2022 – 2024	Director and Chief Executive Officer, PTT Oil and Retail Business Public Company Limited														
2021 – 2022	Director, PTT Oil and Retail Business Public Company Limited														
2020 – 2022	Director to the Risk Management Committee, PTT Global Chemical Public Company Limited														
2020 – 2022	Chairman of the Board of Directors, PTT International Trading Pte Ltd														
2018 – 2022	Senior Executive Vice President, International Trading Business Unit, PTT Public Company Limited														
2018 – 2022	Director, PTT Global Chemical Public Company Limited														
2018 – 2020	Director to the Corporate Governance Committee, PTT Global Chemical Public Company Limited														
Current Directorships/Executive Positions															
• Listed Companies	- None -														
• Non-Listed Companies	- None -														
• Other Companies that Compete with/Related to NewCo	- None -														
Family Relationship with Other Directors and Executives	- None -														
Director Nomination Criteria	The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.														

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Disathat Panyarachun and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint him as a director of NewCo as he possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. He also has extensive knowledge and experience in the matters and business related to NewCo.

12. Mrs. Chotikul Sookpiromkasem



Proposed Position	Director	
Age	49 years	
Education	- Bachelor of Accountancy (Accounting), Thammasat University	
Director Training	- Director Accreditation Program (DAP), Class 128/2016, Thai Institute of Directors	
Working Experience (during the recent 5 years) and/or Important Positions	2017 – 2018	Director, Gulf Energy Development Public Company Limited
	2015 – 2017	Director, Gulf Energy Development Company Limited
Current Directorships/Executive Positions		
• Listed Companies (1 organization)	2019 – Present	Director, Gulf Energy Development Public Company Limited
• Non-Listed Companies (4 organizations)	2022 – Present	Director, Gulf International Investment Limited
	2018 – Present	Director, Rachakarn Asset Management Company Limited
	2012 – Present	Director, Land and Property Development Company Limited
	2009 – Present	Director, B Property Company Limited
• Other Companies that Compete with/Related to NewCo (2 organizations)		<u>As a shareholder of NewCo</u>
	2017 – Present	Director, Gulf Investment and Trading Pte. Ltd.
	2016 – Present	Director, Gulf Holdings (Thailand) Company Limited
Family Relationship with Other Directors and Executives	- None -	
Director Nomination Criteria	The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.	
Nomination Rationale	The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mrs. Chotikul Sookpiromkasem and deemed it appropriate to propose to the Joint Shareholders' Meeting to consider and appoint her as a director of NewCo as she possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. She also has extensive knowledge and experience in the matters and business related to NewCo.	

Information of the Proposed Auditors of NewCo
KPMG Phoomchai Audit Ltd.

1. Mr. Waiyawat Kosamarnchaiyakij	
Certified Public Accountant (Thailand) No.	6333
Education Qualifications	<ul style="list-style-type: none"> - Master of Accountancy, Chulalongkorn University - Bachelor of Business Administration (Accounting), Rajamangala Institute of Technology - Auditor approved by the Office of Securities and Commission, Thailand - Diploma in Auditing, Thammasat University - Certificate on Taxation and Principles of Accounting, Ramkhamhaeng University
Experience	<ul style="list-style-type: none"> - Partner and Audit, KPMG Phoomchai Audit Ltd. - Has over 28-year experiences with KPMG Thailand. He works in various industries, namely financial services, energy and natural resources and industrial market and specializes in TFRS and IFRS engagements for power and utility. - Works on the IFRS engagements for a number of years for those clients in power and utilities industries where applies IFRS on its derivatives and commodity prices transactions and also be a part of IFRS conversion projects in Thailand. - Was seconded to KPMG Singapore for a year and responsible for financial instrument and banking audit clients and gained experience with the financial instrument and hedge accounting. - Instructor and working team of Thailand Federation of Accounting Professions (TFAC), i.e. IAPN 1000 Special Considerations in auditing financial instruments. - Involved with due-diligence assistance, merger and acquisition, review and reporting on internal control, interim report and pro forma financial statements. - Participated in IFRS Club sponsored by The Thai Bankers' Association and Bank of Thailand to develop an implementation plan of IFRS 9 Financial Instruments for Banking in Thailand.
Relationship or interest with NewCo, its subsidiaries, executives, major shareholders or their respective related persons	- None -

2. Mr. Natthaphong Tantichattanon	
Certified Public Accountant (Thailand) No.	8829
Education Qualifications	<ul style="list-style-type: none"> - Master of Business Administration (Executive), Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Business Administration (Accounting), Thammasat University - Member of Federation of Accounting Profession of Thailand - Certified Public Accountant of Thailand - Auditor approved by the Office of Securities and Commission, Thailand
Experience	<ul style="list-style-type: none"> - Head of ESG, Partner and Audit, KPMG Phoomchai Audit Ltd. - Has over 22 years of diversified experience specializing in Thailand's energy and industrial markets practice. - Has provided professional audit services and sustainability assurance engagement to a variety of clients ranging from privately held, emerging companies, IPO and companies in the

