



**2025**

**Annual General Meeting of Shareholders  
IRPC Public Company Limited**

**April 2, 2025 at 09 : 30 a.m.  
(Electronic Meeting Only)**

**INNOVATION  
FOR A BOUNDLESS  
TOMORROW**

**Creating Limitless Innovations  
for a Sustainable Future**



No. CEO 013/2025

March 3, 2025

Subject	Invitation to 2025 Annual General Meeting of Shareholders (AGM)
Attention	Shareholders of IRPC Public Company Limited
Enclosures	<ol style="list-style-type: none"><li>1. Evidence required for shareholders' or proxies' registration</li><li>2. Guidelines for attending e-AGM (e-Meeting) by INVENTECH Connect</li><li>3. Brief personal profile of nominated director candidates</li><li>4. Independent director qualifications of IRPC</li><li>5. List of independent directors for proxy-granting</li><li>6. The Company's articles of association (relevant to the shareholders' meeting)</li><li>7. Proxy forms (Form A, Form B, and Form C) for proxy-granting</li><li>8. Personal data protection notices (Privacy Notice)</li></ol>
Remarks	<p>The Company will deliver the meeting documents (Hard Copy) to shareholders by postal service <u>on March 11, 2025</u>, consisting of the following documents:</p> <ol style="list-style-type: none"><li>1. The Invitation letter to the 2025 AGM (Abridged Version) with a barcode printed (securities holder registration number) for online registration. <i>[Shareholders can download the invitation letter (full version), the meeting documents (Enclosure 1-8 above), and the "Form 56-1 One Report" (2024 One Report) via QR Code on this letter]</i></li><li>2. Evidence required for shareholders' or proxies' registration</li><li>3. Guidelines for attending e-AGM (e-Meeting) by INVENTECH Connect</li><li>4. Proxy Form B</li><li>5. Business reply envelope (no postage necessary if mailed in Thailand)</li></ol>

**Notes:**

- (1) The Company has disclosed the minutes of the 2024 AGM, on April 5, 2024, on the Company's website ([www.irpc.co.th](http://www.irpc.co.th)) from April 18, 2024.
- (2) The Company had facilitated minority Shareholders (one or more shareholders holding no less than 4 percent of the total issued shares) to exercise their rights to put forward the 2025 AGM's agenda items and/or nominate director candidates in advance during September 3, 2024 - December 31, 2024, and disclosed the criteria and methods to exercise such rights on the Company website ([www.irpc.co.th](http://www.irpc.co.th)). However, there were no feedback given.
- (3) The Company has published the 2025 AGM Invitation Letter (full version) and its supporting documents both in Thai and English versions on the Company's website ([www.irpc.co.th](http://www.irpc.co.th)) from March 3, 2025.

The Board of Directors of IRPC Public Company Limited ("the Company"), in its meeting No. 3/2025 on February 10, 2025, resolved to convene the 2025 Annual General Meeting of Shareholders (AGM) on April 2, 2025, at 09:30 am. The meeting will be held through electronic media (e-Meeting) only, in compliance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and relevant laws and regulations.

**The Meeting's agenda items are as follows:**

**Item 1 Acknowledge the 2024 Operating Results Report**

*(Voting requirement: This agenda item is for information only and does not require a vote)*

Details of the Company's operating results for the year 2024 are shown in Form 56-1 One Report, which can be downloaded via the QR Code on the invitation letter (abridged version)– Remarks 1).

**The Board's Recommendations:**

After due consideration, the Board deemed it appropriate to propose to the AGM to acknowledge the operating results report for the year 2024.

**Item 2 Approve the 2024 Financial Statements**

*(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)*

The 2024 Company's financial statements were audited by the certified auditor, EY Office Limited ("EY"), and reviewed by the Audit Committee at the meeting No. 2/2025 on February 3, 2025. Details are shown in the Form 56-1 One Report (2024 One Report), which can be downloaded via QR code on the invitation letter (abridged version) – Remarks 1)



Financial Status	2024 (Million Baht)
Current asset	56,999
Total asset	184,555
Current liability	53,844
Total liability	114,447
Shareholder's equity	70,108
Registered capital	20,475
Paid-up capital	20,434
Operating Results	2024 (Million Baht)
Sales revenue	314,833
Net sales revenue*	281,711
EBITDA	4,476
Net profits (Loss)	(5,193)

**Remark:** \*Net sales revenue does not include excise tax, product tanker service fees, port charge service, and other service fees.

#### The Board's Recommendation:

After due consideration, the Board deemed it appropriate to propose to the AGM to approve the 2024 financial statements, audited by the auditor ("EY") and reviewed as accurate by the audit committee.

#### **Item 3      Approve the Dividend Payment for the 2024 Operating Results**

*(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)*

The Company's dividend payment policy was approved by the Extraordinary General Meeting of Shareholders No.1/2007 on January 19, 2007, requiring the dividend to be paid at least 25 percent of the net profits of the relevant year, after deduction of all categories of reserves as specified in the Company's articles of association and the applicable laws. Dividend payment is subject to the investment plans, necessity and other suitability, as the Board of Directors deems appropriate, and the annual payment of dividends shall be approved by the shareholders. However, the Board of Directors may pay interim dividends to the shareholders, and after the dividends have been paid, such dividend payment must be reported to the shareholders at the next shareholders' meeting.

The Board considered various factors such as the Company financial statements, cash flow statement, future investment plans, long-term loan repayment plan, loan repayment plans, unappropriated retained earnings, and the financial ability of the Company, and deemed it appropriate to propose the AMG to approve the annual dividend payment for the year 2024 at a rate of 0.01 Baht per share, amounting to approximately 204 million baht. The dividends will be paid from the tax-exempt retained earnings due to the use of tax loss carryforwards, in accordance with Section 115 of the Public Limited Companies Act B.E. 2535 (including its amendments), as well as the Company's articles of association: article 36 and 44 (Enclosure 6).



The details of the dividend payment are as follows:

- The amount of 0.01 Baht per share is paid from the unappropriated retained earnings, which were not subject to corporate income tax due to offsetting with the Company's tax losses. Individual shareholders will be subjected to a 10% withholding tax and will not be able to claim a tax credit for the dividend.

The proposed dividend payment for 2024 is in accordance with the dividend payment policy and the articles of association of the Company. The table below shows comparisons of the dividend payment in 2023 and 2024.

Dividend Payment Consideration	2023 (Annual Dividend)	2024 (Annual Dividend)
Net profits (Loss) (million Baht)	(2,923)	(5,193)
Numbers of shares (million shares)	20,434	20,434
Legal reserve* (million Baht)	-	-
Dividend payment per share (Baht per share)	0.03	0.01**
Dividend payment (million Baht)	613	204**
Dividend payment ratio / net profits (percentage)	N/A	N/A

**Remarks:** \* The Company completely set up the legal reserve at 10 percent of the registered capital in 2007.

\*\*The rights to receive such dividends still subjects to the approval of the 2025 AGM.

The Record Date (RD) for shareholders' entitlement to the dividends is set on February 26, 2025, and the dividends will be payable on April 25, 2025.

**The Board's Recommendation:**

After due consideration, the Board deemed it appropriate to propose to the AGM to approve the annual dividend payment for the 2024 operating results from the unappropriated retained earnings as of December 31, 2024, at the rate of 0.01 Baht per share, amounting to approximately 204 million Baht, as per the details presented above.

**Item 4      Approve the Appointment of Auditors and Determine its Auditor Fees for the Year 2025**

*(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)*

In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (including its amendments) and article 36 of the Company's articles of association (Enclosure 6), the Annual General Meeting of Shareholders is required to consider the appointment or re-appointment of auditors and determine their audit fees annually.

The Board, upon the recommendation of the Audit Committee, proposed the appointment of the auditors for the year 2025 as follows:

**1. Audit Firm:**

EY Office Limited ("EY") as the Company's auditor for the year 2025, which is the 4<sup>th</sup> audited year.

**2. Auditors' Name:**

- 2.1 Mr. Vorapoj Amnauypanit CPA Reg. No. 4640  
[Signed the Company's financial statements for 2 years (2023, 2024)], or
- 2.2 Mr. Kittiphun Kiatsomphob CPA Reg. No. 8050  
[Signed the Company's financial statements for 1 year (2022)], or
- 2.3 Mr. Termphong Opanaphan CPA Reg. No. 4501  
[Never signed the Company's financial statements]

**3. Audit Fees:**

The audit fees for the year 2025 would be 2,920,000 Baht (two million nine hundred twenty thousand baht), This amount does not include other necessary expenses charged at actual cost but not exceeding 130,000 Baht, such as travel expenses, miscellaneous expenses, etc., which is standard practice.

Audit Fees (Baht)	2024 (Audit Firm: EY)	2025 ( <u>Proposed</u> Audit Firm: EY)
Audit fee (For annual and quarterly financial statements)	2,600,000	2,920,000
Non-audit fee	None	None

**4. Relationship with the Company and related parties**

The nominated auditors above have no relationship with, and/or any conflict of interest with the Company, its subsidiaries, executives, major shareholders, or their related person. Therefore, EY is able to audit and comment on the Company's financial statements independently.

**5. Services to the Company's subsidiaries and associated companies**

EY Office Limited has been nominated as the auditor for the year 2025 for subsidiaries and associates of the Company, totaling 7 entities as follows: (1) IRPC Oil Co. Ltd., (2) IRPC A & L Co. Ltd., (3) IRPC Technology Co. Ltd., (4) Rakpasak Co. Ltd., (5) Innopolymed Co. Ltd., (6) IRPC Polyol Co. Ltd., and (7) Vajira Lab For Society Co., Ltd.

**The Audit Committee's Recommendations:**

In order to have the highest efficiency and effectiveness, the Audit Committee considered auditors by considering their performance in the past that can perform their duty in line with the Company's audit plans, delivering quality work that complies with international standards, having expertise in the accounting profession, and comprehensive understanding of the Company's business, which will enable swift and efficient auditing. Including, when considering the audit fee rate for the year 2025, which is in line with the workload, and be comparable to the audit fee of other listed companies of the same size; the Audit Committee resolved to propose to the Board to present to the AGM consider appointing auditors and approving the audit fees as presented above.

### The Board's Recommendations:

The Board, following the recommendation of the Audit Committee, deems it appropriate to propose to the AGM to approve the appointment of auditors from EY Office Limited ("EY") as the Company's auditors for the year 2025, with one of the following auditors to sign the Company's financial statements.

- |                             |                   |      |
|-----------------------------|-------------------|------|
| 1. Mr. Vorapoj Amnauypanit  | CPA Reg. No. 4640 | , or |
| 2. Mr. Kittiphun Kiatsompob | CPA Reg. No. 8050 | , or |
| 3. Mr. Termphong Opanaphan  | CPA Reg. No. 4501 |      |

The audit fees for the year 2025 would be 2,920,000 Baht (two million nine hundred twenty thousand baht), This amount does not include other necessary expenses charged at actual cost but not exceeding 130,000 Baht, such as travel expenses, miscellaneous expenses, etc., which is standard practice.

### **Item 5      Approve the Remuneration of the Directors for the Year 2025**

*(Voting requirements: not less than two-thirds (2/3) of the total number of votes of the shareholders who are present at the meeting)*

Article 26 of the Company's Articles of Association stated that "A director is entitled to have emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting..." (Enclosure 6)

In considering remuneration and bonus of the Board of Directors, the Nomination and Remuneration Committee relied on the best practices for determining directors' remuneration, as recommended by the Thai Institute of Directors ("IOD"), and tailored it to fit the Company. The following criteria were taken into account:

- (1) Categorize director remuneration into 2 parts: (a) monthly fee and meeting allowance per meeting, and (b) Bonus.
- (2) Considering the scope of accountability and responsibility including the expertise and experience of the committee.
- (3) Considering the Board's performance, the Company's performance, linkage to both short-term and long-term strategies, level and composition of remuneration that is appropriate to the size, complexity and risk of the business, as well as comparing with other companies' standards in the same industry and similar businesses.
- (4) Considering the persuasion competent to qualified individuals to become the Company's directors in order to effectively look after the interests of the company and shareholders.
- (5) Chairman of the Board of Directors and Chairman of the sub-committees will be paid about 30 percent higher than other directors get.
- (6) Sub- committee Members such as the Audit Committee Members, the Nomination and Remuneration Committee Members, the Corporate Governance and Sustainability Committee Members, the Risk Management Committee Members including other sub-committees, which may be later appointed by the Board of Directors' resolutions, shall only receive a meeting allowance per attendance.



