

Invitation letter to the 2023 Annual General Meeting of Shareholders

P.C.S. Machine Group Holding Public Company Limited

Friday, 21 April 2023 at 1.00 p.m.

via electronic means only in accordance with the Emergency Decree
on Electronic Media Conferences B.E. 2563 (2020) and other
applicable laws

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22 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders

Enclosures

1. Registration Form and the Annual Registration Statement / Annual Report for the year 2022 (Form 56-1 One Report) in the QR Code format
2. List and profiles of directors retiring by rotation and being nominated for reappointment for another term
3. Policy, criteria and method for the nomination of the Board of Directors
4. Information in relation to profile and work experience of the Auditors
5. Articles of Association of the Company regarding meeting of shareholders
6. Guideline for the registration, appointment of proxy, rules for attending the shareholders' meeting via electronic media (E-AGM)
7. Details of independent directors whom are proposed to be a proxy of shareholders
8. Acceptance for the invitation of online meeting
9. Proxy Forms A and B

P.C.S. Machine Group Holding Public Company Limited (the “**Company**”) would like to inform you that the Board of Directors of the Company has resolved to convene the 2023 Annual General Meeting of Shareholders on Friday, 21 April 2023 at 1.00 p.m., via an electronic means (the meeting will be held via electronic means only) in accordance with the criteria prescribed by the Emergency Decree on Electronic Media Conferences B.E. 2563 (2020) and other applicable laws and regulations.

In order to set the agenda for the 2023 Annual General Meeting of Shareholders, the Company has made an announcement to invite the shareholders to propose meeting agenda items during 6 December 2022 to 30 December 2022. However, at the end of such period, no agenda items had been proposed to the 2023 Annual General Meeting of Shareholders. Accordingly, the Company would like to inform the meeting agendas of the 2023 Annual General Meeting of Shareholders as follows:

Agenda Item 1 To consider and acknowledge the operational results of the Company for the year 2022

Objectives and Rationale: The Company prepared the report on the operational results of the Company for 2022 ended 31 December 2022, as shown in Section 3 of the Financial Statements and Notes to Financial Statements, page 98 of the Annual Registration Statement / Annual Report for the year 2022 (Form 56-1 One Report) (in the form of QR code as set out in the registration form), which has been delivered to all shareholders together with the invitation letter to the meeting.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to report the operational results of the Company for the year 2022 ended 31 December 2022 to the shareholders' meeting for acknowledgement.

Remark: This agenda item is for acknowledgement; therefore, no votes will be casted.

Agenda Item 2 To consider and approve the Statement of Financial Positions and the Profit and Loss Statement of 2022 for the accounting period ending 31 December 2022

Objectives and Rationale: The Company prepared the Statement of Financial Positions and the Profit and Loss Statement of 2022 for the accounting period ending 31 December 2022 as shown in Section 3 of the Financial Statements and Note to the Financial Statements, page 98 of the Annual Registration Statement / Annual Report for the year 2022 (Form 56-1 One Report) (in the form of QR code as set out in the registration form), which has been delivered to all shareholders together with the invitation letter to the meeting. The Statement of Financial Positions and the Profit and Loss Statement of 2022 for the accounting period ending 31 December 2022 have been audited by the Company's Certified Public Accountant, EY Office Company Limited ("EY"), as reviewed by the Audit and Risk Management Committee, and approved by the Board of Directors.

Summary of Financial Statements for the year ending 31 December 2022

Unit: Million Baht

Description	Year 2022	Year 2021	Changes in % +/-	Ratio to Sales 2022	Ratio to Sales 2021
Sales Revenue	4,217.2	3,875.6	8.8%		
- Local Business	3,913.6	3,512.0	11.4%		
- Overseas Business	303.6	363.6	-16.5%		
Other Revenue	194.5	213.7	-9.0%		
Total Revenue	4,411.7	4,089.3	7.9%		
Cost of Goods Sold (COGS)	3,280.7	2,990.0	9.7%	77.8%	77.1%
- Local Business	2,943.3	2,615.2	12.5%	75.2%	74.5%
- Overseas Business	337.4	374.8	-10.0%	111.1%	103.1%
Gross Profit	936.5	885.6	5.7%	22.2%	22.9%
- Local Business	970.3	896.8	8.2%	24.8%	25.5%
- Overseas Business	-33.8	-11.2	-201.8%	-11.1%	-3.1%
SG&A	398.4	411.5	-3.2%	9.0%	10.1%
- Local Business	223.3	211.2	5.7%	5.7%	6.0%
- Overseas Business	175.1	200.3	-12.6%	57.7%	55.1%
Net Profits	664.1	503.7	31.8%	15.1%	12.3%

Description	Year 2022	Year 2021	Changes in % +/(-)	Ratio to Sales 2022	Ratio to Sales 2021
- Local Business	786.1	689.8	14.0%	20.1%	19.6%
- Overseas Business	-103.1	-68.5	-50.5%	-34.0%	-18.8%
- Loss from discontinued operation and Impairment of Overseas asset	1.7	-156.1	101.1%	n.a.	n.a.
- FX Gain (Loss)	-20.6	38.5	-153.5%	n.a.	n.a.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the Statement of Financial Positions and the Profit and Loss Statement of 2022 for the accounting period ending 31 December 2022, which have been audited by the Company's Certified Public Accountant, EY Office Company Limited, as reviewed by the Audit and Risk Management Committee, and approved by the Board of Directors.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and approve the dividend payment

Objectives and Rationale: The Company has established a policy to distribute dividends of at least 50 percent of the net profit pursuant to the separated financial statements of the Company after deduction of tax and legal reserves as required by laws. However, such dividend payment shall be subject to being the Company's reserves for future investment, or repayment of debts, or being working capital of the Company, as well as other necessities in the future.

The Company will not further allocate the annual net profits for legal reserve as the Company's legal reserve has fully reached 10% of the registered capital in accordance with the law.