2. Mr. Natthaphong Tantichattanon	
	<p>Stock Exchange of Thailand in accordance with IFRS and TFRS. He has managed complex audits for clients in a variety of industries, primarily in the oil and gas, utilities and industrial market sectors. His audit experience ranges from financial statements audits to the successful implementation of integrated audits for public companies in the SET 50 index.</p> <ul style="list-style-type: none"> - Has completed a secondment program to the KPMG office in London during 2006 - 2008. While in London, he was part of the audit team on audits for the UK publicly traded companies and participated in the audits of foreign filers. These companies were required to report under both IFRS and US GAAP. - Led the compliance audit for green bond issuer and approach throughout the lifecycle of a green bond from pre-issuance to post-maturity. - Led the review of internal controls for IPO company in accordance with IPO Roadmap to enhance on internal controls in various cycle and provided specific training and workshop to the client. - Instructor for training course, technical accounting, audit methodology and professional skills course and the regularly presents on sustainability in Thailand and internationally. - Professional Accounting Committee on Accounting Education and Technology 2020 - 2023 at Federation of Accounting Professions of Thailand.
Relationship or interest with NewCo, its subsidiaries, executives, major shareholders or their respective related persons	- None -

3. Ms. Sophit Prompol	
Certified Public Accountant (Thailand) No.	10042
Education Qualifications	<ul style="list-style-type: none"> - Bachelor of Accountancy, Chulalongkorn University - Auditor approved by the Office of Securities and Commission, Thailand
Experience	<ul style="list-style-type: none"> - Partner, Audit, KPMG Phoomchai Audit Ltd. - Has over 19 years of experience providing financial statement audits. She works in various industries, namely energy and natural resources, power and utilities and industrial markets. She also specializes in IFRS engagements. - Has audit experience providing services for multinational and listed companies in various industries that adopt IFRS and TFRS for PAEs in their financial statements.
Relationship or interest with NewCo, its subsidiaries, executives, major shareholders or their respective related persons	- None -

Information of the Independent Directors Proposed by the Company as Proxy of Shareholder

1. Mr. Santi Boonprakub



Position	Independent Director and Member of the Sustainability, Governance and Risk Management Committee	
Date of Appointment	May 25, 2017	
Age	72 years	
Business Address	11 th Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330	
Education	<ul style="list-style-type: none"> - Master of Public and Private Management Program, National Institute of Development Administration - Bachelor of Science (Statistics), Ramkhamhaeng University 	
Training	<ul style="list-style-type: none"> - Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI), Class 12, King Prajadhipok's Institute - Senior Executive Development (Program II), Class 3, Civil Executive College, Civil Service Training Institute, Office of the Civil Service Commission - Civil Service Executive Development Program: Visionary and Moral Leadership (Program I), Class 59, Civil Executive College, Civil Service Training Institute, Office of the Civil Service Commission - Management of Public Economics for Executives, Class 3, King Prajadhipok's Institute - Economics for Natural Resource Management, Oregon State University, USA 	
Director Training	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 268/2018, Thai Institute of Directors - Director Accreditation Program (DAP), Class 131/2016, Thai Institute of Directors 	
Working Experience (during the recent 5 years) and/or Important Positions	2021 – 2024	Member of the National Environmental Board
	2019 – 2024	Member of the National Land Policy Committee
	2022 – 2023	Director, All Waste to Energy Company Limited
	2022 – 2023	Director, Chiangmai Waste to Energy Company Limited
	2020 – 2022	Member of Thailand Oil Palm Board
	2017 – 2020	Member of the Audit and Evaluation Sub-Committee, Agricultural Research Development Agency
	2017 – 2019	Advisory Member, Biodiversity-Based Economy Development Office (Public Organization)
	2015 – 2017	Independent Director, Gulf Energy Development Company Limited
	2011 – 2013	Secretary General, Office of Natural Resources and Environmental Policy and Planning
	2010 – 2011	Inspector General, Ministry of Natural Resources and Environment
	2009 – 2010	Deputy Secretary General, Office of Natural Resources and Environmental Policy and Planning
	2009	Deputy Director General, Department of Mineral Resources

Current Directorships/Executive Positions in Other Organizations

- **Other Listed Companies** - None -
 - **Non-Listed Companies** 2021 – Present Member of the Environmental Fund Committee
(2 organizations) 2019 – Present Member of the National Committee on Climate Change Policy
 - **Other Companies that Compete with/Related to NewCo** - None -
- Family Relationship with Other Directors and Executives** - None -
- Special Interest in the Agenda Proposed at the Joint Shareholders' Meeting** - None -

2. Mr. Sommai Phasee



Position	Independent Director, Member of the Audit Committee and Chairman of the Sustainability, Governance and Risk Management Committee	
Date of Appointment	September 14, 2017	
Age	80 years	
Business Address	11 th Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330	
Education	<ul style="list-style-type: none"> - Master of Economics (Planning and Development), Vanderbilt University, USA - Master of Economics, Thammasat University - Bachelor of Economics (Honors), Thammasat University 	
Training	<ul style="list-style-type: none"> - Civil Service Executive Development Program (Program I), Class 11, Civil Executive College, Civil Service Training Institute, Office of the Civil Service Commission - The National Defence, Class 37, Thailand National Defence College 	
Director Training	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 268/2018, Thai Institute of Directors - Director Accreditation Program (DAP), Class 59/2006, Thai Institute of Directors - Role of the Chairman Program (RCP), Class 9/2003, Thai Institute of Directors 	
Work Experience (during the recent 5 years) and/or Important Positions	2014 – 2015	Chairman of the Board of Directors, Crown Property Bureau
	2014 – 2015	Chairman of the Board of Directors, Bank for Agriculture and Agricultural Co-operatives
	2014 – 2015	Deputy Chairman of the Anti-Money Laundering Board, Anti-Money Laundering Office
	2014 – 2015	Minister, Ministry of Finance
	2011 – 2014	Director, Gulf Energy Development Company Limited
	2006 – 2007	Deputy Minister, Ministry of Finance
	2004 – 2006	Chairman of the Board of Directors, Gulf Electric Public Company Limited
	1998 – 2004	Deputy Permanent Secretary, Ministry of Finance
Current Directorships/Executive Positions in Other Organizations		
• Other Listed Companies	- None -	
• Non-Listed Companies (4 organizations)	2020 – Present	Chairman, The Thai Bond Market Association
	2019 – Present	Director, Precious Metal Refining Company Limited
	2016 – Present	Director, Sai Nam Yen Company Limited
	2016 – Present	Director, Andaman Beach Suites Company Limited
• Other Companies that Compete with/Related to NewCo	- None -	
Family Relationship with Other Directors and Executives	- None -	
Special Interest in the Agenda Proposed at the Joint Shareholders' Meeting	- None -	