The Nomination and Remuneration Committee thoroughly considered the 2025 remuneration and the 2024 bonus of the Board of Directors and deemed it appropriate to propose to the AGM as follows:

**1. Monthly fee and meeting allowance (For 2025)**

Remuneration for directors ( monthly) and meeting allowance ( per attendant) for 2025 is maintained at the same rate as 2024's, which was approved by the 2023 AGM on April 5, 2023

(This rate has been set out since 2006) as follows:

**1.1 Board of Directors:**

The board of directors shall receive a monthly fee and meeting allowance per attendance as follows:

Board of Directors	Monthly Allowance	Meeting Allowance (Per attendance)	Other Benefits (Both monetary and non-monetary)
Chairman	Baht 60,000	Baht 60,000	None
Director	Baht 45,000	Baht 45,000	None

**1.2 Sub-committees:**

There are currently 4 sub-committees consisting of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee, (including other sub- committees, which may be later appointed.) shall receive only meeting allowance per attendance as follows:

Sub-committees	Monthly Allowance	Meeting Allowance (Per attendance)	Other Benefits (Both monetary and non-monetary)
Chairman	None	Baht 60,000	None
Director	None	Baht 45,000	None

**2. Bonus (For 2024 performance):**

The proposal will be made to omission of paying bonus to the Board of Directors due to the 2024 operating results.

**3. Other types of remuneration/benefits: -None-**

**The Board's Recommendations:**

After due consideration, the Board agreed with the Nomination and Remuneration Committee' s recommendations and proposed to the AGM to approve the Directors' remunerations for the year 2025 and the omission of paying bonus for the 2024 operating results, as per the aforesaid details.

**Item 6 Elect or Re-elect Directors in Replacement of Those Retiring by Rotation**

*(Voting requirements: majority voting of the shareholders who are present at the meeting and cast their votes)*

According to the Company's Articles of Association, Article 17: "At each AGM, one-thirds of the total number of directors will retire by rotation. If their number is not a multiple of three, then the nearest to one-third must retire from office. The directors who have been longer in office shall retire; however, a retiring director is eligible for re-election".

At 2025 AGM, there are 5 directors completing their terms:

- |     |                                       |                                |
|-----|---------------------------------------|--------------------------------|
| (1) | Prof. Bundhit Eua-arporn, Ph.D.       | Chairman/ Independent Director |
| (2) | Mr. Yordchatr Tasarika                | Independent Director           |
| (3) | General Aittipol Suwannarat           | Independent Director           |
| (4) | Pol.Lt.Gen. M.D. Sopnarush Singhajaru | Independent Director           |
| (5) | Mr. Pongpun Amornvivat                | Director                       |

*(Resigned on January 17, 2025)*

In accordance with the Public Limited Company Act B.E. 2535 (including its amendments) and the Company's Articles of Association, the Nomination and Remuneration Committee carried out the nomination process and proposed persons to be elected/re-elected as directors in replacement of the directors who are due to retire by rotation as named above, based on the following criteria:

- (1) The Board of Directors consists of 5-15 directors.
- (2) Independent directors must account for at least one third of the Board, and there must be at least 3 of them.
- (3) Director must not be aged over 70.
- (4) Director and Independent Director can serve up to 3 consecutive terms (without exception).
- (5) Nominees must possess the qualifications required under the Public Limited Companies Act B.E. 2535 (including its amendments), the Securities and Exchange Act B.E. 2535 (including its amendments), regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, requirements relating to the good corporate governance of the Company and other relevant regulations.
- (6) Nominees must possess the qualification according to Cabinet's Resolution, on January 24, 2011, regarding the appointment of high-level government officials or persons as directors in many state enterprises.
- (7) The Board of Directors must consist of member diversities, such as gender, age, race, nationality, educational background, and professional qualifications.
- (8) Nominees must possess knowledge, expertise, and experience in various professions, which will benefit and increase the Company's values. As a minimum, the Board should comprise 3 petroleum and petrochemical experts, 1 legal expert, and 1 accountant and finance expert.
- (9) Nominees must possess characteristics, which will encourage good corporate governance and increase the Company's values, such as moral, ethics, independence, self-confidence, creativity, duty of care, duty of loyalty, sacrifice, and public trust. If directors are from government agencies or reliable organizations such as Ministry of Finance, Thai Institute of Directors Association (IOD), etc., their competency could benefit the Company.

- (10) Independent director qualifications are stipulated by the regulations and requirements of the Capital Market Supervisory Board and related to the good corporate governance of the Company.
- (11) In case re-election, past performances and dedications of the former directors will be considered.

The Nomination and Remuneration Committee (excluding any directors considered having conflicts of interest) thoroughly considered the above criteria and deemed it appropriate to nominate candidates to the Board of Directors, proposing to the AGM for election/re-election of directors or independent directors of the Company.

The details are as follows:

Name	Type of director	Skills / Experiences / Expertise
1. Mr. Bundhit Eua-arporn, Ph.D.	<u>Independent</u> <u>Director</u>	Engineer/ Energy / Petroleum Petrochemical / Business Management / Corporate Governance <i>(To be re-elected for another term)</i>
2. Mr. Yordchatr Tasarika	<u>Independent</u> <u>Director</u>	Legal/ Business Management / Corporate Governance <i>(To be re-elected for another term)</i>
3. General Aittipol Suwannarat	<u>Independent</u> <u>Director</u>	Business Management / National Security / Political Science / Corporate Governance <i>(To be re-elected for another term)</i>
4. Pol.Lt.Gen. M.D. Sopnarush Singhajar	<u>Independent</u> <u>Director</u>	Business Management / National Security / Corporate Governance <i>(To be re-elected for another term)</i>
5. Mrs. Rosaya Teinwan	Director	Engineer / Energy Petrochemical Petroleum / Business Management / Corporate Governance <i>(Replace Mr. Pongpun Amornvivat )</i>

**Notes:**

- (1) The Company had facilitated minority Shareholders (one or more shareholders holding no less than 4 percent of the total issued shares) to exercise their rights to put forward the 2025 AGM's agenda items and/or nominate directorial candidates in advance by publishing criteria and method of exercise their rights on the Company's website (www.irpc.co.th) from September 3, 2024 to December 31, 2024; however, there were no feedback given.
- (2) The independent director qualifications of the Company are more rigid than the Capital Market Supervisory Board's requirement on shareholding percentage, which must not exceed 0.5 percent (the Capital Market Supervisory Board Regulations limits of 1 percent) of the total voting shares of the Company, parent companies, its subsidiaries, associates, major shareholders, or persons with controlling power over the Company. Whilst the number of shares held by any related person of such independent directors must also be counted.
- (3) The Brief profiles of the nominated directors are attached in Enclosure 3, and the Company's independent director qualifications appear in Enclosure 4.



(4) The directors' nomination process is described in the "Form 56-1 One Report" (2024 One Report), which can be downloaded via QR code on the invitation letter (abridged version) – [Remarks 1](#)).

**The Board's Recommendations:**

The Board of Directors, (excluding any directors considered having conflicts of interest), at the meeting No. 4/2025 on February 25, 2025, had reviewed the recommendation of the Nomination and Remuneration Committee, who thoroughly considered, and after due consideration, the Board deemed it appropriate to propose to the AGM to elect or re-elect 5 directorial candidates to be directors or independent directors of the Company to replace those retiring by rotation. The nominated directors no. 1) - 4) are qualified according to IRPC's definition of independent director as follows:

- 1) Mr. Bundhit Eua-arporn to be re-elected as Independent Director for another term
- 2) Mr. Yordchatr Tasarika to be re-elected as Independent Director for another term
- 3) General Aittipol Suwannarat to be re-elected as Independent Director for another term
- 4) Pol.Lt.Gen. M.D. Sopnarush Singhajaru to be re-elected as Independent Director for another term
- 5) Mrs. Rosaya Teinwan to be elected as Director in replacement of Mr. Pongpun Amornvivat

**Item 7      Approve the Company's Five-Year Financing Plan (2025 - 2029)**

*(Voting requirements: not less than three-fourths (3/4) of the total number of votes of the shareholders who are present at the meeting and entitled to vote)*

The Company plans to arrange funding through borrowing from financial institutions and/or issuing bonds and/or any financial instruments, both from domestic and/or international sources, within a period of 5 years (2025 – 2029). The funding will be in Thai Baht and/or foreign currencies, with a total amount not exceeding 50,000 million Baht or equivalent. The funds will be used for investment and/or refinancing existing loans that are due and/or as working capital for the business. The Company will consider the appropriate financing options based on its financial needs and market conditions at each point in time.

**The Board's Recommendations:**

After due consideration, the Board deemed it appropriate to propose to the AGM to approve the Company's Five-Year Financing Plan (2025 - 2029) for investment purposes and/or refinancing of the existing loans that are due and/or using as working capital by borrowing from financial institutions and/or issuing debentures and/or other financial instruments from domestic and/or international sources, within a 5-year period (2025 - 2029). This funding may be in Thai Baht, US Dollars, and/or other foreign currencies, up to an equivalent amount not exceeding 50,000 million Baht. The Management is to present the details of each loan/funding plan to the Board of Director for approval before proceeding.

**Item 8      Any other businesses (If any)**

According to the Public Limited Companies Act, B.E. 2535, Section 105, (paragraph 2) “the shareholders, holding shares amounting to not less than one-third of the total number of shares sold, may request the meeting to consider matters other than those indicated in the notice.”

However, according to the corporate governance of Thai Investors Association (TIA) and Thai Institute of Directors Association (IOD), in proposing meeting agendas, listed companies should disclose sufficient information on each agenda item in advance of the meeting to support shareholders' decision on exercising their voting rights; therefore, proposing an agenda without adequate information being disclosed in the invitation letter may result in unfair or unequal treatment for all shareholders.

The shareholders may appoint a mature person or one of the Company's independent directors as a proxy holder to attend the meeting and vote on their behalf. Please study the procedures for attending the electronic meeting (INVENTECH Connect) as shown in Enclosure 2, and please note that the electronic registration system will be available on March 24, 2025, from 8:30 a.m. onwards, and will be closed on April 2, 2025, (at the end of the shareholders' meeting). Shareholders wishing to proxy a Company's Independent Director, whose names and brief profiles are in Enclosure 5, can use a Proxy Form B and send the completed proxy form with related documents or evidence to the Company through the business reply envelope, Remarks 5, in advance by March 31, 2025, to verify the accuracy and protect the shareholders' rights according to the law.

Shareholders are welcomed to submit written questions relating to the agenda in advance of the meeting date at the Corporate Affairs Office, IRPC Public Company Limited via telephone: 02 765 7000, or email: [cg@irpc.co.th](mailto:cg@irpc.co.th), or QR Code (as specified herein). Please specify name-surname of the shareholders, so that the Company can gather and respond to questions on the meeting date.

Please be informed and invited to attend the 2025 Annual General Meeting of Shareholders.

Yours sincerely,

*- Terdkiat Prommool -*

(Mr. Terdkiat Prommool)

President and Chief Executive Officer

By the resolutions of IRPC Board of Directors

(Meeting no. 3/2025, on February 10, 2025)

QR CODE

for prior questions



## INFORMATION FOR SHAREHOLDERS

The 2025 Annual General Meeting of Shareholders will be conducted as a **Sustainable Meeting** to encourage resource efficiency, energy conservation, and lessening the negative effects on the environment under the guidelines listed below:

- “**TBCSD Green Meeting**”, Guidelines of Thai Business Council for Sustainable Development (TBCSD) and the Thailand Environment Institute (TEI).  
(The Company has continuously conducted for the 12<sup>th</sup> year).
- “**Care the Bear: Change the Climate Change**”, the Stock Exchange of Thailand.
- “**Zero Carbon Meeting**” through carbon offset activities and the amount of emitted greenhouse gases, in order to have a net zero-carbon emission: Carbon Neutral, the Thailand Greenhouse Gas Management Organization (Public Organization).