Opinion of the Board of Directors:

1. acknowledge the interim dividend payment from the operating result of the Company for the accounting period from 1 January 2022 to 30 June 2022, at the rate of THB 0.15 per share, calculating from the total of 1,525,000,000 shares, or totaling THB 228.75 million. It is paid from the net profit of the promoted business (BOI) at the rate of THB 0.078 per share, from the total of 1,525,000,000 shares, totaling THB 118.95 million, shareholders who receive this dividend will not be subject to withholding tax, and paid from net profits from non BOI-promoted businesses (NON BOI) at a rate of THB 0.072 per share, from the total of 1,525,000,000 shares, totaling THB 109.80 million. This is in accordance with the resolution of Board of Directors' Meeting No. 4/2022, which was held on 9 August 2022, and the interim dividend was already paid to shareholders on 6 September 2022.

2. the Board of Directors' meeting approved to propose that the shareholders' meeting consider and approve the dividend payment from the operating result of the Company for the year 2022, at the rate of THB 0.35 per share, totaling THB 533.75 million. After the deduction of interim dividend from the operating result of the Company for the accounting period from 1 January 2022 to 30 June 2022, at the rate of THB 0.15 per share, totaling THB 228.75 million, the Company will pay the remaining dividend for the second half of 2022 performance, which is from 1 July 2022 to 31 December 2022, at the rate of THB 0.20 per share, from the total of 1,525,000,000 shares, totaling THB 305 million. Such remaining dividend payment is paid from the net profit and retained earnings from BOI-promoted business at the rate of THB 0.179 per share, from the total of 1,525,000,000 shares, totaling THB 272.975 million (the shareholders who receive dividend from this amount shall not be subject to withholding tax), and paid from the net profit and retained earnings from Non BOI-promoted business at the rate of THB 0.021 per share, from the total of 1,525,000,000 shares, totaling THB 32.025 million. The dividend payment proposal is in accordance with the Company's dividend payment policy. The Company will not further allocate the profits for legal reserve as the Company has fully allocated legal reserve in accordance with requirements under the law.

In this regard, the Company has scheduled the Record Date to determine the shareholders who are entitled to receive the dividend payment on 2 May 2023 (XD: 28 April 2023) and the dividend will be paid on 18 May 2023. However, the right to receive such dividend is uncertain until the approval from the 2023 Annual General Meeting of Shareholders is obtained.

Comparison of dividend distribution in 2023 to the preceding year is as follows:

Details of Dividend Payment	Accounting Year 2022	Accounting Year 2021	Accounting Year 2020
1. Net profit for the year according to the separated financial statement after deductions of tax and legal reserve (THB million)	674.24	247.60	421.75
2. Number of shares (million shares)	1,525	1,525	1,525
3. Yearly dividend (THB/share)	0.35	0.30	0.25
4. Total dividend paid (THB million)	533.75	457.50	381.25
5. Proportion of dividends compared to net profit for the year pursuant to the separated financial statement after deductions of tax and legal reserve	79.16 %	184.77 %	90.39 %

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 4 To consider and approve the appointment of directors in place of the directors who are due to retire by rotation

Objectives and Rationale: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the “PLC Act”) and Article 17 of the Company’s Articles of Association, it is required that at every annual general meeting of shareholders, one-third of the current number of directors of the Company shall retire. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third shall retire. The directors retiring by rotation may be re-elected.

For this 2023 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, as follows:

- | | | |
|----|---------------------------------|---|
| 1) | Mr. Pakhawat Kovithvathanaphong | Independent Director,
Chairman of the Audit and Risk
Management Committee |
| 2) | Mr. Phon-Ek Rungrokitiyot | Director |
| 3) | Mr. Koonchorn Roumanachai | Director |

The Company made an announcement via its website providing an opportunity for shareholders to nominate candidate(s) with qualifications as required by the PLC Act, laws governing securities and stock exchange, and the Company’s corporate governance policy to be elected as directors from 6 December 2022 to 30 December 2022. There was no candidate nominated by the shareholders once the period was over.

The Nomination and Remuneration Committee considered and opined that the three directors, i.e., Mr. Pakhawat Kovithvathanaphong, Mr. Phon-Ek Rungrokitiyot, and Mr. Koonchorn Roumanachai, are knowledgeable, and experienced, which would be beneficial to the operation of the Company in the future with regard to business continuity management, and thus deemed it appropriate to propose to the Board of Directors’ meeting to consider and appoint these three directors to hold office as directors for another term.

The details of the biographies, educational backgrounds, and working experience of the directors who are due to retire by rotation and are nominated for reappointment for another term are set out in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors has considered the qualifications, knowledge, and working experience in accordance with the Policy, Criteria and Method for the Nomination of Directors, according to the process specified by the Company as set out in Enclosure 3. The Board of Directors (by a majority vote without the directors who are due to retire by rotation) was of the view that the nominated candidates to hold office as directors are

knowledgeable, experienced, and have qualifications in accordance with relevant regulations and suitable for the Company's business operations which would be beneficial to the operation of the Company in the future with regard to business continuity management. Therefore, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the appointment of the three directors who are due to retire by rotation to hold office as directors for another term, namely:

- | | | |
|----|---------------------------------|---|
| 1) | Mr. Pakhawat Kovithvathanaphong | Independent Director,
Chairman of the Audit and Risk
Management Committee |
| 2) | Mr. Phon-Ek Rungrokitiyot | Director |
| 3) | Mr. Koonchorn Roumanachai | Director |

For Mr. Pakhawat Kovithvathanaphong (have served as an independent director, Chairman of the Audit and Risk Management Committee of the Company for a period of 4 years 5 months since assuming the position), who is nominated as an independent director, the Board of Directors has considered that Mr. Pakhawat Kovithvathanaphong has qualifications in accordance with the relevant laws and regulations relating to independent directors and has complete independence according to the definition of an independent director of the Company in accordance with applicable laws, who can give independent and relevant opinions. Furthermore, Mr. Pakhawat Kovithvathanaphong does not hold any position as a director or an executive in other companies which may result in the conflict of interest against the Company.

Remark: A resolution on this agenda item shall be approved as follows: the persons who received the highest votes in the respective order are elected as directors in accordance with the intended number of directors; and, in the case where any persons so elected in a next lower order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, the Chairman shall have a casting vote according to the Article 16 of Company's Articles of Association.