3. Dr. Raweporn Kuhirun



Position	Independent Director and Member of the Audit Committee												
Date of Appointment	May 25, 2017												
Age	81 years												
Business Address	11 th Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330												
Education	<ul style="list-style-type: none"> - Doctor of Public Administration, Eastern Asia University - Master of Business Administration (Accounting), Central Michigan University, USA - Bachelor of Accountancy (Accounting), Chulalongkorn University - Bachelor of Laws, Ramkhamhaeng University 												
Training	<ul style="list-style-type: none"> - The National Defence, Class 38, Thailand National Defence College - Civil Service Executive Development Program (Program II), Civil Executive College, Civil Service Training Institute, Office of the Civil Service Commission - Program for Senior Executive on Justice Administration, Class 14, National Justice Academy, Office of the Judiciary - Capital Market Leadership Program, Class 7, Capital Market Academy - The International Auditor's Fellowship Program (Long-Term Program), Government Accountability Office (U.S. GAO), USA - Audit of Computer System, Kingston Polytechnic, United Kingdom - Internal Audit and Computer Audit (Long-Term Program), National Audit Office (NAO), United Kingdom - Procurement Audit, Board of Audit and Inspection, Republic of Korea 												
Director Training	<ul style="list-style-type: none"> - Board Matters and Trends (BMT), Class 6/2018, Thai Institute of Directors - Director Accreditation Program (DAP), Class 94/2012, Thai Institute of Directors - Director Certification Program (DCP), Class 155/2012, Thai Institute of Directors - Audit Committee Program (ACP), Class 38/2012, Thai Institute of Directors 												
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0"> <tr> <td style="vertical-align: top;">2007 – 2019</td> <td>Committee on Overseeing the NBTC's Operation, Office of the National Broadcasting and Telecommunications Commission (NBTC)</td> </tr> <tr> <td style="vertical-align: top;">2016 – 2017</td> <td>Independent Director and Member of the Audit Committee, Gulf Energy Development Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2008 – 2015</td> <td>Advisor to the Audit Committee, Thai Airways International Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2011 – 2014</td> <td>Independent Director and Member of the Audit Committee, PTT Global Chemical Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2011 – 2013</td> <td>Honorary Member of Special Investigation Commission, Department of Special Investigation</td> </tr> <tr> <td style="vertical-align: top;">2000 – 2006</td> <td>State Audit Commissioner, State Audit Commission, State Audit Office of the Kingdom of Thailand</td> </tr> </table>	2007 – 2019	Committee on Overseeing the NBTC's Operation, Office of the National Broadcasting and Telecommunications Commission (NBTC)	2016 – 2017	Independent Director and Member of the Audit Committee, Gulf Energy Development Company Limited	2008 – 2015	Advisor to the Audit Committee, Thai Airways International Public Company Limited	2011 – 2014	Independent Director and Member of the Audit Committee, PTT Global Chemical Public Company Limited	2011 – 2013	Honorary Member of Special Investigation Commission, Department of Special Investigation	2000 – 2006	State Audit Commissioner, State Audit Commission, State Audit Office of the Kingdom of Thailand
2007 – 2019	Committee on Overseeing the NBTC's Operation, Office of the National Broadcasting and Telecommunications Commission (NBTC)												
2016 – 2017	Independent Director and Member of the Audit Committee, Gulf Energy Development Company Limited												
2008 – 2015	Advisor to the Audit Committee, Thai Airways International Public Company Limited												
2011 – 2014	Independent Director and Member of the Audit Committee, PTT Global Chemical Public Company Limited												
2011 – 2013	Honorary Member of Special Investigation Commission, Department of Special Investigation												
2000 – 2006	State Audit Commissioner, State Audit Commission, State Audit Office of the Kingdom of Thailand												

Current Directorships/Executive Positions in Other Organizations

- **Other Listed Companies** - None -
 - **Non-Listed Companies** 2011 – Present Honorary Member of Srinakharinwirot University Council
(1 organization)
 - **Other Companies that Compete with/Related to NewCo** - None -
- Family Relationship with Other Directors and Executives** - None -
- Special Interest in the Agenda Proposed at the Joint Shareholders' Meeting** - None -

Explanation on the Appointment of Proxy, Registration Process, Registration Documents, and Vote Casting and Counting

Registration Process

Registration of shareholders eligible to attend the Joint Shareholders’ Meeting between the Shareholders of Gulf Energy Development Public Company Limited (the “**Company**”) and the Shareholders of Intouch Holdings Public Company Limited (“**INTUCH**”) (the “**Joint Shareholders’ Meeting**”) will be conducted via the Inventech Connect system. Please refer to *Attachment No. 8* for the procedure for registration and meeting attendance via electric media.