## Evidence Required for Shareholders or Proxies to Attend the Meeting

### **1. PROXY APPOINTMENT:**

- 1.1 Each Shareholder can appoint only one proxy to attend and vote at the Meeting in accordance with a proxy form as per Enclosure 7.
- 1.2 The Company's Independent Directors who can be appointed as a proxy for shareholders are as follows:
  - 1) Mr. Chaiyaporn Puprasert Independent Director/ Chairman of the Corporate Governance and Sustainability Committee
  - 2) Mr. Somchai Rungsritthananon Independent Director/ Member of the Audit Committee
  - 3) MD. Korn Pongjithdam Independent Director/ Member of the Risk Management Committee
- 1.3 Information of the Company's Independent Directors for a proxy as per Enclosure 5.
- 1.4 For legal reference, please send the original proxy form and verified documents as specified in no. 2 below to the Company **by March 31, 2025**, in advance of the AGM. Please ensure all information is completed and signed. If there are any amendments or annotations, all corrections or deletions on that proxy form must be duly initialed by the grantor.

### **2. DOCUMENTS FOR PROXY APPOINTMENT:**

- 2.1 Notice of the 2025 AGM with a barcode printed (Shareholders' registration number), together with a proxy form (Form A., or Form B., or Form C., as the case may be).
- 2.2 **Individual grantor:** The following documents are required:
  - 1) Proxy form with completely signed by the grantor/grantee and affix a duty stamp of 20 Baht.
  - 2) Copy of grantor identification card, or government official identification card, or passport (for foreign grantor). All copies must be verified by the grantor. All sensitive data such as religion, blood type, can be crossed out.
- 2.3 **Juristic person grantor:** The following documents are required:
  - 1) A proxy form signed by the authorized director of the legal entity, according to the company affidavit issued by the Ministry of Commerce or the relevant authority within the 12 months prior the meeting date, with the company seal (if any), and affixed with a 20 Baht duty stamp.
  - 2) Power of attorney of a juristic person, in the case of authorization to sign the proxy form and affixed a duty stamp.
  - 3) For Thailand Juristic Person Grantor, a certified copy of the company affidavit issued by the Ministry of Commerce or the relevant authority within the last 12 months must be attached. All copy must be certified by the authorized signatory of the legal entity and bear the official seal of the legal entity (if any).
  - 4) For Alien / Foreign Juristic Person Grantor (Juristic person registered in a foreign country), please submit a copy of the corporate affidavit issuing within 12 months by the authorized government authority. This certificate must be notarized by a Notary Public or the authorized government authority.
  - 5) For Foreign Juristic Person, any document not originally in English must be accompanied by an English translation. Such translation must also be certified by the authorized person.
- 2.4 In case a grantor is a **Custodian** in Thailand, a Proxy Form C can be applied (available download at [www.irpc.co.th](http://www.irpc.co.th)) together with the following documents:
  - 1) Proxy Form C, signing by the authorized person of the custodian, affix the company seal and a duty stamp.
  - 2) Power of attorney of the custodian to execute the proxy on his/her behalf and affix a duty stamp.
  - 3) The company affidavit showing that the signatory of the Proxy is authorized. (Custodian)
  - 4) Copy of identification card, government official identification card or passport (in case of foreign proxy) of the grantor and the proxy.
  - 5) Any of the aforementioned documents are not in English, English translation thereof must be prepared and attached. The translation must also be certified as true and correct by a person referring to such documents or an authorized person.
- 2.5 In case Shareholder's deceased, the administrator of the deceased's estate attending the Meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of the court order with regard to an appointment of the administrator of the deceased's estate as additional evidence.
- 2.6 In case Shareholder is minors (incompetent person), their father, mother or legal guardian can attend the meeting in person or by appointing a proxy. A copy of house registration of the minors (incompetent person) or a copy of the court order regarding the guardian appointment (if any), which be certified true copy by father, mother or legal guardian (whether the case may be) are additional evidence.

## Guidelines for attending of Electronic Meeting by Inventech Connect

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

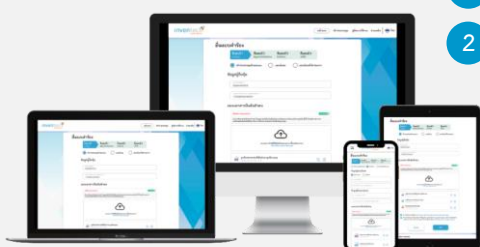
### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://app.inventech.co.th/IRPC309725R/#/homepage> or scan QR Code



and follow the steps as shown in the picture



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

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 24 March 2025 at 8:30 a.m. and shall be closed on 2 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 2 April 2025 at 7:30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

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

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 31 March 2025 at 5.00 p.m.

IRPC PUBLIC COMPANY LIMITED

Office of Corporate Affairs (The 2025 AGM)

555/2 Energy Complex, Building B, 10th Floor,

Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900.

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



02-460-9224



@inventechconnect



Report a problem

@inventechconnect

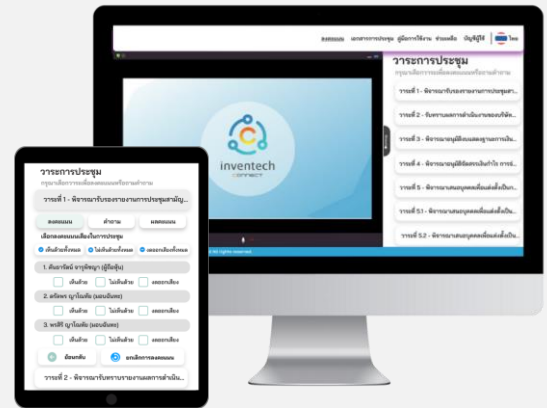
The system available during 24 March – 2 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



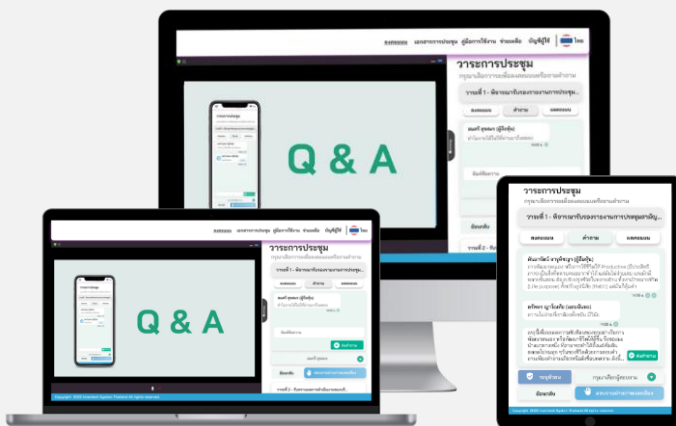
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



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

## How to use Inventech Connect

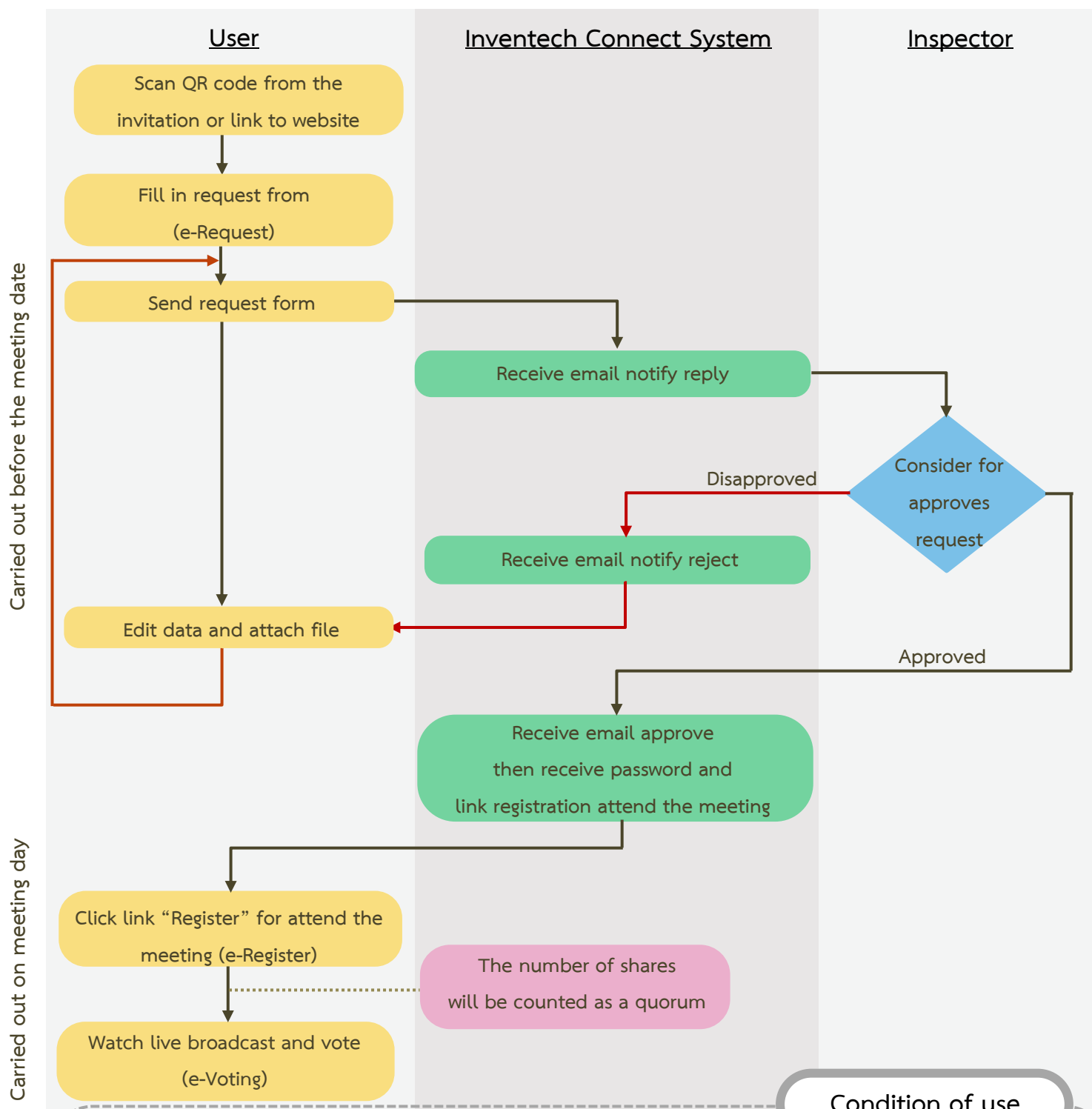


User Manual and Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

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





### Condition of use

#### In case Merge account/change account

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

#### In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

Name - Last Name : Mr. Bundhit Eua-arporn

Age (As of April 2025) : 59 Y 8 M

Proposed Position : Independent Director

Education: : Bachelor of Engineering, Chulalongkorn University  
: Master of Engineering, Chulalongkorn University  
: Ph.D. Electrical Engineering, Imperial College, University of London

Training Program: : The Executive Program in Energy Literacy for a Sustainable Future, Class 6/2015, Thailand Energy Academy (TEA)  
: Certification in Top Executives in the Poom Palung Pandin Program, Class 3, Chulalongkorn University  
: Temasek Foundation – NUS Programme for Leadership in University Management



**Director Training Program (Thai Institute of Directors Association: IOD)**

- : Director Certification Program (DCP), Class 110/2009
- : IT Governance and Cyber Resilience Program, Class 17/2021
- : Director's Guide to Legal Obligations and Duties (DLD), Class 1/2024
- : The Board's Role in Mergers & Acquisitions (BMA), Class 11/2024

**Present Positions:**

**Board Member / Management in Listed Company on the Stock Exchange of Thailand: 3 Companies**

- : 2024 – Present Chairman / Independent Director, IRPC Public Company Limited
- : 2023 – Present Independent Director / Chairman of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited
- : 2021 – Present Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Bangkok Bank Public Company Limited