Agenda Item 5 To consider and approve the determination of remuneration of directors for the year 2023

Objectives and Rationale: The Board of Directors has established the policy on directors' remuneration by delegating the Nomination and Remuneration Committee to propose the directors' remuneration based on the operational results of the Company and compare the remuneration to other listed companies in the same industry and companies of similar size while taking into consideration the appropriate factors concerning the duties and responsibilities of the Board of Directors.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the determination of remuneration of directors for the year 2023 in the amount of not exceeding THB 9 million, which is the same rate as 2022. The details of remuneration for directors are as follows:

Board of Directors / Subcommittees	Monthly remuneration (THB)		Meeting allowance/meeting (THB)		Directors' bonus/year (THB)	
	2022	2023	2022	2023	2022	2023
Board of Directors - Chairman - Directors	25,000 17,500	30,000 20,000	40,000 30,000	40,000 30,000	Exclusively paid to non-executive directors. The amount is in line with the Company's profitability, dividends and employee bonuses, with a limit of not exceeding THB 4,000,000	Exclusively paid to non-executive directors. The amount is in line with the Company's profitability, dividends and employee bonuses, with a limit of not exceeding THB 5,000,000
Audit and Risk Management Committee - Chairman - Committee Members	- -	- -	37,500 25,000	40,000 25,000	-	-
Nomination and Remuneration Committee - Chairman - Committee Members	- -	- -	37,500 25,000	40,000 25,000	-	-
Sustainable and Corporate Governance Committee - Chairman - Committee Members	- -	- -	37,500 25,000	40,000 25,000	-	-

- Other remuneration and benefits: None

In 2022, the total remuneration and gratuity of the Board of Directors are approximately THB 6.58 million, which does not exceed the aforementioned criteria. Details regarding the

subcommittees' responsibilities and remuneration in 2022 can be found on page 79 of the Annual Report (56-1 One Report) for the year 2022.

Remark: A resolution on this agenda item shall be approved by no less than two-third of the votes of shareholders present at the meeting.

Agenda Item 6 To consider and approve the appointment of the auditors and the determination of the audit fee for 2023

Objectives and Rationale: In accordance with Section 120 of the PLC Act, it is required that the Annual General Meeting of Shareholders appoint an auditor and determine the amount of the audit fee of the company every year. An auditor may be re-elected. Article 36 of the Company's Articles of Association also specifies that an auditor shall be appointed and the auditor's fee shall be approved at every annual general meeting of shareholders. Therefore, the Company is required to propose to the shareholders' meeting to consider and approve the appointment of auditors and the determination of the audit fee of the Company every year.

Opinion of the Audit and Risk Management Committee: The Audit and Risk Management Committee considered the appointment of auditors of the Company by taking into account expertise and experience, as well as the independence of auditors, and also considered the audit fee in accordance with the duties and responsibilities, and proposed to the Board of Directors to consider and propose that the shareholders' meeting appoint the auditors from EY Office Company Limited as the audit firm of the Company, and the following auditors, namely:

1. Mr. Supachai Phanyawattano Certified Public Accountant No. 3930 and/or
(has never reviewed or audited and provided opinions on the Company's financial statements)
2. Mr. Natthawut Santipet Certified Public Accountant No. 5730 and/or
(being the person who signs for the review, audit and express opinions on the Company's financial statements for a total of 4 years)
3. Miss Krongkaew Limkittikul Certified Public Accountant No. 5874
(has never reviewed or audited and provided opinions on the Company's financial statements)

as the auditors of the Company. Any one amongst the three auditors shall perform an audit and provide opinions on financial statements. The audit fee for the year 2023 is determined at the amount not exceeding THB 3,200,000, which is increased by THB 100,000 from the year 2022.

In this regard, the proposed auditors do not provide other services to the Company and have no relationships and / or interests with the Company, its subsidiaries, its executives, its major shareholders, or persons related to the aforementioned persons. Consequently, they are sufficiently independent to audit and provide opinions on the Company's financial statements.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders meeting approve the appointment of the auditors from EY Office Company Limited as the audit firm of the Company and the following auditors, namely, Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Mr. Natthawut Santipet, Certified Public Accountant No. 5730, and/or Miss Krongkaew Limkittikul, Certified Public Accountant No. 5874, of EY Office Company Limited as the auditors of the Company. In this regard, any one amongst the three auditors shall perform an audit and provide opinions on financial statements. In this regard, information in relation to profile and work experience of the Auditors are set out in Enclosure 4, and it is deemed appropriate to propose to the shareholders' meeting to consider and approve the audit fee for the year 2023 as shown in the table below.

(Unit: THB)

Remuneration of Auditor	Year 2023 (Current proposal)	Year 2022
Audit fee of P.C.S. Machine Group Holding PCL.	3,200,000	3,100,000
Total	3,200,000	3,100,000

The audit fee for the year 2022 does not include other service fees (Non-audit fee) in the amount of THB 100,000 that the Company paid as reimbursement for auditing in compliance with the conditions of the promotional certificate. However, other service fees (Non-audit fee) for the year 2023 is amount of not exceeding THB 150,000 for auditing in compliance with the conditions of the promotional certificate.

In this regard, overseas subsidiaries use auditors from VRT.REVISIONSGESELLSCHAFT mbH as an auditor for the year 2023, which is not an auditor from the same audit firm as the Company's audit firm. The Board of Directors will ensure that financial statements are duly prepared on time.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 7 To consider and approve the amendment of the Articles of Association of the Company

Objectives and Rationale: Due to the amendments of the Public Limited Companies Act B.E. 2535 (1992) (No. 4), dated 23 May 2022, allowing public limited companies to use electronic means to convene the Board of Directors' and shareholders' meetings, deliver notice or documents and appoint a proxy at the shareholders' meeting.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to amend the Company's Articles of Association in part of the Board of Directors and the annual shareholders' meeting, delivering of notice or documents as well as proxy appointment at the shareholders' meeting by repealing the existing wordings and replacing them with the following new wordings. It is also considered to approve the authorization of an authorized director authorized to sign on behalf of the Company according to the Company's

affidavit or any person authorized by such authorized director to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association of the Company as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without affecting the essence of the amendment of the Company's Articles of Association as approved.