Registration Documents

1. Shareholders who attend the meeting in person

Submit the Registration Form (as per *Attachment No. 10*) which includes the identification barcode, along with the following documents to confirm the eligibility of the shareholders via the Inventech Connect system:

Category	Thai Shareholders	Non-Thai Shareholders
<p><u>Natural Person</u></p>	<p>An original identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as:</p> <ul style="list-style-type: none"> - Thai national ID card - Driving Licence - Thai civil servant ID card - Thai state enterprise officer ID card - Passport - Any other photographed identification document issued by relevant Thai government authority <p>(Collectively as “ID Document”)</p>	<p>A passport which must still be valid and not be damaged or in a condition that cannot identify the holder</p>
<p><u>Juristic Person</u></p> <p>(This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)</p>	<ul style="list-style-type: none"> - Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made)) - Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made)) - Copy of an affidavit or equivalent document which demonstrates at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an original of such ID Document or passport which must still be valid and

Category	Thai Shareholders	Non-Thai Shareholders
		not be damaged or in a condition that cannot identify the holder

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

2.1 Appointment of Proxy

The Company has prepared Proxy Form A., Form B. and Form C. as stipulated in an announcement of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (*sui juris*); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 6.

Shareholder must authorize a person as you wish or an independent director whose profile is attached to the invitation to this meeting to attend, and cast a vote at the meeting on your behalf by specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this connection, the Company has delivered Proxy Form A. and Form B. together with this invitation as per Attachment No. 9. Alternatively, shareholders may also download either Proxy Form A., Form B. or Form C. (i.e. Form C. is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping) from the Company's website www.gulf.co.th. Shareholder must use only one of such Proxy Forms.

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, shareholder must choose to either cast a vote for or against or abstain from voting, and not combination thereof. Shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor in accordance with Proxy Form C.

Shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A., which is a general simple form (for all shareholders)
- Proxy Form B., which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C., which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping

2.2 Submit the following documents via the Inventech Connect system:

- The Registration Form (as per Attachment No. 10) that comes with the identification barcode
- The Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy (with the corporate seal affixed (if any)) and affix Baht 20 stamp duty crossed and dated as of the date the proxy is made
- The following documents to confirm eligibility of the shareholders:

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none"> - An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a 	<ul style="list-style-type: none"> - An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy

Category	Thai Shareholders	Non-Thai Shareholders
	condition that cannot identify the holder	must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<u>Juristic Person</u>	<ul style="list-style-type: none"> - An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u>		<ul style="list-style-type: none"> - Documents for juristic person shall be prepared by selecting one of any Proxy Form (either Form A., Form B. or Form C.). - A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy - A confirmation letter that signatory has been licensed to engage in custodian business

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

Criteria for Vote Casting and Counting

1. The Chairman of the meeting or a person designated by the Company shall explain casting and counting vote procedure before the commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. The results of each agenda item shall be announced to the meeting at the end of each respective agenda item. The Company will arrange for an inspector to examine procedures for counting vote in the meeting to ensure transparency and compliance with the laws.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon the conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In counting of votes, resolutions shall be passed by votes as follows:

Agenda No. 1, 2, 3, 4, 5, 6, 7, 8 and 10 require the approval of the meeting by a majority vote of shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting.

Except for Agenda No. 9 which is for the consideration and approval of the fixing of the directors' remuneration of NewCo and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total votes of shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting.