**Board Member / Management in Non-Listed Company on the Stock Exchange of Thailand: 5 Companies**

- : 2024 – Present The Chairman of the Task Force for Higher Education Reform, Ministry of Higher Education, Science, Research and Innovation
- : 2024 – Present Board Committee, National Commission on Science, Research and Innovation
- : 2024 – Present Chairman of Executive Board, The National Electronics and Computer Technology Center (NECTEC)
- : 2021 – Present Committee Chairperson on Basic Education, Office for National Education Standards and Quality Assessment (Public Organization)
- : 2021 – Present Chairman, the Basic Education Commission, Ministry of Education
- : 2019 – Present Honorary member of Chitralada Technology Institute Council, Chitralada Technology Institute

**Work Experiences:**

- : 2023 - 2024 Member of National Science and Technology Development Agency Governing Board (NSTDA)
- : 2023 – 2024 Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited
- : 2021 – 2022 Chairman, Council of University, President of Thailand

- : 2017 – 2023 Independent Director / Chairman of the Corporate Governance and Sustainable Development / Member of the Risk Management Committee, PTT Exploration and Production Public Company Limited
- : 2017 Member of the National Energy Reform Committee
- : 2016 – 2024 President, Chulalongkorn University
- : 2015 – 2024 Independent Director / Chairman of the Compensation Committee / Member of the Audit Committee, Banpu Power Public Company Limited
- : 2015 – 2016 Board Member of Thailand Institute of Scientific and Technological Research
- : 2013 – 2016 Dean, Faculty of Engineering, Chulalongkorn University
- : 2011 – 2024 Member, Chulalongkorn University Council
- : 2007 – 2013 Director, Energy Research Institute, Chulalongkorn University

Expertise: Engineer / Energy Petroleum Petrochemical / Business Management / Corporate Governance

#### Qualifications of Directors

<ul style="list-style-type: none"> <li>▪ Having qualification according to the Cabinet's Resolution on January 24, 2011: regarding the Appointment of High-Level Government Officials or Persons as Directors in Numerous State Enterprises</li> </ul>	Yes
<ul style="list-style-type: none"> <li>▪ Having director qualifications as required by law and not having prohibited characteristics as announced by the Capital Market Supervisory</li> </ul>	Yes
<ul style="list-style-type: none"> <li>▪ Having criminal offence record within the past 10 years</li> </ul>	None
<ul style="list-style-type: none"> <li>▪ Having family-relationship with the Company, Major Shareholders, or Subsidiaries</li> </ul>	None

Term of IRPC Directorship : Term 1 - Appointed by the Board of Directors, the meeting no. 4/2024  
(Replaced Mr. Siri Jirapongphan)

: Term 2 – Proposed to be re-elected by 2025 AGM with a tenure of 2025 - 2028

Meeting Attendance : 1. Board of Directors Meeting for 2024 10/10 (100%)

Possession of IRPC Shares : None

#### Holding Position of Director/ Executive/ Advisor in Other Companies:

Nominated Director	Listed Companies		Non-Listed Companies		Board Member/ Executive Management in Other Organization that may have Conflicts of Interest with IRPC
	Total	Position	Total	Position	
Mr. Bundhit Eua-arporn	1	1. Independent Director / Chairman of the Nomination and Remuneration Committee,		1. The Chairman of the Task Force for Higher Education Reform, Ministry of Higher Education, Science, Research and Innovation	1. PTTOR Public Company Limited, in which PTT Global Management holds 75% of shares.

		PTT Oil and Retail Business Public Company Limited		2. Board Committee, National Commission on Science, Research and Innovation	
		2. Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Bangkok Bank Public Company Limited		3. Chairman of Executive Board, The National Electronics and Computer Technology Center (NECTEC)	
				4. Committee Chairperson on Basic Education, Office for National Education Standards and Quality Assessment (Public Organization)	
				5. Chairman, the Basic Education Commission, Ministry of Education	
				6. Honorary member of Chitralada Technology Institute Council, Chitralada Technology Institute	

**Additional Qualifications for Nominating as an Independent Director:**

1. Having the following interests in the Company, parent company, subsidiaries, affiliates, or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g., auditor, legal advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relationship that is material and could be a barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4 Family Relationship with other Directors, or management, or major shareholders	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee, or advisor who receives a regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

**Vision:**

Enhance technological advancements and explore new business opportunities to gain a competitive edge by identifying growth potential in high-potential industries. Promote research and development (R&D) and the integration of artificial intelligence to enhance organizational capabilities. Additionally, foster transparent management practices and human resource development, equipping talent with future-ready skills to drive sustainable growth.

**Past Performance:**

1. Ensure close adherence to the Board of Directors' resolutions to achieve strategic goals while promoting responsible and transparent management.
2. Offer valuable insights, recommendations, and constructive feedback to enhance operational effectiveness and ensure efficient execution of plans.
3. Support risk management and regulatory compliance to foster transparency and strengthen business resilience.
4. Empower the Board to play a key role in setting strategic direction and driving organizational adaptability, while supporting management in implementing robust strategies to ensure sustainable and long-term growth.

Name - Last Name : Mr. Yordchatr Tasarika  
Age (As of April 2025) : 45 Y 10 M  
Proposed Position : Independent Director  
Education: : Bachelor of Laws, Thammasat University  
: Bachelor of Laws, University of Bristol  
: Master of Laws, University of Bristol  
: Master of Laws (Harlan Fiske Stone Scholar), Columbia Law School  
Training Program: : Administration of Justice, Advanced Level, Class 14, Office of Justice Affairs  
: State Sector Public Lawyer Training Certificate, Office of the Council of State  
: Krisdika Lawyer Training Certificate, Office of the Council of State  
: New Wave Leaders, Class 9, Office of the Civil Service Commission



Director Training Program (Thai Institute of Directors Association: IOD)  
: Director Accreditation Program (DAP) Class 197/2022

**Present Positions:**

**Board Member / Management in Listed Company on the Stock Exchange of Thailand: 1 Companies**

- : 2023 – Present Chairman of the Audit Committee, IRPC Public Company Limited
- : 2022 – Present Independent Director, IRPC Public Company Limited

**Board Member / Management in Non-Listed Company on the Stock Exchange of Thailand: 5 Companies**

- : 2024 – Present Acting Legal Advisor, Office of the Permanent Secretary, Ministry of Justice
- : 2022 – Present Director of Legal Affairs Division, Office of the Permanent Secretary, Ministry of Justice
- : 2024 - Present Social Work Professions Council Member (Ministry of Justice Representative)
- : 2023 – Present Director, National Telecom Public Company Limited
- : 2023 – Present Member of the Law Drafting Committee, Srinakharinwirot University
- : 2022 – Present Member of the Legal Subcommittee, Tobacco Authority of Thailand

**Work Experiences:**

- : 2022 – 2023 Member of the Nomination and Remuneration Committee,  
IRPC Public Company Limited
- : 2020 – 2022 Member and Secretary of the Urgent Law Reform Committee
- : 2022 Director of Division 2, Strategic Transformation Office
- : 2016 – 2022 Director of Special Affairs, Thai Law Division, Office of the Council of State
- : 2019 – 2020 Member of the Ad Hoc Committees of the House of Representatives and Senate to  
Deliberate the Bill on Organization to Assign Radio Frequencies and to Regulate  
Broadcasting and Telecommunication Services (No. ..) B.E. ....  
(Selection of NBTC Commissioners)
- : 2017 – 2020 Member of the Legal Committee, Thai Airways International Public Company Limited



Expertise: Legal / Business Management / Corporate Governance

#### Qualifications of Directors

<ul style="list-style-type: none"> <li>Having qualification according to the Cabinet's Resolution on January 24, 2011: regarding the Appointment of High-Level Government Officials or Persons as Directors in Numerous State Enterprises</li> </ul>	Yes
<ul style="list-style-type: none"> <li>Having director qualifications as required by law and not having prohibited characteristics as announced by the Capital Market Supervisory</li> </ul>	Yes
<ul style="list-style-type: none"> <li>Having criminal offence record within the past 10 years</li> </ul>	None
<ul style="list-style-type: none"> <li>Having family-relationship with the Company, Major Shareholders, or Subsidiaries</li> </ul>	None

Term of IRPC Directorship : Term 1 - Appointed by Annual General Meeting 2022  
: Term 2 – Proposed to be re-elected by 2025 AGM with a tenure of 2025 - 2028

Meeting Attendance : 1. Board of Directors Meeting for 2024 10/10 (100%)  
2. Audit Committee 14/14 (100%)

Possession of IRPC Shares : None

#### Holding Position of Director/ Executive/ Advisor in Other Companies:

Nominated Director	Listed Companies		Non-Listed Companies		Board Member/ Executive Management in Other Organization that may have Conflicts of Interest with IRPC
	Total	Position	Total	Position	
Mr. Yordchatr Tasarika		None		1. Acting Legal Advisor, Office of the Permanent Secretary, Ministry of Justice 2. Director of Legal Affairs Division, Office of the Permanent Secretary, Ministry of Justice 3. Social Work Professions Council Member (Ministry of Justice Representative) 4. Director, National Telecom Public Company Limited 5. Member of the Law Drafting Committee, Srinakharinwirot University	

				6. Member of the Legal Subcommittee, Tobacco Authority of Thailand	
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**Additional Qualifications for Nominating as an Independent Director:**

1. Having the following interests in the Company, parent company, subsidiaries, affiliates, or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g., auditor, legal advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relationship that is material and could be a barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4 Family Relationship with other Directors, or management, or major shareholders	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee, or advisor who receives a regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

**Vision:**

Committed to upholding international corporate governance standards with transparency, accountability, and adaptability.

We promote sustainable practices that align with the SDGs, fostering trust among stakeholders.

**Past Performance:**

1. Contributed to the formulation of policies, vision, and strategies to enhance competitiveness and drive sustainable growth.
2. Chaired the Audit Committee, overseeing corporate operations, financial reporting, internal controls, auditor selection, conflict of interest assessments, risk management, compliance, and corporate governance
3. Served as an Independent Director with full dedication, upholding fairness, transparency, and a strong commitment to stakeholder interests.

## (Brief) Personal Profile of Nominated Director Candidate

**Name - Last Name** : General Alttipol Suwannarat  
**Age (As of April 2025)** : 62 Y 6 M  
**Proposed Position** : Independent Director  
**Education:** : Bachelor of Science Program, Chulachomklao Royal Military Academy, Class 33  
: Master of Political Science, Burapha University  
**Training Program:** : National Defence College (NDC), Class 60/2017  
: Board Essentials Program (BEP), Class 6/2024, Institute of Research and Development for Public Enterprises (IRDP)



**Director Training Program (Thai Institute of Directors Association: IOD) :** None

**Present Positions:**

**Board Member / Management in Listed Company on the Stock Exchange of Thailand:** 1 Companies

- : 2023 – Present Member of the Nomination and Remuneration Committee, IRPC Public Company Limited
- : 2022 – Present Independent Director, IRPC Public Company Limited

**Board Member / Management in Non-Listed Company on the Stock Exchange of Thailand:** 1 Companies

- : 2021 – Present Director, KTB General Services and Security Company Limited

**Work Experiences:**

- : 2022 –2023 Member of the Corporate Governance Committee, IRPC Public Company Limited
- : 2021 –2022 Army Senior Advisor, Office of the Commander
- : 2020 –2021 Army Advisor
- : 2019 – 2020 Deputy Commanding General, Territorial Defense Command
- : 2018 – 2018 1<sup>st</sup> Corps Deputy Commander
- : 2016 –2018 Commanding General, The 13<sup>th</sup> Military Circle

**Expertise:** National Security / Political Science / Business Management / Corporate Governance

**Qualifications of Directors**

<ul style="list-style-type: none"> <li>■ Having qualification according to the Cabinet's Resolution on January 24, 2011: regarding the Appointment of High-Level Government Officials or Persons as Directors in Numerous State Enterprises</li> </ul>	Yes
<ul style="list-style-type: none"> <li>■ Having director qualifications as required by law and not having prohibited characteristics as announced by the Capital Market Supervisory</li> </ul>	Yes
<ul style="list-style-type: none"> <li>■ Having criminal offence record within the past 10 years</li> </ul>	None
<ul style="list-style-type: none"> <li>■ Having family-relationship with the Company, Major Shareholders, or Subsidiaries</li> </ul>	None

**Term of IRPC Directorship** : Term 1 - Appointed by Annual General Meeting 2022  
: Term 2 – Proposed to be re-elected by 2025 AGM with a tenure of 2025 - 2028

Meeting Attendance : 1. Board of Directors Meeting for 2024 14/14 (100%)

3. Nomination and Remuneration Committee 7/7 (100%)

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in Other Companies:

Nominated Director	Listed Companies		Non-Listed Companies		Board Member/ Executive Management in Other Organization that may have Conflicts of Interest with IRPC
	Total	Position	Total	Position	
General Alttipol Suwannarat		None		1. Director, KTB General Services and Security Company Limited	

Additional Qualifications for Nominating as an Independent Director:

1. Having the following interests in the Company, parent company, subsidiaries, affiliates, or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g., auditor, legal advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relationship that is material and could be a barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4 Family Relationship with other Directors, or management, or major shareholders	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee, or advisor who receives a regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Vision:

Committed to enhancing operational performance to drive profitability and strengthen organizational resilience. Promote economic and technological development while improving efficiency and proactively managing risks to mitigate business uncertainties. Ensure adaptability to change while upholding fairness and considering the interests of all stakeholders equally.