Existing Articles of Association	Proposed amendment of the Articles of Association
<p>Article 25.</p> <p>In calling a meeting of the Board of Directors, a meeting notice shall be served to each director at least seven (7) days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting notice can be sent to each director by other means and an earlier meeting date may be chosen.</p> <p>In the case any meeting of the Board of Directors is convened via electronic media, a notice and the documents for the meetings can be served by electronic mail within the period specified in the paragraph one. The copies of such notice and documents for the meeting must be kept as a record, which may be kept in the form of electronic media.</p>	<p><u>Article 25.</u></p> <p><u>Meetings of the Board of Directors shall be summoned by the Chairman. However, if it is reasonable, or for the protection of the Company's interests, at least two (2) directors may jointly request that the Chairman of the Board of Directors summon a meeting of the Board of Directors, whereby the agendas and reasons for consideration must be specified in the request. In such case, the Chairman of the Board of Directors shall summon and fix the date of the meeting within 14 days of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board of Directors does not take action in accordance with the provision in paragraph one, the requesting directors may jointly call and schedule a Board of Directors meeting to discuss the proposed agenda items within 14 days of the end of the period mentioned in the paragraph one.</u></p> <p><u>In the case that there is no Chairman of the Board of Directors for any reasons, the vice-chairman shall summon the meeting of the Board of Directors. In case that there is no vice-chairman for any reason, at least two directors may jointly summon the Board of Directors' Meeting.</u></p> <p><u>In summoning a meeting of the Board of Directors, notice calling for a meeting shall be sent to the directors not less than 3 days prior to the date of the meeting, except for the case of necessity and urgency to</u></p>

Existing Articles of Association	Proposed amendment of the Articles of Association
	<p><u>preserve the rights or benefits of the Company, the meeting may be summoned by electronic media or any other method, and an earlier meeting date may be chosen.</u></p> <p>In the case <u>a notice of any</u> Board of Directors' meeting <u>and documents for the meeting are sent via electronic media</u>, the copies of such notice and documents for the meeting must be kept as a record, which may be kept in the form of electronic media.</p>
<p>Article 29</p> <p>The Board of Directors shall hold a meeting at least every three (3) months in the province where the head office of the Company is located, or in a nearby province, or at another place. The determination of the date, time, and place shall be dependent on the discretion of the Chairman of the Board of Directors.</p> <p>At each meeting of the Board of Directors, the Chairman of the meeting may allow the directors to attend the meeting and perform any action with respect to the meeting by means of electronic media, in which the meeting organized under such method shall be in accordance with the laws or regulations currently being in effect. A Board of Directors' meeting via electronic media shall have the same effects as a physical meeting of the Board of Directors in accordance with the means prescribed under the law and these Articles of Association.</p>	<p>Article 29</p> <p><u>The Board of Directors shall hold a meeting at least one (1) time every three (3) months in the province where the head office of the Company is located, or at any other place in Thailand where the Chairman of the Board of Directors deems appropriate.</u> The determination of the date, time, and place shall be dependent on the discretion of the Chairman of the Board of Directors.</p> <p>At each meeting of the Board of Directors, the Chairman of the meeting <u>may determine that the meeting be held via electronic media. In the case where the Board of Directors' meeting is held via electronic media, the meeting shall be conducted in accordance with the provisions of the laws governing a meeting via electronic media. In the case of a meeting via electronic media, the Company's head office shall be deemed the venue of such meeting.</u> And a Board of Directors' meeting via electronic media shall have the same effects as a physical meeting of the Board of Directors in accordance with the means prescribed under the law and these Articles of Association.</p>
<p>Article 31.</p> <p>The Board of Directors shall convene an annual general meeting of shareholders within four (4) months of the last day of each fiscal year of the Company.</p>	<p>Article 31.</p> <p>The Board of Directors shall convene an annual general meeting of shareholders within four (4) months of the last day of each fiscal year of the Company.</p>

Existing Articles of Association	Proposed amendment of the Articles of Association
<p>The shareholders' meetings other than those specified above shall be called extraordinary general meetings of shareholders. The Board of Directors may call an extraordinary general meeting of shareholders at any time, as it is deemed appropriate.</p> <p>One or several shareholders holding shares in aggregate of not less than ten (10) percent of the total issued shares may jointly subscribe their names in a written notice requesting the Board of Directors to call an extraordinary meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In cases such as this, the Board of Directors shall convene a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such notice from the shareholders.</p> <p>In cases where the Board of Directors does not convene the meeting within the period specified under paragraph three, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five (45) days from the end of the period under paragraph three. In this case, such shareholders' meeting shall be deemed to be called by the Board of Directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.</p> <p>In the case where, at a shareholders' meeting called by the shareholders under paragraph four, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph four shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.</p> <p>The convening of the shareholders' meeting under first and second paragraph may be carried out via electronic media in accordance with laws or regulations</p>	<p>The shareholders' meetings other than those specified above shall be called extraordinary general meetings of shareholders. The Board of Directors may call an extraordinary general meeting of shareholders at any time, as it is deemed appropriate.</p> <p>One or several shareholders holding shares in aggregate of not less than ten (10) percent of the total issued shares may jointly subscribe their names in a written notice requesting the Board of Directors to call an extraordinary meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In cases such as this, the Board of Directors shall convene a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such notice from the shareholders.</p> <p>In cases where the Board of Directors does not convene the meeting within the period specified under paragraph three, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five (45) days from the end of the period under paragraph three. In this case, such shareholders' meeting shall be deemed to be called by the Board of Directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.</p> <p>In the case where, at a shareholders' meeting called by the shareholders under paragraph four, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph four shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.</p> <p>The convening of the shareholders' meeting under first and second paragraph may be carried out via electronic media in accordance with laws or regulations</p>