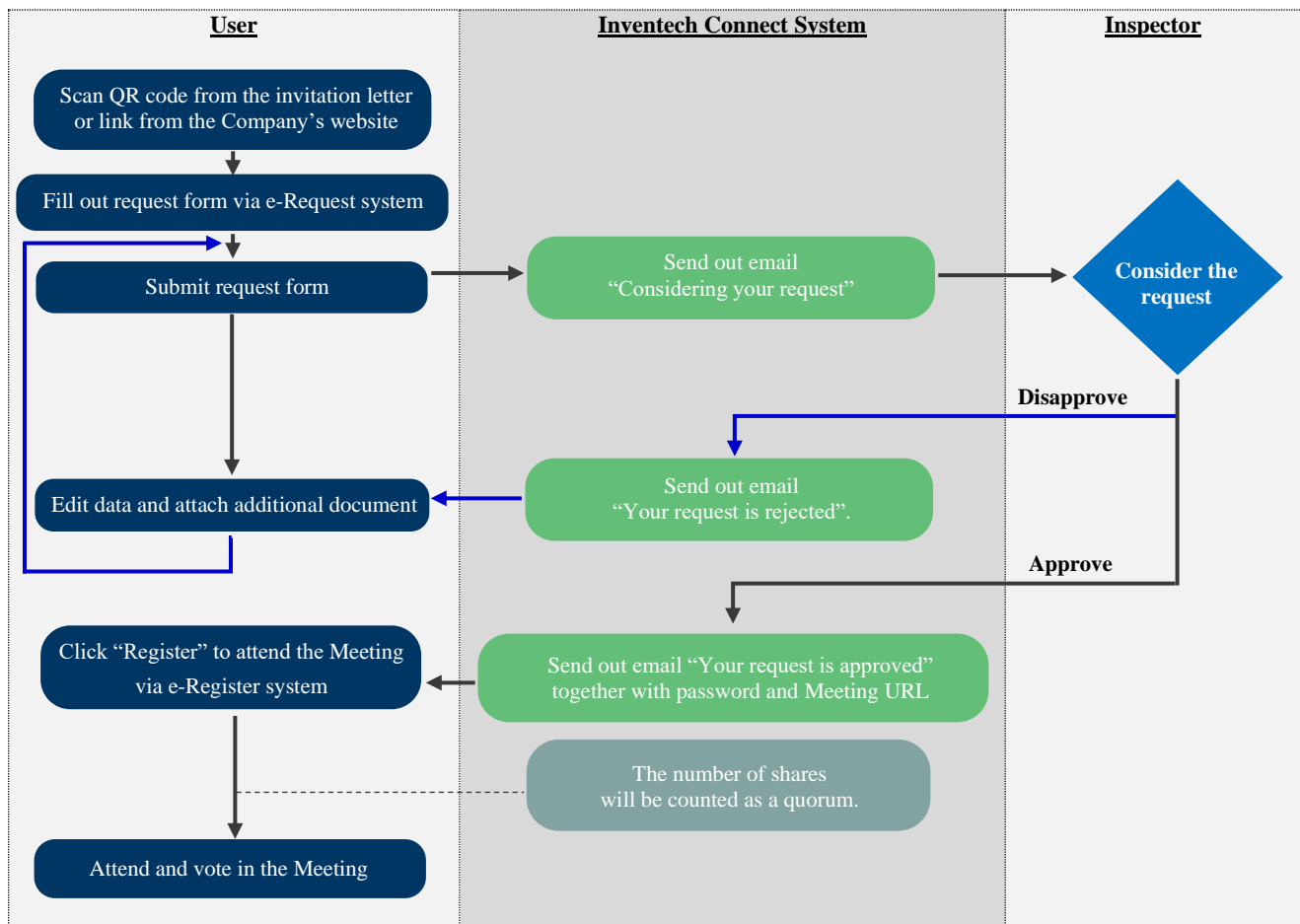
Explanation on the Meeting Procedures via Electronic Media

Recommendations for Internet, Internet Browser and Equipment for Attending the Meeting

Internet	Equipment
<ul style="list-style-type: none"> High-Definition Video: Minimum internet speed of 2.5 Mbps High Quality Video: Minimum internet speed of 1.0 Mbps Standard Quality Video: Minimum internet speed of 0.5 Mbps 	<ul style="list-style-type: none"> Smartphone / Tablet (iOS or Android OS) PC / Laptop (Windows or Mac OS)

Internet Browser: Chrome (Recommended) / Safari / Microsoft Edge. Please note that **the system does not support Internet Explorer.**

Meeting Arrangement via Electronic Media



Usage Condition

Merging Account / Switching Account

If the multiple requests are filed under the same email and phone number, the system will merge the multiple requests into one account. In the case of multiple user accounts, you can click "Change account" to switch between accounts. However, the previously used account will still be counted as part of the quorum for the Meeting.

Exiting the Meeting

Attendees can click on "Register to leave the quorum", and the system will remove their shares and votes from the voting base for all pending agendas.

Manuals and Assistance

Please contact Inventech Call Center if you need assistance.

02-460-9224

@inventechconnect

Inventech Call Center is available during March 14 – 25, 2025 at 8.30 a.m. – 5.30 p.m.
(Business days only, excluding public holidays)




User Manual



Report a problem

Request for Username & Password to Attend the Meeting via Electronic Media

1. Shareholders and proxies can submit a request to attend the Meeting at <https://app.inventech.co.th/GULF531723R/#/homepage> or scan QR Code  and follow the steps below:

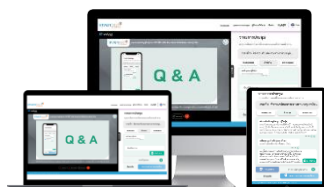


**** To merge user accounts, please use the same email and phone number. ****

- 1 Click the link or scan the QR Code above
- 2 Fill the request form
 - Step 1: Fill in the shareholder information
 - Step 2: Fill in the information for identity verification
 - Step 3: OTP verification
 - Step 4: Successful transaction
- 3 Wait for a confirmation email providing meeting details and password

2. The submission of requests for shareholders and proxies who would like to attend the Meeting is available from 8:30 a.m. on March 14, 2025 until the end of the Meeting on March 25, 2025.
3. Electronic conference will be available from 1:30 p.m. on March 25, 2025. Please use the provided Username and Password and follow the instruction manual to access the system.

Asking Questions



- 1 Select the agenda, and click on **Question** button

2a Type the question, and click **Send**

- 2b Ask the question via video:

- Click **Conference**
- Click **OK** to confirm queuing
- Please wait for your queue, then turn on your microphone and camera when notified by the staff.

Voting

- 1 Fill in your email address and the password received from your email or request an OTP
- 2 Click **Register**, the system will register your attendance and count it as a quorum.
- 3 Click **Join Attendance**, then click **Accept**
- 4 Select the agenda you want to vote on
- 5 Click **Vote**
- 6 Cast your vote
- 7 The system will display the status of your latest vote.