Past Performance:

1. Served as a member of the Nomination and Remuneration Committee, overseeing the nomination and selection processes for directors, sub-committees, the President and Chief Executive Officer, and senior executives. Ensured transparency and efficiency in remuneration processes, supporting the Board's effectiveness in line with corporate governance principles.
2. Provided strategic recommendations for continuous process enhancement to improve operational efficiency and reinforce organizational resilience.

3. Provided insights on high-risk investment decisions, with a strong focus on comprehensive risk assessment, including market volatility, economic and regulatory shifts, and environmental and social risks that could impact long-term investments.

(Brief) Personal Profile of Nominated Director Candidate
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**Name - Last Name** : Police Lieutenant General Sopnarush Singhajaru

**Age (As of April 2025)** : 59 Y

**Proposed Position** : Independent Director

**Education:** : Doctor of Medicine (MD), Lyceum Northwestern University.  
 : Diploma of the Thai Board of Neurological Surgery, Chulalongkorn hospital.  
 : Diploma of the Thai Board of Surgery, Police general hospital.  
 : Fellowship Skull Base, Micro-vascular Neurosurgery, International Neurological Institute (INI),  
 Hannover, Germany  
 : Fellowship Skull Base, Micro-vascular, Spine Neurosurgery Barrow Neurological Institute (BNI),  
 Arizona, USA

**Training Program:** : Diploma, National Defence College, The National Defence Course, Class 62,  
 Thailand National Defence College  
 : Advanced Justice Administration Course, Class 23, Judicial Training Institute.  
 : Advanced Police Administration Course, Class 36, Police college, Royal Thai Police.  
 : Management course for maintaining peace and order in a joint public-private society, Class 11,  
 Police college, Royal Thai Police

**Director Training Program (Thai Institute of Directors Association: IOD) :** None

**Present Positions:**

**Board Member / Management in Listed Company on the Stock Exchange of Thailand:** 1 Companies

: 2024 – Present Independent Director / Member of The Audit Committee,  
 IRPC Public Company Limited

**Board Member / Management in Non-Listed Company on the Stock Exchange of Thailand:** 1 Companies

: 2023 – present Assistant Commissioner General  
 : 2020 – present Secretary of Police General Hospital Foundation Under The Royal Patronage  
 of Her Majesty The Queen

**Work Experiences:** : 2021 – 2023 Board of The Medical Council of Thailand  
 : 2020 – 2023 Chief Medical Officer (Pol. Lt. Gen. 8), Police General Hospital, Royal Thai Police  
 : 2020 – 2023 Deputy President , The Association of Military Surgeons of Thailand Under  
 The Royal Patronage of His Majesty The King

**Expertise:** Business Management / National Security / New Business / Corporate Governance

## Qualifications of Directors

■ Having qualification according to the Cabinet's Resolution on January 24, 2011: regarding the Appointment of High-Level Government Officials or Persons as Directors in Numerous State Enterprises	Yes
■ Having director qualifications as required by law and not having prohibited characteristics as announced by the Capital Market Supervisory	Yes
■ Having criminal offence record within the past 10 years	None
■ Having family-relationship with the Company, Major Shareholders, or Subsidiaries	None

Term of IRPC Directorship : Term 1 - Appointed by the Board of Directors, the meeting no. 10/2024  
(Replaced Ms. Siriwan Chierapong)  
: Term 2 – Proposed to be re-elected by 2025 AGM with a tenure of 2025 - 2028

Meeting Attendance : 1. Board of Directors Meeting for 2024 4/4 (100%)  
2. Audit Committee 5/5 (100%)

Possession of IRPC Shares : None

## Holding Position of Director/ Executive/ Advisor in Other Companies:

Nominated Director	Listed Companies		Non-Listed Companies		Board Member/ Executive Management in Other Organization that may have Conflicts of Interest with IRPC
	Total	Position	Total	Position	
Police Lieutenant General Sopnarush Singhajarū		None		1. Assistant Commissioner General 2. Secretary of Police General Hospital Foundation Under The Royal Patronage of Her Majesty The Queen	None

Additional Qualifications for Nominating as an Independent Director:

1. Having the following interests in the Company, parent company, subsidiaries, affiliates, or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g., auditor, legal advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relationship that is material and could be a barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4 Family Relationship with other Directors, or management, or major shareholders	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No



2. Being an owner, director, management, employee, or advisor who receives a regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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**Vision:**

Dedicated to conducting thorough and systematic evaluations to enhance transparency, optimize organizational efficiency, and mitigate business risks. Focused on identifying high-potential business opportunities by leveraging data-driven insights, market trend analysis, and the strategic integration of technology to drive value creation.

**Past Performance:**

1. Served as a member of the Audit Committee, conducting ongoing evaluations of the company's performance throughout the year. Focused on ensuring the accuracy and transparency of financial data while assessing internal control systems and compliance with relevant legal requirements.
2. Provided valuable insights and recommendations for business development and expansion to enhance growth opportunities and drive the company forward. Reviewed strategic plans for high-potential business expansion with a strong focus on profitability and long-term scalability.
3. Emphasized the development of clear and actionable plans, prioritizing measurable goals aligned with the company's vision to effectively drive business growth.

## (Brief) Personal Profile of Nominated Director Candidate

Name - Last Name : Mrs. Rosaya Teinwan

Age (As of April 2025) : 55 Y 8 M

Proposed Position : Director

Education: : Bachelor of Engineering, Kasetsart University  
 : Master of Master of Business Administration, Rangsit University  
 : Doctor of Business Administration, King Mongkut's University of Technology  
 North Bangkok



Training Program: : Strategist Course 17 Strategic Studies Center, National Defence Studies Institute (2024)  
 : Leadership Program on Trade and Development Strategy Class 1, The International Institute for Trade  
 and Development (Public Organization) and Sasin Graduate Institute of Business Administration of  
 Chulalongkorn University (2024)  
 : New International Commerce Course for Executives : NIC2E (2/2023), Department of Trade Negotiations,  
 Ministry of Commerce  
 : Peking University Thailand New Era Leadership Elite Training Course,  
 Peking University (2023)  
 : Thai-Chinese Leadership Science Program (SCT) Class 4,  
 Thai-Chinese Leader Institute (2022)  
 : Management of Public Economics for Executives Class 18  
 King Prajadhipok's Institute, Class 18 (2020)  
 : Police College Education Headquarters, Royal Thai Police (2019)  
 : Senior Executive Program Sasin Graduate Institute of Business Administration of  
 Chulalongkorn University

**Director Training Program (Thai Institute of Directors Association: IOD) :**

: Advanced Audit Committee Program (AACP), Class 12/2013  
 : Role of the Chairman Program (RCP), Class 31/2013  
 : Director Certification Program (DCP), Class 169/2013  
 : Anti-Corruption for Executive Program (ACEP), Class 6/2013

**Present Positions:**

**Board Member / Management in Listed Company on the Stock Exchange of Thailand: 1 Companies**

: 2024 – Present Special Affairs 2 - Business Re-Structuring  
 PTT Public Company Limited

**Board Member / Management in Non-Listed Company on the Stock Exchange of Thailand: 1 Companies**

: 2024 – Present Chairman, PTT Green Energy Company Limited  
 : 2024 – Present Director, The Institute of Industrial Energy  
 The Federation of Thai Industries

**Work Experiences:**

- : 2023 – 2024 Executive Vice President, Technology Development for Future Energy, PTT Public Company Limited
- : 2019 – 2023 Executive Vice President, PTT, working on a secondment as Global Power Synergy PCL as Senior Executive Vice President, Business Development and Strategy and Board of PTT Green Energy Pte. Ltd.
- : 2016 – 2019 Executive Vice President, PTT, working on a secondment as PTT Energy Resources Company Limited acting Executive Vice President, acting Chief Executive Officer of Sakari Resources Limited, acting Chief Executive Officer of PTTGE, acting President of Tiger Energy Trading Pte., Ltd.

**Expertise:** Engineer / Energy Petrochemical Petroleum / Business Management / Corporate Governance

#### Qualifications of Directors

■ Having qualification according to the Cabinet's Resolution on January 24, 2011: regarding the Appointment of High-Level Government Officials or Persons as Directors in Numerous State Enterprises	Yes
■ Having director qualifications as required by law and not having prohibited characteristics as announced by the Capital Market Supervisory	Yes
■ Having criminal offence record within the past 10 years	None
■ Having family-relationship with the Company, Major Shareholders, or Subsidiaries	None

**Term of IRPC Directorship** : Term 1 - Proposed to be elected by 2025 AGM with a tenure of 2025 - 2028

**Meeting Attendance** : N/A

**Possession of IRPC Shares** : None

#### Holding Position of Director/ Executive/ Advisor in Other Companies:

Nominated Director	Listed Companies		Non-Listed Companies		Board Member/ Executive Management in Other Organization that may have Conflicts of Interest with IRPC
	Total	Position	Total	Position	
Mrs. Rosaya Teinwan		None	1	1. Chairman, PTT Green Energy Company Limited	1. PTT Green Energy Company Limited, in which PTT Global Management holds 100% of shares.

#### Vision:

Dedicated to strengthening organizational capabilities through innovation and technology that support sustainable economic, environmental, and social development. Committed to driving resilient growth amid global transformations while establishing the organization as a responsible leader in the energy and petrochemical industries.

**Independent Director Qualifications  
IRPC Public Company Limited**

1. Hold not more than 0.5% of the voting shares in the Company, its subsidiaries, associates, or related companies, major shareholder or person with controlling power over the Company, whilst the number of shares held by any related person of such an independent director must also be counted.
2. Have not been or are not involved in the management, employees, wage earners, advisors on the payroll of the Company, its subsidiaries, associates, or equivalent companies, major shareholder or person with controlling power over the Company except when such qualifications have ended for more than two years, provided that such restriction or prohibition shall not apply to an independent director who has been a government authority, which is the major shareholder of the Company or the person having controlling power over the Company.
3. Are not related by blood or registration as parents, spouses, siblings, or children, spouses of any of the children to members of the management, major shareholders, those exercising control, or those about to be nominated as members of the management or those exercising control over the Company or subsidiaries.
4. Do not have and have not any business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company in the manner in which independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company unless such an independent director has not been a person referred to above for at least two years.

Business referred to in the first paragraph above shall mean to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any other manner similar thereto that could result to an obligation required to be performed by the applicant or the party thereto in an amount of three percent or more of the net tangible asset value of the applicant or twenty million baht or more, whichever is lesser. In light of this, the method for calculating the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt of the applicant, provided that the amount of the debt incurred during the past one year prior to the date on which such a business relationship with such a business relationship with such person exists;

5. Is not and has not been an auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company unless such an independent director has not been a person referred to above for at least two years.
6. Is not and has not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company, subsidiary, associated company, major shareholder or those with controlling power over the company and is not and have not been a substantial shareholder of, a person having controlling power over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.
7. Is not a director appointed as a representative of a director of the Company, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company which is a related person of the major shareholder of the Company;
8. Does not engage in any business with similar nature as that of the Company and is competitive with the business of the Company, subsidiary or is not a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of accompany engaging in any business with similar nature to the Company or subsidiary.
9. Does not have any characteristics which will inept the ability to provide independent comment or opinion on the operation of the Company.