Existing Articles of Association	Proposed amendment of the Articles of Association
<p>currently being in effect or applies relevant regulations <i>mutatis mutandis</i>. The shareholders' meeting via electronic media shall have the same effects as a physical meeting of the shareholders in accordance with the means prescribed under the laws and these Articles of Association.</p>	<p>currently being in effect or applies relevant regulations <i>mutatis mutandis</i>.</p> <p><u>In the case of a shareholders' meeting is convened via electronic media, the Company's head office shall be deemed the venue of such meeting.</u> The shareholders' meeting via electronic media shall have the same effects as a physical meeting of the shareholders in accordance with the means prescribed under the laws and these Articles of Association.</p>
<p>Article 32.</p> <p>In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficiency detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the board of directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall be published in a newspaper for a minimum of three (3) consecutive days at least three (3) days prior to the date of the meeting. In case any meeting of the shareholders is convened via electronic media, delivery of a meeting notice and documents for a meeting can be made via electronic mail, which must be delivered and published in a newspaper within the timeframe specified in this paragraph. The copies of such notice and documents for meeting must be kept for record in which they may be kept in form of electronic media.</p> <p>In this regard, the place to be used as the venue shall be in the province where the Company's head office is located, or any place as determined by the Board of Directors or through electronic media.</p>	<p>Article 32</p> <p>In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficiency detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the board of directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall be published in a newspaper for a minimum of three (3) consecutive days at least three (3) days prior to the date of the meeting <u>or may advertise the notice via electronic media in accordance with the criteria prescribed by law instead.</u></p> <p><u>When sending a meeting notice and documents for a meeting any shareholders' meeting through electronic mail,</u> the copies of such notice and documents for meeting must be kept for record in which they may be kept in form of electronic media.</p> <p>In this regard, the place to be used as the venue <u>of a meeting</u> shall be in the province where the Company's head office is located <u>or in a nearby province,</u> or any place as determined by the Board of Directors.</p>

Existing Articles of Association	Proposed amendment of the Articles of Association
<p>Article 33</p> <p>In the meeting of shareholders, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.</p> <p>If, upon the lapse of one (1) hour from the time fixed for any meeting of shareholders, the number of shareholders attending the meeting is still insufficient to form a quorum described under paragraph one, and if that meeting of shareholders was requested by the shareholders, the meeting shall be cancelled. If the meeting of shareholders was not called at the shareholders' request, the meeting shall be called again, and notice calling the meeting must be sent to shareholders no later than seven (7) days before the date of the meeting. In the subsequent meeting, no quorum is required.</p>	<p>Article 33</p> <p>In the meeting of shareholders, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.</p> <p>If, upon the lapse of one (1) hour from the time fixed for any meeting of shareholders, the number of shareholders attending the meeting is still insufficient to form a quorum described under paragraph one, and if that meeting of shareholders was requested by the shareholders, the meeting shall be cancelled. If the meeting of shareholders was not called at the shareholders' request, the meeting shall be called again, and notice calling the meeting must be sent to shareholders no later than seven (7) days before the date of the meeting. In the subsequent meeting, no quorum is required.</p> <p><u>Shareholders may grant proxy voting rights to other individuals. In this regard, the proxy shall be made in writing, signed by the shareholder, and submitted to or presented to the Chairman of the Board or the person designated by the Chairman prior to the proxy's attendance at the meeting.</u></p> <p><u>Appointment of a proxy may be carried out via electronic media, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by law. In this regard, the appointment of a proxy shall be in accordance with the approach prescribed by law or the rules being in effect or applies relevant regulations <i>mutatis mutandis</i>.</u></p> <p><u>A proxy must be in a form prescribed by the registrar and must contain at least the following particulars:</u></p>

Existing Articles of Association	Proposed amendment of the Articles of Association
	<p>(1) <u>the number of shares held by the person appointing the proxy;</u></p> <p>(2) <u>the name of the proxy; and</u></p> <p>(3) <u>the meeting and the date of the meeting, which the proxy is authorized to attend and at which the proxy is authorized to vote.</u></p> <p><u>In voting, a proxy shall have the same number of votes as the aggregate number of votes of the shareholders appointing the proxy, unless the proxy declares at the meeting prior to voting that the proxy intends to vote on behalf of only some of the shareholders appointing him as the proxy, with an indication of the names of the shareholders appointing the proxy and the number of shares held by the shareholders appointing the proxy.</u></p>
None	<p><u>Proposed Additional Article</u></p> <p><u>Article 49</u></p> <p><u>In the event that the Company or the Board of Directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of letters or documents via electronic media, the Company or the Board of Directors may send such letters or documents via electronic media in accordance with the criteria prescribed by law.</u></p>

Remark: The resolution on this agenda item shall be passed by no less than three-quarters of the vote of shareholders attending the Meeting and being entitled to vote.

Agenda Item 8 Other matters (if any)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to provide the shareholders an opportunity to ask questions (if any) and the Board of Directors to answer or clarify the questions to the shareholders.

The Company determined the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on 9 March 2023.

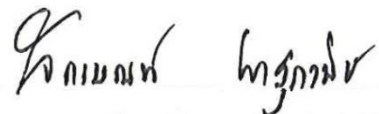
The Company will open for registration of attendees at the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) starting from 12.00 pm. The Company recommends the shareholders to study the guideline for the registration, appointment of proxy, rules for attending the shareholders' meeting via electronic media (E-AGM) as set out in Enclosure 6. The shareholders can grant proxy to the Company's independent directors to attend the meeting and vote on behalf of the shareholders. Details of independent directors who are proposed to be a proxy of shareholders are set out in Enclosure 7. Please use either Proxy Form A or Proxy Form B as set out in Enclosure 9. In the case of any foreign shareholder appointing a custodian to deposit shares, such foreign shareholder shall use Proxy Form C which can be downloaded from the Company's website via www.pcsgh.com.

The shareholders can submit the proxy form with its supporting documentation to: P.C.S. Machine Group Holding Public Company Limited, Investor Relation Department, No. 2/1-9 Moo 3, Kokgroad Subdistrict, Muang District, Nakhon Ratchasima Province 30280, Tel. 044-701300 Ext.34625 by 10 April 2023.