Press **Cancel latest vote** button to cancel your most recent vote (this would mean that your vote will be processed according to the rules informed to the shareholders beforehand). Change to the vote is allowed until the voting on that particular agenda is closed.

Appoint the Company's Independent Director as the Proxy

Any shareholder wishing to appoint Independent Directors proposed by the Company as his/her proxy to attend and vote at the Meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to Company by March 21, 2025 with attention to

Company Secretary, Gulf Energy Development Public Company Limited
11th Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

Proxy Form A. (General Form)

ติดอากรแสตมป์ 20 บาท
Stamp duty of Baht 20

เขียนที่ _____
Made at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residence No. Road Tambol/Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Amphoe/District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท กอล์ฟ เอ็นเนอร์จี ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Being a shareholder of Gulf Energy Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ share(s) and having the right to vote equal to _____ votes as follows:
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ share(s) and having the right to vote equal to _____ vote(s)
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share _____ share(s) and having the right to vote equal to _____ vote(s)

(3) ขอมอบฉันทะให้
Hereby appoint either one of the following persons:

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Sub-district _____ Amphoe/District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or _____
2. ชื่อ นายสันติ บุญประดับ อายุ 72 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mr. Santi Boonprakub age 72 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or
3. ชื่อ นายสมหมาย ภาชี อายุ 80 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mr. Sommai Phasee age 80 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or
4. ชื่อ ดร. รวีพร คูหิรัญ อายุ 81 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Dr. Raweporn Kuhirun age 81 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330
Province Bangkok Postal Code 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมผู้ถือหุ้นร่วมระหว่างผู้ถือหุ้นของ บริษัท กัลฟ์ เอ็นเนอร์จี ดีเวลลอปเมนท์ จำกัด (มหาชน) และผู้ถือหุ้นของบริษัท อินทัช โฮลดิ้งส์ จำกัด (มหาชน) ในวันที่ 25 มีนาคม 2568 เวลา 15.30 น. ซึ่งจัดผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะฟังเสียงไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

Individually, as my/our proxy to attend and vote at the Joint Shareholders' Meeting between the Shareholders of Gulf Energy Development Public Company Limited and the Shareholders of Intouch Holdings Public Company Limited on March 25, 2025 at 3:30 p.m. via electronic media or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action(s) carried out by/decision(s) made by the proxy at the Meeting is/are regarded as carried out by me/us.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

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

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

Proxy Form B. (Form Clearly Specify Details of Proxy)

ติดอากรแสตมป์ 20 บาท
Stamp duty of Baht 20

เขียนที่ _____
Made at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residence No. Road Tambol/Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Amphoe/District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท กัลฟ์ เอ็นเนอร์จี ดีเวลลอปเมนท์ จำกัด (มหาชน)
Being a shareholder of Gulf Energy Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of share(s) and having the right to vote equal to votes as follows:
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share share(s) and having the right to vote equal to vote(s)
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share share(s) and having the right to vote equal to vote(s)

(3) ขอมอบฉันทะให้
Hereby appoint either one of the following persons:

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphoe/District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

2. ชื่อ นายสันติ บุญประดับ อายุ 72 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mr. Santi Boonprakub age 72 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

3. ชื่อ นายสมหมาย ภาชี อายุ 80 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mr. Sommai Phasee age 80 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

4. ชื่อ ดร. รวีพร คูหิรัญ อายุ 81 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Dr. Raweporn Kuhirun age 81 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมผู้ถือหุ้นร่วมระหว่างผู้ถือหุ้นของ บริษัท กอล์ฟ เอ็นเนอร์จี้ ดีเวลลอปเม้นท์ จำกัด (มหาชน) และผู้ถือหุ้นของบริษัท อินทัช โฮลดิ้งส์ จำกัด (มหาชน) ในวันที่ 25 มีนาคม 2568 เวลา 15.30 น. ซึ่งจัดผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะฟังเสียงไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

Individually, as my/our proxy to attend and vote at the Joint Shareholders' Meeting between the Shareholders of Gulf Energy Development Public Company Limited and the Shareholders of Intouch Holdings Public Company Limited on March 25, 2025 at 3:30 p.m. via electronic media or at any adjournment thereof.

- (4) ข้าพเจ้ามอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

วาระที่ 1 พิจารณานามตั้งชื่อของ NewCo

Agenda 1 To Consider and Approve the Name of NewCo

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณานามวัตถุประสงค์ของ NewCo

Agenda 2 To Consider and Approve the Objectives of NewCo

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานามนิติทุนจดทะเบียน จำนวนหุ้น มูลค่าที่ตราไว้ของหุ้น และทุนชำระแล้วของ NewCo

Agenda 3 To Consider and Approve the Registered Capital, Number of Shares, Par Value and Paid-Up Capital of NewCo

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานามวิธีการจัดสรรหุ้นของ NewCo

Agenda 4 To Consider and Approve the Allocation of Shares in NewCo

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณานุมัติหนังสือบริคณห์สนธิของ NewCo

Agenda 5 To Consider and Approve the Memorandum of Association of NewCo

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานุมัติข้อบังคับของ NewCo

Agenda 6 To Consider and Approve the Articles of Association of NewCo

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติการเลือกตั้งกรรมการของ NewCo