## List of Independent Directors for Proxy-Granting

Name	Age	Position	Address	Having Special Interest on the Proposed Agenda of the 2025 Annual General Meeting
1. Mr. Chaiyaporn Puprasert	56	Independent Director / Chairman of Corporate Governance and Sustainability Committee	IRPC Public Company Limited 555/2, Energy Complex, Building B, 10 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900	none
2. Mr. Somchai Rungsrithananon	59	Independent Director / Member of the Audit Committee	IRPC Public Company Limited 555/2, Energy Complex, Building B, 10 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900	none
3. M.D. Korn Pongjitdham	54	Independent Director / Member of the Risk Management Committee	IRPC Public Company Limited 555/2, Energy Complex, Building B, 10 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900	none

**Remarks:**

The above 3 Independent Directors have no special interests on the proposed agenda of the 2025 Annual General Meeting of Shareholders.

**Articles of Association of IRPC Public Company Limited  
(Relevant to the Shareholder's Meeting)**

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**CHAPTER 1      GENERAL PROVISIONS**

- Article 1.      In this Articles of Association
- |                   |       |   |
|-------------------|-------|---|
| “Company”         | means | IRPC Public Company Limited   |
| “Laws”            | means | The Public Limited Company Act and the Securities and Exchange Act    |
| “Registrar”       | means | The registrar according to the Public Limited Company Act             |
| “Share Registrar” | means | The securities registrar according to the Securities and Exchange Act |
- Article 2.      Unless otherwise provided herein, the provisions of Laws shall apply.

**CHAPTER 2      ISSUANCE OF SHARES**

- Article 3.      The Company's shares consist of fully paid-up ordinary shares of equal value. The Company may issue preference shares, debentures, convertible preference shares and other securities under the law on securities and exchange. The conversion of preference shares (if any) into ordinary shares may be carried out upon the shareholder's submission of an application to the Company in accordance with the form prescribed by the Company along with the return of share certificates.
- The conversion of debentures (if any) into ordinary shares may be carried out in accordance with the terms consented to by the Company and in accordance with the stipulations in the documents pertaining to the debentures.
- With regard to the payment for shares and/or convertible debentures, the subscriber of shares or purchaser of shares may not set-off debts with the Company, except in the event of a business reorganization of the Company ordered by the court and the business reorganization plan specifies that payment for shares and/or convertible debentures by the subscriber of shares or purchaser of shares may be set-off against debts owed by the Company.

**CHAPTER 4      BOARD OF DIRECTORS**

- Article 15.      The board of directors shall comprise not less than 5 directors but not more than 15 directors, provided that not less than half of the total number of directors must have residence in the Kingdom and each director must have qualifications as required by the Public Limited Company Act.
- Article 16.      The voting method for electing directors shall be as follows:
- (1) Each shareholder shall be entitled to 1 vote per 1 share;
  - (2) The election of directors may be made for individual director or directors as a group at one time in order to full the number of directors to be elected at such time as the shareholders' meeting deems appropriate. In voting whether for electing individual director or directors as a group, each director so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder in accordance with (1). Such votes cannot be allotted to any person at any number.
  - (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the Company have directors equivalent to the number of directors of the Company or equivalent to the number of directors required at such time. Where the votes for candidates in descending order are tied, which would cause the number of directors to be exceeded the number of directors that the Company may have or that to be elected at such time, the chairman of the meeting shall have a casting vote.

Article 17. At each annual general meeting of shareholders, 1/3 of the directors, that the Company may have, shall retire from office. If the number of directors is not a multiple of 3 then the number nearest to 1/3 must retire from office.

The directors who are to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has held office longest shall retire.

A retiring director may be re-elected.

Article 22. 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 expedient, the Board may elect one or several directors to be Vice-Chairman. The Vice-Chairman shall have duties as stipulated in the Articles of Association in the businesses entrusted by the Chairman of the Board.

The Board of Directors has the power to appoint the President and Chief Executive Officer of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and the President and Chief Executive Officer shall be a director and secretary to the Board of Directors.

The Board of Directors has the power to appoint the President (Chief Executive Officer) of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and the President shall be a director and secretary to the Board of Directors.

Article 24. The chairman of the board shall be the person who calls the meetings of the board of directors. In calling a meeting of the board of directors, the chairman of the board or the person entrusted by the chairman of the board shall serve a written notice calling for such meeting to the directors not less than 3 days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen.

A meeting invitation letters, and meeting documents can be sent to participants by electronic mail services. However, meeting organizers must retain a copy of such letters and documents, which can be kept as electronic data as well.

Whenever there is a reasonable cause or in order to protect the rights or interests of the company, two or more directors may request a meeting of the board of directors by stating the topic and justification for the proposed meeting beforehand. In that case, the Chairman shall determine the date of the meeting within 14 days from the date of receipt of the request.

In the event that the Chairman is unable to comply with paragraph three, two or more directors may call and schedule a meeting of the board of directors to discuss the proposed topic within 14 days of the expiration of the time frame specified in paragraph three.

In the event that the Chairman is absent for any reason, the Vice-Chairman shall be the one to summon the board of directors' meeting. If the Vice President is not present for any reason, two or more directors may jointly summon a meeting of the board of directors.

The place where will be the meeting place under paragraph one shall be in the locality in which the head office or branch office of the company is located or any place where the board of directors deems expedient.

The meetings of the Board of Directors may be held by way of electronic conferencing, in accordance with the relevant laws.



Article 26. A director is entitled to emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting. The meeting of shareholders may prescribe a fixed amount or provide rules for making a determination, and the prescription may be applicable to a certain occasion or for an indefinite period until a subsequent alteration. In addition, a director shall receive stipends and welfare benefits pursuant to the regulations of the Company.

The provisions in paragraph one shall not prejudice the rights of employees and hired workers of the Company who are appointed as Directors to receive emoluments and benefits in their capacities as an employee or hired worker of the Company.

## **CHAPTER 5 SHAREHOLDERS' MEETING**

Article 30. The board of directors shall arrange for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the Company. All other general meeting of shareholders are called "extraordinary general meeting". The board of directors may convene extraordinary general meeting of shareholders whenever they think fit.

Article 31. One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation. In this case, the shareholders who call the meeting may send the shareholder's notice of the meeting electronically if that shareholders have already informed the company or the board of directors of their intention or consent of distributing the meeting's documents electronically, and in accordance with the relevant laws.

In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this Articles of Association, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

Article 32. In convening a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval, or consideration, as the case may be; and the board of directors' opinions on such matters. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the date of the meeting and be advertised in a newspaper for 3 consecutive days, not less than 3 days prior to the date of the meeting.

The place of meeting pursuant to the first paragraph shall be in the area which the head office or branch office of the Company is located or in a nearby province.

A shareholders' meeting can alternatively be conducted via electronic means as provided in the law governing electronic conferencing. In such case, the head office of the Company shall be deemed to be the meeting place. Accordingly, the proceedings under the first paragraph may be substituted with the use of electronic media in accordance with the Registrar's regulations.

Article 33. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies, or not less than one half of the total number of shareholders, whichever is the less, and in either case such shareholders and proxies shall hold shares altogether not less than 1/3 of the total number of share sold attending the meeting to constitute a quorum, unless otherwise stipulated by Laws.

At any shareholders' meeting, if the number of shareholders attending the meeting does not constitute a quorum within 1 hour after the appointed time, the meeting shall be cancelled if it was convened by the request of shareholders. If the meeting was not convened by the request of shareholders, the meeting shall be convened once again and the notice convening the meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such subsequent meeting, a quorum is not required.

Article 34. Unless otherwise stipulated by this Articles of Association or the Laws, decisions or resolutions of the shareholders' meeting shall be passed by a majority of the shareholders attending and voting in the meeting.

For each vote, 1 share shall count as 1 vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter except for electing a director.

In the event of a tied vote, the chairman of the meeting shall have a casting vote.

Article 35. In the following cases, the resolutions of the shareholders' meeting shall be passed by a vote of not less than 3/4 of the number of votes of shareholders attending the meeting and being entitled to vote in the meeting:

- (1) A sale or transfer of all or substantial part of the Company's business to any other person;
- (2) A purchase or acquisition of transfer of business of other companies or private companies by the Company;
- (3) An entering into, amendment or termination of any contract relating to a lease out of all or substantial part of the Company's business;
- (4) An assignment of the management control of the Company's business to any other person;
- (5) A merger with any other person for the purpose of profit and loss sharing;
- (6) An amendment to the Memorandum of Association or Articles of Association of the Company;
- (7) An increase or reduction of the capital of the Company or an issuance of debentures;
- (8) An amalgamation or dissolution of the Company.

Articles 35/1. In case the Company enters into any connected transaction, or acquisition or disposal of material assets of the Company under the rules of the Stock Exchange of Thailand, the Company shall comply with the rules as prescribed by the Stock Exchange of Thailand in respect of such matter.

In case the Company requires approval from the shareholders in order to enter into a connected transaction, or acquisition or disposal of material assets of the Company, such approval shall be passed by not less than three-fourth (3/4) of the number of votes of the shareholders or their proxies attending the meeting and being entitled to vote, excluding the votes of the interested shareholders.

Article 36. The agenda to be transacted at the annual general meeting of shareholders shall be as follows:

- (1) To acknowledge report of the board of director with respect to the performance of the past 1 year including their opinions for further actions;
- (2) To consider and approve the balance sheet and the profit and loss statement;
- (3) To consider and approve the appropriation of the profit;
- (4) To elect directors in place of those retiring by rotation;
- (5) To appoint an auditor and specify the remuneration for the auditor;
- (6) Other business.

- Article 37. The chairman of the board of directors shall be the chairman of the shareholders' meeting. In the event that the chairman is absent or unable to perform his/her duties, if there is a vice-chairman, the vice-chairman shall act as the chairman of the meeting. If there is no vice-chairman or there is but he/she is unable to perform his/her duties, the shareholders attending the meeting shall elect one of them to act as the chairman of the meeting.
- Article 38. The chairman of the shareholders' meeting shall be responsible for conducting the meeting in accordance with the Articles of Association of the Company. The chairman shall conduct the meeting in the order as arranged in the notice of the meeting unless the meeting resolves to change the order of the agenda with votes of not less than 2/3 of the number of shareholders attending the meeting.
- Article 39. A shareholder may appoint other person who has reached maturity as his/her proxy to attend the meeting and vote on his/her behalf. The appointment of such proxy must be made in writing. The instrument appointing a proxy shall specify date and signature of the shareholder in the form as prescribed by the Registrar which shall have at least the following details:
- (1) The number of shares held by the shareholder;
  - (2) Name of the proxy;
  - (3) The meeting in which the proxy is appointed to attend, as well as period of appointment of the proxy. The proxy shall submit the proxy instrument to the chairman or the person assigned by the chairman at the place of meeting before entering the meeting.
- The proxy described in the first paragraph may alternatively be executed electronically, but it must be done so in a secure and reliable manner that the proxy is positively made by the shareholder, in accordance with the Registrar's regulations.

## **CHAPTER 6      ACCOUNTS, FINANCE AND AUDITION**

- Article 40. The fiscal year of the Company shall commence on the 1st of January and end on the 31st of December of each year.
- Article 41. The Company shall arrange for making, maintaining as well as auditing the accounts in accordance with the laws concerning therewith.
- Article 42. The Company shall arrange for making a balance sheet and a profit and loss statement at the end of the fiscal year of the Company and propose them to the annual general meeting of shareholders for consideration and approval.  
The board of directors shall arrange such balance sheet and profit and loss statement to be completely audited before proposing to the shareholders' meeting.
- Article 43. The board of directors shall send the following documents to the shareholders together with the notice convening the annual general meeting of shareholders:
- (1) Copies of the audited balance sheet and profit and loss statement together with the audit report of the auditor;
  - (2) Annual report of the board of directors.
- Article 44. Dividends shall not be paid out of any type of fund other than out of the profits. The amount of profits remaining from the dividend payment shall be appropriated as other reserve funds as the board of directors deems appropriate.
- The board of director may pay interim dividends from time to time to the shareholders if the Company's profit is adequate for doing so. After such dividend payment, the board of director shall then report the same to the shareholder at the next meeting.
- A dividend shall be paid within the time period as prescribed by Laws. A written notice shall be sent to the shareholders and a notice of dividend payment shall also be published in the newspaper.