In this regard, the Company has prepared the Annual Registration Statement / Annual Report for the year 2022 (56-1 One Report) and financial statements for the year ended 31 December 2022 (in the form of QR code as set out in the registration form) which have been distributed to the shareholders herewith. The Company prepared the reports only in an electronic format, and no hard copy will be provided. This is a part of our business operation with responsibility with the goal to reduce environmental impact and climate crisis from business operation.

Please be informed accordingly.

Sincerely Yours,



Mr. Chakramon Phasukavanich

Chairman of the Board

List and profiles of directors retiring by rotation
and being nominated for reappointment for another term

(Accompanying document
for Agenda Item No. 4)

Name	: Mr. Pakhawat Kovithathananphong	
Current Position	: Chairman of the Audit and Risk Management Committee and Independent Director	
Type of Nominating Director	: Chairman of the Audit and Risk Management Committee and Independent Director	
Age (Years)	: 73	
Nationality	: Thai	
Education	: Bachelor Degree of Economics (First Class Honors), Thammasat University Master's Degree of Marketing and Finance, Wharton School University of Pennsylvania Honorary Doctorate Degree in Business Administration, Khon Kaen University in 2022	
Director Training Program	: Bachelor Degree, Thailand National Defence College Batch 344 Certificate of Leadership Program, Capital Markets Academy Batch 5 Director Certification Program (DCP) Certificate course of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization, King Prajadhipok's Institute Batch 15 Executive Program in "Energy Literacy for a Sustainable Future" TEA Class 12, Thailand Energy Academy	
Shareholding in the Company	: 0.03% (as of 9 March 2023)	
Date for appointment	: 16 November 2018	
Total of years as a Director	: 4 Years 5 Months	
Including the time to hold the Director until the end of this proposed term	: 7 Years 5 Months	
Director Position in Companies		
Other listed companies	: 3 Companies, namely <ol style="list-style-type: none"> 1. Holding a position as a director in Trinity Watthana PCL. 2. Holding a position as a director in Land & Houses PCL. 3. Holding a position as a director in Dusit Thani PCL. 	
Non-listed companies	: 3 Companies	
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None	

Experience

- 2016 - Present Chairman of the Board of Directors, Trinity Watthana PCL.
- 1999 - Present Chairman of the Audit Committee and Independent Director Land & Houses PCL.
- 2017 - Present Chairman of the Board of Directors, Smart ID Group Co., Ltd.
- 2017 - Present Independent Director and Investment Committee, Dusit Thani PCL.
- 2014 - Present Director, Sukhumvit Medical 62 Co., Ltd.
- 2020 - Present Board of Directors and the Nomination and Remuneration Committee TRIS Rating Co., Ltd.

2019- Present Vice President, Thai Listed Companies Association

2010- Present Board Advisor Association of Thai Listed Companies Association.

2013- Present Director and Treasurer of the Professor Sangvian Intarachai Foundation

2016- Present Director and Consultant of the Center for Business Competitiveness Enhancement (CBCE)

2008- Present Advisor of the Master of Economics Program in Financial Economics
Faculty of Economic Development (Part time) National Institute of Development
Administration

2021- Present Sub-Committee for Performance Evaluation of State Enterprises in Transport Branch
State Enterprise Policy Office

2020- Present Outstanding State Enterprise Award Jury
Outstanding Development Cooperation Award Subcommittee
and outstanding service award State Enterprise Policy Office

2013 – 2022 President of Human Capital Management Club
Thai Listed Companies Association

2010 - 2017 Director and Chairman of Corporate Strategy Committee Securities PCL.

2016 - 2017 Vice Chairman of Thai Bond Market Association.

2015 - 2017 Qualified Director, Government Pension Fund

2011 - 2018 Independent Director and Audit Committee Thai Rubber Latex Corporation (Thailand) PCL.

Meeting attendance in 2022

year (Times) : Board of Directors 6/6
Audit Committee and Risk Management Committee 4/4

Name : Mr. Koonchorn Roumanachai

Current Position : Director

Type of Nominating Director : Director

Age (Years) : 62

Nationality : Thai

Education : Bachelor Degree of Industrial Engineering, King Mongkut's Institute of Technology North Bangkok

Director Training Program : Director Certification Program (DCP) in 2014



Shareholding in the Company : None (as of 9 March 2023)

Date for appointment : 28 April 2017

Total of years as a Director : 6 Years

Including the time to hold the Director until the end of this proposed term : 9 Years

Director Position in Companies

Other listed Companies : None

Non-listed companies : None

Directorship/Management in other companies, : None

which may be in conflict of interest of the Company

Experience

2017 – present : Director, P.C.S. Machine Group Holding Public Company Limited

2013 – 2015 : Director, P.C.S. Machine Group Holding Public Company Limited

2013 – 2019 : Director, P.C.S. Precision Works Co., Ltd.

2013 – 2019 : Director, P.C.S. Die Casting Co., Ltd.

2013 – 2019 : Director, P.C.S. Forging Co., Ltd.

Meeting attendance in 2022 : Board of Directors 6/6
year (Times)

Name	: Mr. Phon-ek Rungrokitiyot
Current Position	: Director
Type of Nominating Director	: Director
Age (Years)	: 39
Nationality	: Thai
Education	: Bachelor's Degree of Mechanical Engineering, University of Tennessee, USA.
Director Training Program	: Director Certification Program (DCP) in 2014
Shareholding in the Company	: 15.08% (as of 9 March 2023)
Date for appointment	: 28 April 2017
Total of years as a Director	: 6 Years
Including the time to hold the Director until the end of this proposed term	: 9 Years
Director Position in Companies	
Other listed Companies	: None
Non-listed companies	: 1 Company
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None
Experience	
2017 – present :	Director, P.C.S. Machine Group Holding Public Company Limited
2014 – present :	Director and Managing Director, P.C.D.Y. Corporation Co., Ltd.
2015 – present :	Managing Director, P.C.S. Energy Co., Ltd.
2015 – present :	Managing Director, P.C.S. Energy Two Co., Ltd.
2013 – 2019 :	Director, P.C.S. Precision Works Co., Ltd.
2013 – 2019 :	Director, P.C.S. Die Casting Co., Ltd.
2013 – 2019 :	Director, P.C.S. Forging Co., Ltd.
2013 – 2015 :	Board of Directors P.C.S. Machine Group Holding Public Company Limited
Meeting attendance in 2022 year (Times)	: Board of Directors 5/6



Definition of Independent Directors

(Definition of Independent Directors of the Company is in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.