Agenda 7 To Consider and Approve the Appointment of the Directors of NewCo

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งหมด
 Election of the directors in whole:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล
 Election of individual directors:
- 7.1 ชื่อกรรมการ _____ นายวิเศษ จูภิบาล
 Director Name _____ Mr. Viset Choopiban
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 7.2 ชื่อกรรมการ _____ นายปรีดี ดาวฉาย
 Director Name _____ Mr. Predee Daochai
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 7.3 ชื่อกรรมการ _____ นายกฤษฏา จีนะวิจารณะ
 Director Name _____ Mr. Krisada Chinavicharana
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 7.4 ชื่อกรรมการ _____ นายสมประสงค์ บุญยะชัย
 Director Name _____ Mr. Somprasong Boonyachai
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 7.5 ชื่อกรรมการ _____ ศาสตราจารย์ ดร.บัณฑิต เอื้ออาภรณ์
 Director Name _____ Prof. Dr. Bundhit Eua-arporn
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

7.6	ชื่อกรรมการ	นางสิริวิภา สุพรรณอนันต์
	Director Name	Mrs. Sirivipa Supantanet
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain
7.7	ชื่อกรรมการ	นายสารสิทธิ์ รัตนาวะดี
	Director Name	Mr. Sarath Ratanavadi
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain
7.8	ชื่อกรรมการ	นางพรทิพา ชินเวชกิจวานิชย์
	Director Name	Mrs. Pornnipa Chinvetkitvanit
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain
7.9	ชื่อกรรมการ	นายบุญชัย ธีรชาติ
	Director Name	Mr. Boonchai Thirati
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain
7.10	ชื่อกรรมการ	นางสาวยุพาพิน วังวิวัฒน์
	Director Name	Ms. Yupapin Wangviwat
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain
7.11	ชื่อกรรมการ	นายดิษทัต ปันยารชุน
	Director Name	Mr. Disathat Panyarachun
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain
7.12	ชื่อกรรมการ	นางโชติกุล สุขภิรมย์เกษม
	Director Name	Mrs. Chotikul Sookpiromkasem
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง
	Approve	Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการกำหนดรายชื่อกรรมการผู้มีอำนาจลงลายมือชื่อผูกพันบริษัทของ NewCo

Agenda 8 To Consider and Approve the Authorized Directors of NewCo

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการของ NewCo

Agenda 9 To Consider and Approve the Fixing of the Directors' Remuneration of NewCo

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีของ NewCo สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2568
Agenda 10 To Consider and Approve the Appointment of the Auditors and Fixing the Audit Fees of NewCo for the Fiscal Year Ended December 31, 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 11 Other Business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts performed by the proxy during the course of the Meeting, except for the vote of the proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda for the appointment of directors, a shareholder is able to elect the whole board of directors or only certain directors.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบ ข. ตามแนบ
If any additional item on the agenda is to be considered, the grantor of the proxy shall use the attached Supplemental Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท กัลฟ์ เอ็นเนอร์จี ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Proxy is given as a shareholder of Gulf Energy Development Public Company Limited.

ในการประชุมผู้ถือหุ้นร่วมระหว่างผู้ถือหุ้นของบริษัท กัลฟ์ เอ็นเนอร์จี ดีเวลลอปเม้นท์ จำกัด (มหาชน) และผู้ถือหุ้นของบริษัท อินทัช โฮลดิ้งส์ จำกัด (มหาชน) ในวันที่ 25 มีนาคม 2568 เวลา 15.30 น. ซึ่งจัดผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

At the Joint Shareholders' Meeting between the Shareholders of Gulf Energy Development Public Company Limited and the Shareholders of Intouch Holdings Public Company Limited on March 25, 2025 at 3:30 p.m. via electronic media or at any adjournment thereof.

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

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Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

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- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

Privacy Notice for Shareholders, Debenture Holders and their Representatives

Gulf Energy Development Public Company Limited (the “**Company**”) recognizes the importance of the personal data protection of our shareholders, debenture holders, proxy holders and their authorized representatives under the power of attorney. The Company therefore established measures for personal data protection as detailed below in order to ensure that the Company will protect and manage your personal data in accordance with the Personal Data Protection Act B.E 2562.

1. Collected Personal Data

The Company will collect your personal data that directly provided by you, or collected from proxy/power of attorney form, or from Thailand Securities Depository Company Limited (as the Company’s registrar), which includes, but not limited to the following personal data:

- General Personal Data: e.g. name-surname, date of birth, age, address, telephone number, facsimile number, e-mail address, identification card number, passport number, nationality, signature, shareholder’s registration number, educational background, training background, working experience, occupation, position, office, photo, etc.
- Financial Data: e.g. bank account number, number of shares/debentures held, type of shares, etc.
- Data in relation to any activity organized by the Company: e.g. image and video recorded during the Shareholders’ Meeting and/or any site visit activity, electronic traffic data collected from the registration or attendance of such Shareholders’ Meeting and/or site visit activity, etc.
- Other Personal Data: e.g. opinions or recommendations, any data provided by you through the channel of Investor Relations on the Company’s website or other channels designated by the Company, etc.
- Stakeholders Relationship or Conflicts of Interest Data that show direct and/or indirect relationships with the Company and its Group Companies: e.g. name-surname, age and number of shares of the spouse and children of candidates who are nominated for the Company’s directorship, etc.