The dividend notice under the third paragraph may alternatively be executed electronically in accordance with the Registrar's regulations.

- Article 45. The Company shall appropriate to the reserve fund of not less than 5 percent of the annual net profit, less the accumulated loss carried forward (if any) until the reserve fund reaches not less than 10 percent of the registered capital.
- Article 46. Where the shares in the Company have not yet been sold out according to the number of share registered or where the Company has already registered an increase of capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders provided that the approval of the shareholders' meeting shall be granted.
- Article 47. The auditor shall not be a director, staff, employee, or officer of any position of the Company.
- Article 48. The auditor has power to examine the accounts, documents and any other evidence relating to the revenues and expenditures as well as the assets and liabilities of the Company during the office hours as well as to request for clarification of fact or delivery of documents or evidence relating to business operations of the Company.
- Article 49. The auditor has a duty to attend the shareholders' meeting whenever it is held to consider the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company in order to give explanation to the shareholders about the auditing of accounts. The Company shall also send to the auditor the reports and documents of the Company which should be sent to the shareholders in that shareholders' meeting.
- Article 50. The annual general meeting of shareholders shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be reappointed.
- Article 51. The Company shall deliver to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and approved by the shareholders' meeting and a copy of the minutes of the shareholders' meeting, specifically the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorised to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least 1 day within 1 month of the date of the shareholders' meeting at which approval of the balance sheet was granted.

The advertisement of any notice under the first paragraph may alternatively be executed electronically in accordance with the Registrar's regulations.

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**Remark:** The Company's Articles of Association is posted online at the Company's website ([www.irpc.co.th](http://www.irpc.co.th))

## หนังสือมอบฉันทะ (แบบ ก.) / Proxy Form (Form A)

เขียนที่/Written at \_\_\_\_\_

วันที่/Date \_\_\_\_\_ เดือน/Month \_\_\_\_\_ พ.ศ./year \_\_\_\_\_

(1) ข้าพเจ้า ..... สัญชาติ .....

I/We ..... Nationality .....

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล / แขวง .....

Residing at ..... Road ..... Sub-district .....

อำเภอ / เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District ..... Province ..... Postal Code .....

(2) เป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

Being a shareholder of IRPC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

Holding a total amount of ..... share(s) and have a right to vote equal to ..... vote(s) as follows:

☐ หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share(s) ..... share(s) having a right to vote equal to ..... vote(s)

☐ หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preference share(s) ..... share(s) having a right to vote equal to ..... vote(s)

(3) ขอมอบฉันทะให้

Hereby appoint

**โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY**

☐ (1) ..... อายุ ..... ปี

..... age ..... years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at ..... Road ..... Tambon/Sub-district .....

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

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

☐ (2) **นายชัยพร ภูประเสริฐ** ..... กรรมการอิสระ ..... อายุ ..... 56 ..... ปี

Mr. Chaiyaporn Pupsasert ..... Independent Director ..... age ..... 56 ..... years

อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ถนน วิภาวดีรังสิต ตำบล/แขวง จตุจักร

Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor Road Vibhavadi Rangsit Tambon/Sub-district Chatuchak

อำเภอ/เขต จตุจักร ..... จังหวัด กรุงเทพมหานคร ..... รหัสไปรษณีย์ 10900 ..... หรือ

Amphur/District Chatuchak ..... Province Bangkok ..... Postal Code 10900 ..... or

การมี / ไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

☐ (3) **นายสมชาย รังษิณานนท์** ..... กรรมการอิสระ ..... อายุ ..... 59 ..... ปี

Mr. Somchai Rungsrithananon ..... Independent Director ..... age ..... 59 ..... years

อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ถนน วิภาวดีรังสิต ตำบล/แขวง จตุจักร

Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor Road Vibhavadi Rangsit Tambon/Sub-district Chatuchak

อำเภอ/เขต จตุจักร ..... จังหวัด กรุงเทพมหานคร ..... รหัสไปรษณีย์ 10900 ..... หรือ

Amphur/District Chatuchak ..... Province Bangkok ..... Postal Code 10900 ..... or

การมี / ไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

☐ (4) .....นายแพทย์กรณ์ ปองจิตธรรม.....กรรมการอิสระ.....อายุ.....54.....ปี  
M.D. Korn Pongjithdham Independent Director age 54 years  
อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ถนน วิภาวดีรังสิต ตำบล/แขวง จตุจักร  
Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor Road Vibhavadi Rangsit Tambon/Sub-district Chatuchak  
อำเภอ/เขต.....จตุจักร.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10900.....หรือ  
Amphur/District Chatuchak Province Bangkok Postal Code 10900 or

การมี / ไม่มี ส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 วันที่ 2 เมษายน 2568 เวลา 09.30 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting)

ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above persons as my proxy to attend the meeting and vote on my behalf at the 2025 Annual General Meeting of Shareholders (AGM) on April 2, 2025, at 09:30 am. through electronic means (electronic meeting only) in compliance with the Emergency Decree on Electronic Meetings, B.E. 2563 (AD 2020) and the relevant laws and regulations, or such other date, time and place should the meeting be postponed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signature.....ผู้มอบฉันทะ/Appointer  
( )

ลงชื่อ/Signature.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signature.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signature.....ผู้รับมอบฉันทะ/Proxy  
( )

#### หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเท่านั้น เพื่อเป็นผู้เข้าประชุมและออกเสียงลงคะแนน โดยไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

**กรณีการมอบฉันทะ** ผู้รับมอบฉันทะต้องแนบ

1.แบบฟอร์มลงทะเบียน 2.หนังสือมอบฉันทะซึ่งกรอกรายละเอียดครบถ้วนแล้ว

3.สำเนาเอกสารหลักฐานอย่างครบถ้วน

In case the shareholder appoints a proxy, the proxy must present

1. The registration form, 2. The completed proxy form, and

3. Copy of all required documents.

## หนังสือมอบฉันทะ (แบบ ข.) / Proxy Form (Form B)

อักษร  
แสดงฉบับ  
20 บาท

เขียนที่/Written at \_\_\_\_\_

วันที่/Date \_\_\_\_\_ เดือน/Month \_\_\_\_\_ พ.ศ./year \_\_\_\_\_

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล / แขวง.....

Residing at..... Road..... Sub-district.....

อำเภอ / เขต..... จังหวัด..... รหัสไปรษณีย์.....

District..... Province..... Postal Code.....

(2) เป็นผู้ถือหุ้นของ บริษัท ไออาร์พีซี จำกัด (มหาชน)

Being a shareholder of IRPC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

Holding a total amount of..... share(s) and have a right to vote equal to..... vote(s) as follows:

☐ หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary share(s)..... share(s) having a right to vote equal to..... vote(s)

☐ หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preference share(s)..... share(s) having a right to vote equal to..... vote(s)

(3) ขอมอบฉันทะให้  
hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1)..... อายุ..... ปี  
age..... years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at..... Road..... Tambon/Sub-district.....

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

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

☐ (2) นายชัยพร ภูประเสริฐ..... กรรมการอิสระ..... อายุ..... 56..... ปี  
Mr. Chaiyaporn Pupsasert..... Independent Director..... age..... 56..... years

อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10..... ถนน..... วิภาวดีรังสิต..... ตำบล/แขวง..... จตุจักร.....

Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor..... Road..... Vibhavadi Rangsit..... Tambon/Sub-district..... Chatuchak

อำเภอ/เขต..... จตุจักร..... จังหวัด..... กรุงเทพมหานคร..... รหัสไปรษณีย์..... 10900..... หรือ

Amphur/District..... Chatuchak..... Province..... Bangkok..... Postal Code..... 10900..... or

การมี / ไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

☐ (3) นายสมชาย รังษิธนานนท์..... กรรมการอิสระ..... อายุ..... 59..... ปี  
Mr. Somchai Rungsritananon..... Independent Director..... age..... 59..... years

อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10..... ถนน..... วิภาวดีรังสิต..... ตำบล/แขวง..... จตุจักร.....

Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor..... Road..... Vibhavadi Rangsit..... Tambon/Sub-district..... Chatuchak

อำเภอ/เขต..... จตุจักร..... จังหวัด..... กรุงเทพมหานคร..... รหัสไปรษณีย์..... 10900..... หรือ

Amphur/District..... Chatuchak..... Province..... Bangkok..... Postal Code..... 10900..... or

การมี / ไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None



☐ (4) นายแพทย์กรณ์ ปองจิตธรรม กรรมกวาดิสระ อายุ 54 ปี  
M.D. Korn Pongjithdam Independent Director age 54 years  
อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ถนน วิภาวดีรังสิต ตำบล/แขวง จตุจักร  
Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor Road Vibhavadi Rangsit Tambon/Sub-district Chatuchak  
อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Amphur/District Chatuchak Province Bangkok Postal Code 10900 or

การมี / ไม่มี ส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

**ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 วันที่ 2 เมษายน 2568 เวลา 09.30 น.** โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting)

ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above persons as my proxy to attend the meeting and vote on my behalf at the 2025 Annual General Meeting of Shareholders (AGM)

**on April 2, 2025, at 09:30 am.** through electronic means (electronic meeting only) in compliance with the Emergency Decree on Electronic Meetings, B.E.

2563 (AD 2020) and the relevant laws and regulations, or such other date, time and place should the meeting be postponed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorise my/our proxy to vote on my/our behalf as follows:

☐ **ระเบียบวาระที่ 1 เรื่อง รับทราบรายงานผลการดำเนินงานในรอบปี 2567**

Item 1 Subject: Acknowledge the 2024 Operating Results Report.

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องออกเสียงลงคะแนน)

(This agenda item is for acknowledgement, therefore there is no vote casting.)

☐ **ระเบียบวาระที่ 2 เรื่อง พิจารณานุมัติงบการเงิน ประจำปี 2567**

Item 2 Subject: Approve the 2024 Financial Statements.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ **ระเบียบวาระที่ 3 เรื่อง พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2567**

Item 3 Subject: Approve the Dividend Payment for the 2024 Operating Results.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ **ระเบียบวาระที่ 4 เรื่อง พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568**  
Item 4 Subject: Approve the Appointment of Auditors and Determine its Auditor Fees for the Year 2025.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 5 เรื่อง พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2568**  
Item 5 Subject: Approve the Remuneration of the Directors for the Year 2025.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 6 เรื่อง พิจารณาเลือกตั้งกรรมการ แทนกรรมการที่ออกตามวาระ**  
Item 6 Subject: Elect or Re-elect Directors in Replacement of Those Retiring by Rotation.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorise the proxy to vote according to my/our intention as follows:

☐ การแต่งตั้งกรรมการทั้งหมด  
Appointment of the entire board of directors  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointment of an individual director  
ชื่อกรรมการ: **นายบัณฑิต เอื้ออาภรณ์** (กรรมการอิสระ)  
Name of director: Mr. Bundhit Eua-arporn (Independent Director)  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: **นายยอดจักร ตสาริกา** (กรรมการอิสระ)  
Name of director: Mr. Yordchatr Tasarika (Independent Director)  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: **พลเอก อธิพิณ สุวรรณรัฐ** (กรรมการอิสระ)  
Name of director: General Aittipol Suwannarat (Independent Director)  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: พลตำรวจโทนายแพทย์ โสภณรัตน์ สิงหารุ (กรรมการอิสระ)

Name of director: Police Lieutenant General Sopnarush Singhajaru (Independent Director)

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: นางรศยา เทียรวรรณ

Name of director: Mrs. Rosaya Teinwan

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

☐ ระเบียบวาระที่ 7 เรื่อง พิจารณานุมัติแผนการจัดหาเงินทุน 5 ปี ของบริษัทฯ (ปี 2568 – 2572)

Item 7 Subject: Approve the Company's Five-Year Financing Plan (2025 – 2029).