The term “business relationship” under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower, The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the persons commences.

5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

(Accompanying document

Policy, Criteria and Method for the Nomination of Directors

for Agenda Item No. 4)

Policy

The Board of Directors realizes the importance and benefits of diversity of the Board of Directors' structure (Board Diversity) in terms of professional skills, specialization, age and gender, which enhances the effective determination of the policies and the decision-making of the Board of Directors. The Nomination and Remuneration Committee is therefore responsible for considering and determining the criteria and method for the nomination of the Company's directors so that the Company has appropriate elements and structure of the Board of Directors in line with the direction of its business operation and has qualified directors in accordance with the principles of Good Corporate Governance.

Criteria and Method for Nomination of Directors

1. The Nomination and Remuneration Committee considers nominating persons from the following sources:
 - 1.1 Suggestion of the Company's Directors
 - 1.2 Shareholders who hold shares and have voting rights in aggregate of not less than 5 percent of the total shares with voting rights of the Company
 - 1.3 Third-party consultants
 - 1.4 Database of directors from the Thai Institute of Directors (Thai IOD)
2. The Nomination and Remuneration Committee considers the appropriateness of the knowledge and experience of the business and industry in which the Company operates, the specialization beneficial to or required by the Company, diversity in various aspects such as independence, professional skills, age, gender etc. by using the Board Skill Matrix.
3. The Nomination and Remuneration Committee verifies persons who are to be nominated as qualified in accordance with the laws and requirements of regulatory authorities such as the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended) as well as the relevant notifications, regulations and/or rules.
4. In case that an existing director is to be re-elected for another term, the Nomination and Remuneration Committee may consider the dedication of such director and the performance during the term of directorship as well as the number of listed companies in which such director takes the position of director, which should not be in excess of three listed companies.
5. In the case of nominating an independent director, the Nomination and Remuneration Committee shall consider the independence of the person to be nominated as an independent director according to the criteria specified by the Office of the Securities and Exchange Commission and the criteria of the Company. If an existing independent director is to be re-elected for another term, the term of directorship should continue from the date of being elected as an independent director the first time and should not exceed 9 years or as deemed appropriated by the Board of Directors. If an independent director is knowledgeable, expertise, and experienced and/or considered for continuity in management which will be beneficial to the operation in accordance with the Company's business plan, such independent director may be considered to hold office for no more than 1 term.
6. The Nomination and Remuneration Committee shall select and list the names of the best qualified persons to be proposed by the Board of Directors to the Shareholders' Meeting or for nomination by the Board of Directors in the case that the position of director becomes vacant for any reason other than retirement by rotation.
7. The Nomination and Remuneration Committee approaches persons who have qualifications in accordance with the specified criteria to ensure that such persons will be pleased to accept the position of director in the Company if appointed by the Board of Directors or shareholders.

Information in relation to profile and work experience of the Auditors
EY Office Co., Ltd.("EY")

1. Mr. Supachai Phanyawattano

Age : 60 years

Academic Qualification

- Master degree's of Management, Sasin Business School of Chulalongkorn University
- Bachelor degree's of Accounting, Kasetsart University

CPA (Thailand) No. : 3930

Date of CPA Registration : 1 October 2006

Current Position : Partner, Auditor

Years of Experience : 39 years

Year(s) of Auditing for PCS Machine Group PCL. : -

Conflict of interest with the Company, the management, the major shareholders or any related person : None

2. Mr. Natthawut Santipet

Age : 48 years

Academic Qualification

- Master degree's of Accounting, Thammasart University
- Bachelor degree's of Accounting, Thammasart University

CPA (Thailand) No. : 5730

Date of CPA Registration : 1 October 2008

Current Position : Partner, Auditor

Years of Experience : 27 years

Year(s) of Auditing for PCS Machine Group PCL. : 4 years

Conflict of interest with the Company, the management, the major shareholders or any related person : None

3. Miss. Krongkaew Limkittikul

Age : 50 years

Academic Qualification

- Master degree's of Business Administration, Assumption University
- Bachelor degree's of Accounting, Thammasart University

CPA (Thailand) No. : 5874

Date of CPA Registration : 1 April 2009

Current Position : Partner, Auditor

Years of Experience : 29 years

Year(s) of Auditing for PCS Machine Group PCL. : -

Conflict of interest with the Company, the management, the major shareholders or any related person : None

Articles of Association

P.C.S. Machine Group Holding Public Company Limited
(Only Regarding Meeting of Shareholders)

Section 31. The Board of Directors shall convene an annual general meeting of shareholders within four (4) months of the last day of each fiscal year of the Company.

The shareholders' meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time, as it is deemed appropriate.

One or several shareholders holding shares in aggregate of not less than ten (10) percent of the total issued shares may jointly subscribe their names in a written notice requesting the Board of Directors to call an extraordinary meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In cases such as this, the Board of Directors shall convene a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such notice from the shareholders.

In cases where the Board of Directors does not convene the meeting within the period specified under paragraph three, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five (45) days from the end of the period under paragraph three. In this case, such shareholders' meeting shall be deemed to be called by the Board of Directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

The convening of the shareholders' meeting under first and second paragraph may be carried out via electronic media in accordance with laws or regulations currently being in effect or applies relevant regulations *mutatis mutandis*. The shareholders' meeting via electronic media shall have the same effects as a physical meeting of the shareholders in accordance with the means prescribed under the laws and these Articles of Association.

Section 32. In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficiency detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the board of directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. In case any meeting of the shareholders is convened via electronic media, a notice and documents for meeting can be served by electronic mail in the period specified in first paragraph. The

copies of such notice and documents for meeting must be kept for record in which they may be kept in form of electronic media.