In general, the Company does not intend to collect and process your sensitive personal data (i.e. religion and blood type (if any) as appeared on the identification documents of you and/or your representatives that were submitted to the Company). In the case where you provide any of such identification documents to the Company, you and/or your representatives are requested to make invisible the sensitive personal data appeared on such documents. If you do not make invisible of such sensitive personal data, the Company shall be entitled to make invisible those data, and the Company shall not be deemed to collect any of such sensitive personal data in all respects.

However, there may be a case where the Company is required to collect and process your sensitive data (i.e. health data) in order to facilitate your participation in the Company’s activities (i.e. site visit) or any other activity that the Company shall notify and request for your consent in specific form on a case by case basis.

2. Purposes

The Company is obliged collect, process and/or disclose personal data as required by legal obligation, and/or the Company’s legitimate interest, and/or contractual basis, and/or vital interests basis, and/or as consented by you (as the case may be) for the following purposes:

- To manage the shareholders and debenture holders’ registration, the issuance of proxy by shareholders and debenture holders, including other related activities pursuant to the applicable law such as securities and exchange law
- To carry out any action in relation to the dividend payment or other benefits for the shareholders and/or debenture holders such as interests and subscription right for shares/debenture
- To arrange the general meetings, which includes proposing the agenda item, nomination of candidates for the directors of the Company, sending documents in relation to the meetings, verifying identity at the registration, processing vote, preparing minutes of the meetings and any action in relation to such meetings
- To record images, audio and/or video recordings during the meetings or any activity for the purpose of broadcasting through the Company’s website and other communication channels
- To record the meetings and prepare the minutes of such meetings for the submission to the relevant authorities such as the Stock Exchange of Thailand and the Company’s legal advisors
- To inform information regarding the Company’s activities and to select qualified participants
- To organize the Company’s activities and facilitate participation as deemed appropriate by the Company such as preparing the venue, arranging food and beverage, and providing transportation
- To manage and administer health and safety of you and other third parties such as emergency contact and prevention of infectious diseases
- To manage relationships concerning the Company, such as conducting surveys to analyze and improve the Company’s operations
- To manage the Company’s risks and internal control, audit supervision, internal audit, good corporate governance and organizational management
- To undertake obligations in compliance with laws, orders, independent organizations, competent authorities, including to cooperate with courts, governmental authorities, regulatory bodies and law enforcement agencies

In the event that you are unable to provide certain necessary personal data to the Company, it may impede the Company’s ability to manage and administer any agreement between you and the Company, including any benefit you, as a shareholder, may be entitled to (if any).

3. Disclosing Personal Data

To achieve the aforementioned purposes, the Company may disclose your personal data to third parties as follows:

- Thailand Securities Depository Company Limited (TSD)
- Banks or financial institutions
- Service providers, such as printing, document delivery, data storage, technology services for shareholder meetings, or any other related services to fulfill the Company's obligations towards shareholders, debenture holders, and/or proxies
- Professional service providers such as legal consultants, auditors, etc.
- Investors only if required by relevant laws or regulations
- Courts, governmental authorities, regulatory bodies, law enforcement agencies, or any other individual or juristic person to whom the Company must disclose information, in order to comply with laws, orders from governmental authorities, or as per agreements between the Company and other individuals or juristic persons for the benefit of the personal data owners (e.g. the Ministry of Commerce, the Revenue Department)

4. Personal Data Retention Period

The Company will retain your personal data as required by the relevant laws and/or as necessary to fulfill the purposes stated in this Privacy Notice. Upon the expiration of such period, the Company will either destroy or anonymize such personal data.

5. Rights of Data Subjects

According to the provisions under the Personal Data Protection Act B.E 2562, you, as the data subjects, are entitled to exercise any of the following rights:

- Right to access and obtain copy of your personal data, or to request the disclosure of the acquisition of such personal data
- Right to request correction, completion and updating on your personal data
- Right to request sending or transferring of your personal data to other entities or persons in compliance as prescribed by the relevant laws
- Right to request a suspension of the use of your personal data
- Right to request the deletion, destruction, or anonymization of your personal data
- Right to withdraw consent for the processing of your personal data that you have already given to the Company, unless such withdrawal is restricted by law or by any contract that benefits you. However, the withdrawal of such consent will not affect the processing of any personal data for which you have provided consent
- Right to file a complaint with the Office of the Personal Data Protection Commission in case that the Company violates applicable personal data protection laws

In the event that you, as the data subject, submit any of the above requests to exercise any of the above rights, the Company will act on such request within the period prescribed by law. However, the Company will consider such requests by taking several factors into consideration and shall reserve the right to refuse any request to the extent permitted by the applicable personal data protection laws.

6. Contact Information

Should you have any inquiries or require further information regarding the protection of personal data under this Privacy Notice, and/or would like to exercise the rights of data subject as described in Item No. 5, shareholders and/or proxies may contact the Company at the following address:

*Corporate Secretary
Gulf Energy Development Public Company Limited
No. 87 M Thai Tower, 11th Floor, All Seasons Place, Wireless Road,
Lumpini Sub-district, Pathumwan District, Bangkok 10330
or via email at cs@gulf.co.th*

The Company reserves the right to amend this Privacy Notice and disclose it through the Company's website and/or the invitation to the meeting of shareholders and/or the Stock Exchange of Thailand's information disclosure system and/or in accordance with the relevant laws and regulations.



Gulf Energy Development Public Company Limited
11th Floor, M Thai Tower, All Seasons Place,
87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330
www.gulf.co.th