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ 8 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Item 8 Subject: Any Other Businesses (if any).

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในระเบียบวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda item which is not in compliance with this proxy form, shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระเบียบวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matter in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting, except where the proxy does not cast the vote as specified by me/us in this proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signature_____	ผู้มอบฉันทะ/Appointer
( )	( )
ลงชื่อ/Signature_____	ผู้รับมอบฉันทะ/Proxy
( )	( )
ลงชื่อ/Signature_____	ผู้รับมอบฉันทะ/Proxy
( )	( )
ลงชื่อ/Signature_____	ผู้รับมอบฉันทะ/Proxy
( )	( )

**หมายเหตุ / Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเท่านั้นเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ระเบียบวาระที่ 6: “พิจารณาเลือกตั้งกรรมการ แทนกรรมการที่ออกตามวาระ” สามารถเลือกตั้งกรรมการทั้งหมด หรือเลือกตั้งกรรมการเป็นรายบุคคลได้

For the agenda Item 6: “Elect or Re-elect Directors in Replacement of Those Retiring by Rotation”, the entire set of director candidates as proposed can be elected, or each director can be elected individually.

3. ในกรณีที่ระเบียบวาระที่จะพิจารณาในการประชุม มากกว่าระเบียบวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแนบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is an agenda to be considered other than the agenda specified above, the Appointer can further specify in the attachment to the Proxy Form (Form B).

**กรณีการมอบฉันทะ** ผู้รับมอบฉันทะต้องแนบ

- 1.แบบฟอร์มลงทะเบียน
- 2.หนังสือมอบฉันทะซึ่งกรอกรายละเอียดและลงนามครบถ้วนแล้ว
- 3.สำเนาเอกสารหลักฐานอย่างครบถ้วน

**In case appointing a proxy,** the proxy must present

- 1.The registration form,
2. The completed proxy form, and
3. Copy of all required documents.

## ใบประจำต่อนแบบหนังสือมอบฉันทะ แบบ ข.

### Attachment to the Proxy Form (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ไออาร์พีซี จำกัด (มหาชน)

Appointment of a proxy by the shareholder of IRPC Public Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 2 เมษายน 2568 เวลา 09.30 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) เพียงรูปแบบเดียวเท่านั้น  
สอดคล้องตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2025 Annual General Meeting of Shareholders to be held on April 2, 2025, at 09:30 am., through electronic means (electronic meeting only)

in compliance with the Emergency Decree on Electronic Meetings, B.E. 2020 and relevant laws and regulations or such other date, time and place should  
the meeting be postponed.

☐ ระเบียบวาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ระเบียบวาระที่.....เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Item Subject: To consider and approve the election of directors (Continued)

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

## หนังสือมอบฉันทะ (แบบ ค.)

## Proxy (Form C)

อากร  
แสตมป์  
20 บาท

เลขทะเบียนผู้ถือหุ้น

เขียนที่ .....

Shareholder Register No.

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

1) ข้าพเจ้า ..... อายุ ..... ปี  
I/We ..... age ..... years  
สำนักงานตั้งอยู่เลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Having the office at No. .... Road ..... Tambon/Sub-district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphur/District ..... Province ..... Postal Code  
ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .....

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของ

บริษัท ไออาร์พีซี จำกัด (มหาชน)

Being a shareholder of

IRPC Public Company Limited "IRPC"

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Holding a total amount of ..... share(s) and have a right to vote equal to ..... vote(s) as follows:  
หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Ordinary share (s) ..... share(s) and have a right to vote equal to ..... vote(s) as follows:  
หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
preference share (s) ..... share(s) and have a right to vote equal to ..... vote(s) as follows:

2) ขอมอบฉันทะให้

Hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1) ..... อายุ ..... ปี  
..... age ..... years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at ..... Road ..... Tambon/Sub-district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Amphur/District ..... Province ..... Postal Code ..... or

☐ (2) นายชัยพร ภูประเสริฐ ..... กรรมการอิสระ ..... อายุ ..... 56 ..... ปี  
Mr. Chaiyaporn Puprasert ..... Independent Director ..... age ..... 56 ..... years  
อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ..... ถนน ..... วิทยาดิรั้งสิต ..... ตำบล/แขวง ..... จตุจักร  
Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor ..... Road Vibhavadi Rangsit ..... Tambon/Sub-district Chatuchak  
อำเภอ/เขต ..... จตุจักร ..... จังหวัด ..... กรุงเทพมหานคร ..... รหัสไปรษณีย์ ..... 10900 ..... หรือ  
Chatuchak ..... Province Bangkok ..... Postal Code 10900 ..... or

การมี / ไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี

Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

☐ (3) ..... **นายสมชาย รังษิธนานนท์** ..... กรรมการอิสระ ..... อายุ ..... 59 ..... ปี  
Mr. Somchai Rungsriathananon Independent Director age 59 years  
อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ถนน วิภาวดีรังสิต ตำบล/แขวง จตุจักร  
Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor Road Vibhavadi Rangsit Tambon/Sub-district Chatuchak  
อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Amphur/District Chatuchak Province Bangkok Postal Code 10900 or

**การมี / ไม่มี ส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี**  
Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

☐ (4) ..... **นายแพทย์กรณ์ ปองจิตธรรม** ..... กรรมการอิสระ ..... อายุ ..... 54 ..... ปี  
M.D. Korn Pongjitttham Independent Director age 54 years  
อยู่บ้านเลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 10 ถนน วิภาวดีรังสิต ตำบล/แขวง จตุจักร  
Residing at 555/2, Energy Complex, Building B, 10<sup>th</sup> Floor Road Vibhavadi Rangsit Tambon/Sub-district Chatuchak  
อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Amphur/District Chatuchak Province Bangkok Postal Code 10900 or

**การมี / ไม่มี ส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 : ไม่มี**  
Having a special interest in the agenda proposed to the 2025 Annual General Meeting: None

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

**ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 วันที่ 2 เมษายน 2568 เวลา 09.30 น.** โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting)

ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above persons as my proxy to attend the meeting and vote on my behalf at the 2025 Annual General Meeting of Shareholders (AGM) on April 2, 2025, at 09:30 am, through electronic means (electronic meeting only) in compliance with the Emergency Decree on Electronic Meetings, B.E. 2563 (AD 2020) and the relevant laws and regulations, or such other date, time and place should the meeting be postponed.

3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

☐ มอบฉันทะบางส่วน คือ ☐ หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง

Grant partial shares of ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง

preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง

The total number of voting right is votes

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorise my/our proxy to vote on my/our behalf as follows:

☐ **ระเบียบวาระที่ 1 เรื่อง รับทราบรายงานผลการดำเนินงานในรอบปี 2567**

Item 1 Subject: Acknowledge the 2024 Operating Results Report.

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องออกเสียงลงคะแนน)

(This agenda item is for acknowledgement, therefore there is no vote casting.)



☐ **ระเบียบวาระที่ 2 เรื่อง พิจารณานุมัติงบการเงิน ประจำปี 2567**  
 Item 2 Subject: Approve the 2024 Financial Statements.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
 Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 3 เรื่อง พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2567**  
 Item 3 Subject: Approve the Dividend Payment for the 2024 Operating Results.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
 Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 4 เรื่อง พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568**  
 Item 4 Subject: Approve the Appointment of Auditors and Determine its Auditor Fees for the Year 2025.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
 Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 5 เรื่อง พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2568**  
 Item 5 Subject: Approve the Remuneration of the Directors for the Year 2025.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
 Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 6 เรื่อง พิจารณาเลือกตั้งกรรมการ แทนกรรมการที่ออกตามวาระ**  
 Item 6 Subject: Elect or Re-elect Directors in Replacement of Those Retiring by Rotation.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 Authorise the proxy to vote according to my/our intention as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire board of directors

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

ชื่อกรรมการ: **นายบัณฑิต เอื้ออาภรณ์** (กรรมการอิสระ)

Name of director: Mr. Bundhit Eua-arporn (Independent Director)

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **นายยอฉัตร ตสาริกา** (กรรมการอิสระ)

Name of director: Mr. Yordchatr Tasarika (Independent Director)

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **พลเอก อธิพล สุวรรณรัฐ** (กรรมการอิสระ)

Name of director: General Aittipol Suwannarat (Independent Director)

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **พลตำรวจโทนายแพทย์ ไสภณรัชต์ สิงหารุ** (กรรมการอิสระ)

Name of director: Police Lieutenant General Sopnarush Singhajaru (Independent Director)

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **นางรศยา เทียรวรรณ**

Name of director: Mrs. Rosaya Teinwan

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 7 เรื่อง พิจารณานุมัติแผนการจัดหาเงินทุน 5 ปี ของบริษัทฯ (ปี 2568 – 2572)**

Item 7 Subject: Approve the Company's Five-Year Financing Plan (2025 – 2029).

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 8 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Item 8 Subject: Any Other Businesses (if any).

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve Votes Disapprove Votes Abstain Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในระเบียบวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda which is not in compliance with this proxy form shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระเบียบวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matter in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any actions performed by the proxy in the meeting, except where the proxy does not cast the vote as specified by me/us in the proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signature \_\_\_\_\_ ผู้มอบฉันทะ/Appointer  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment to the Proxy Form (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

Appointment of a proxy by the shareholder of IRPC Public Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 2 เมษายน 2568 เวลา 09.30 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) เพียงรูปแบบเดียวเท่านั้น  
สอดคล้องตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2025 Annual General Meeting of Shareholders on April 2, 2025 at 09:30 am., through electronic means (electronic meeting only) in compliance with  
the Emergency Decree on Electronic Meetings, B.E. 2563 and the relevant laws and regulations or such other date, time and place should the meeting  
be postponed.

☐ วาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐งดออกเสียง ..... เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐งดออกเสียง ..... เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐งดออกเสียง ..... เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐งดออกเสียง ..... เสียง  
Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่.....เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Item Subject: To consider and approve the election of directors (Continued)

ชื่อกรรมการ.....

Name of director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

ชื่อกรรมการ.....

Name of director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

ชื่อกรรมการ.....

Name of director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

ชื่อกรรมการ.....

Name of director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

ชื่อกรรมการ.....

Name of director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

ชื่อกรรมการ.....

Name of director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

## Privacy Notice

### The 2025 Annual General Meeting of Shareholders (AGM)

IRPC Public Company Limited (the “Company”) realizes the importance of personal data protection and respects your privacy rights as a personal data subject. In order to comply with the Personal Data Protection Act, B.E.2562 (2019) and related laws (the “PDPA”), the Company would like to clarify the guidelines for personal data protection and the company will take measures to protect your personal data as well as to prevent unauthorized use, other than the primary purpose of collection.

#### 1. Personal Data Collection and the Purpose of Collection

The Company will collect, use, store, disclose and transfer the personal data that you have provided to the Company, such as your name - surname, address, telephone number, identification card number, or information as shown in the copy of the ID card, audio recording or audiovisual record, including an electronic traffic data throughout the period of electronic meeting in order to perform the legal obligations required by law for the purposes of:

- Calling an Annual General Meeting of Shareholders (AGM) as required by law.
- Applying for the 2025 IRPC's Company Visit activity and/ or other meeting documents to the shareholders.
- Disclosing the Shareholder's personal data to relevant agencies as required by law.
- Identifying the eligible shareholder for legal obligations or exercise of legal rights.

#### 2. Personal Data Storage and Retention Period

The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

#### 3. Rights of the Personal Data Subject

According to the Personal Data Protection Act, B.E. 2562 (2019) and related laws, the personal data owner, has the rights to request assessment to your personal data, to obtain copies of your personal data, to disclosure of the source of personal data obtained by the Company which you did not consent to, as well as the rights to rectify, to transfer, to suspend, to erase, to object to the processing of your personal data for any purpose other than the primary purpose of collection, or withdraw your consent given to the Company at any time.

Nonetheless, your request to exercise the rights to your personal data must be in accordance with the law and the Company may refuse your requested subject to exception by applicable laws.

PDPA Center

IRPC Public Company Limited

Email: [PDPACenter@irpc.co.th](mailto:PDPACenter@irpc.co.th)



**IRPC PUBLIC COMPANY LIMITED**

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