Section 33. In the meeting of shareholders, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Section 34. The chairman of the Board of Directors shall be a chairman of the shareholders' meeting, whether physical meeting or electronic meeting. In the case where the chairman of the Board of Directors is not present at the meeting or is unable to perform his or her duty, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is a vice-chairman who is unable to perform his or her duty, the meeting shall elect one of shareholders to preside over the meeting.

Section 35. In casting a vote in shareholders' meeting, whether physical meeting or electronic meeting, one share shall have one vote and if any shareholder who has special interest in any matters, such shareholder shall not be eligible to cast vote on such matter except the casting of vote for election of directors. The resolution of the shareholders shall be made by the following votes:

- (1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of the whole or a substantial part of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of private companies or other public companies by the company;
 - (c) The entry into, amendment or termination of contracts with respect to the leasing out of the whole or a substantial part of the business of the Company, the assignment to any other persons to manage the business of the Company or the amalgamation of the business with other persons with the objective towards profit and loss sharing;
 - (d) The amendment of the Memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the Company's capital;
 - (f) The dissolution of the Company;
 - (g) The issuance of debentures of the Company;
 - (h) The amalgamation of the Company with another company

Section 36. Business to be transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the Board of Directors on the Company's operating results in the preceding year;
- (2) To consider and approve the balance sheet and profit and loss statement;
- (3) To consider the appropriation of profits and the payment of dividend;

- (4) To consider and approve the appointment of directors to replace those who are retiring by rotation;
- (5) To consider and approve directors' remuneration;
- (6) To consider and approve the appointment of auditors and their remuneration; and
- (7) Other business.

Guideline for the registration, appointment of proxy, rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company by 10 April 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two business days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure 8) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form (attached with the invitation letter) which is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting via electronic media (E-Meeting)
 - The Proxy Form (attached with the invitation letter) which is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company **by 10 April 2023**



- Email channel : ir@pcsgh.com.
- Postal channels : Investor Relation Department

P.C.S. Machine Group Holding PCL.
2/1-9 Moo 3, Kokgroad Subdistrict, Muang District, Nakhonratchasima 30280
Tel: 044-701300 ext. 34625

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two business days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email by 17 April 2023, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

*** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. ***

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 9) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by 10 April 2023 via the following channels:

- Email channel : ir@pcsggh.com.
- Postal channels : Investor Relation Department

P.C.S. Machine Group Holding PCL.
2/1-9 Moo 3, Kokgroad Subdistrict, Muang District, Nakhonratchasima 30280
Tel: 044-701300 ext. 34625

In order to comply with the requirements under the Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 re: Criteria on the General Solicitation relating to the Appointment of Proxy by the Shareholders to Attend and Vote in the Shareholders' Meeting, the Company hereby informs the shareholders as follows:

- The shareholders are advised to review the details of the agenda items before deciding to appoint a proxy;
- In case the Shareholder who appoints a proxy has casted the votes in each agenda item in Proxy Form B in advance, the Company will record the votes of such shareholder in accordance with the votes specified in such proxy form. However, in case a shareholder who appoints the Company's independent director to be his/her proxy does not cast his/her vote in the proxy form in advance, the independent director who has been appointed as a proxy shall cast the votes on behalf of the shareholder as he / she deems suitable and appropriate (unless the shareholder has explicitly instructed the independent director to cast the votes in accordance with the votes casted under Proxy Form B. or Proxy Form C.)
- In case the Company fails to record your votes as indicated in the proxy form, or the proxy does not cast the votes in accordance with the proxy form, and such failure or omission causes damage to you, you will be eligible to pursue the legal proceedings.

In case you wish to cancel the appointment of proxy, you may notify the chairman of the board in writing and such written notification must be delivered to the Company prior to the commencement of the meeting, or prior to the voting in each agenda item at the latest. Please note that the notification of the cancellation of proxy will not affect the voting in the agenda item in which the voting has been completely casted.

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) which is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - Email channel : ir@pcsggh.com.
 - Postal channels : Investor Relation Department

P.C.S. Machine Group Holding PCL.

2/1-9 Moo 3, Kokgroad Subdistrict, Muang District, Nakhonratchasima 30280

Tel: 044-701300 ext. 34625

For the purpose of document verification, please send the documents to the Company by 10 April 2023.

Submission of advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - Email channel : ir@pcsggh.com.
 - Phone: 044-701300 ext. 34625 (Company Secretary Office)
 - Postal channels : Investor Relation Department

P.C.S. Machine Group Holding PCL.

2/1-9 Moo 3, Kokgroad Subdistrict, Muang District, Nakhonratchasima 30280

2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Details of Independent Director whom are proposed to be a proxy of Shareholders**Mr. Chakramon Phasukavanich**

Position	Chairman of the Board of Directors and Independent Director
Age	75 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-9 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Special Conflict of Interest	None
Amount of shares held	0.06% (including spouse and minor children)

**Mr. Jukr Boon-long**

Position	Independent Director, Chairman of Nomination and Remuneration Committee, Member of Audit and Risk Management Committee, and Member of Sustainability and Corporate Governance
Age	65 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-9 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Special Conflict of Interest	None
Amount of shares held	None (including spouse and minor children)

**Mr. Rachai Wattanakasaem**

Position	Independent Director, Chairman of Sustainability and Corporate Governance, Member of Audit and Risk Management Committee, Member of Nomination and Remuneration Committee
Age	76 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-9 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Special Conflict of Interest	None
Amount of shares held	None (including spouse and minor children)

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)
Acceptance for the invitation of online meeting of P.C.S. Machine Group Holding PCL

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

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

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)

Being a shareholder of P.C.S. Machine Group Holding Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566

I would like to participate the E-AGM for Annual General Meeting 2023

☐ เข้าร่วมประชุมด้วยตัวเอง
Self-Attending

☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 7 วิธีการเข้าร่วมประชุม ภายในวันที่ 10 เมษายน 2566

Please submit the required document per an attachment 7 by 10 April 2023

(5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Holding the total amount of

shares

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)