



Invitation to the Annual General Meeting of Shareholders Syntec Construction Public Company Limited Yearly (2023)

Held on Friday April 28, 2023

Start to the registration at 9.00 a.m., Start to the meeting at 10.00 a.m.

E-AGM only



Download Annual Report 2022
(One Report)



To avoid the assembly of a large number of people in the meeting that can lead the risk of the spread of coronavirus (Covid-19), the shareholders meeting will be conducted in the form of electronic meeting. The Company still encourages shareholders to appoint proxies to independent directors instead of attending the E-AGM meeting.

SYNTEC Construction PCL.

บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน) No souvenirs and snacks.

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1. Annual Report 2022 (56-1 One Report)	
Form of QR code (Can be downloaded from the attachment or cover page of this book)	

For more information and request to Annual Report 2022 (Electronic File)

Please contact: Investor Relation Section, Tel. +66-2026-2288 Ext. 1831-1832

Email: companysecretary@synteccon.com or ir@synteccon.com



Invitation to the Annual General Meeting of Shareholders of the Year 2023

No. SYNTEC/EX/007/2023

March 9, 2023

To: Shareholders of Syntec Construction Public Company Limited

The Board of Directors of Syntec Construction Public Company Limited has resolved to hold the Annual General Meeting of Shareholders of the year 2023 on Friday, 28 April, 2023 start to the meeting at 10.00 a.m., that meeting will be only held via Electronic Meeting (E-AGM) at Syntec Construction PCL., Head Office, at Meeting room on 7th floor, No. 555/7-11 SSP Tower Building, Soi Sukhumvit 63 (Ekamai), Sukhumvit Road, Klongton Nua Subdistrict, Wattana District, Bangkok 10110, to consider the matters as per the following agenda:

Agenda 1: To consider approving the minutes of the Annual General Meeting of Shareholders No.1/2022

Facts and Reasons: The company has provided the General Meeting of Shareholders No.1/2022 on 29 April 2022 and forward a copy of the minutes of meeting to the Stock Exchange of Thailand and the Ministry of Commerce with the periods prescribed by law. (The details as appear in the copy the minutes of meeting as attachment 1)

Board's Opinion: Suitable for approved to adopt the Annual General Meeting of Shareholders No. 1/2022 of the company held on 29 April 2022.

Vote: Must be approved by a majority vote of the shareholders present at the meeting entitled to vote.

Agenda 2: To acknowledge the Board of Directors' report of operations of the year and Annual Report year 2022 (56-1 One Report).

Facts and Reasons: Results of operations of the Company for the year were presented in the 2022 Annual Report (56-1 One Report). (The details as according to the 2022 Annual Report which has been made into a QR code system as appears on the front of the Notice of this Invitation to the Annual General Meeting of Shareholders)

Board's Opinion: Suitable for the shareholders should be acknowledged about performance of the Board of Directors for the past year and Annual Report of the year 2022.

Vote: This agenda for acknowledge, there's no vote.

Agenda 3: To consider approving the statements of financial position and comprehensive income for the year ended 31 December 2022.

Facts and Reasons: The statements of financial position and comprehensive income for the year ended 31 December 2022 presented in the Annual Report has been verified and certified by the Auditor of the company. (The details as according to the 2022 Annual Report (56-1 One Report) which has been made into a QR code system as appears on the front of the Notice of this Invitation to the Annual General Meeting of Shareholders.)

The summarizes the following key points:

Item	2022	2021
Total Assets (MB.)	9,755.62	9,865.50
Total Liabilities (MB.)	3,938.04	3,715.16
Total Shareholders' Equity (MB.)	5,817.57	6,150.34
Issued and Paid Share Capital (MB.)	1,600.00	1,600.00
Total Revenues (MB.)	5,156.30	5,313.90
Total Expenses (MB.)	5,565.76	5,193.78
Net Profit (MB.)	(408.80)	63.92

Board's Opinion: Suitable for approved to the statements of financial position and comprehensive income for the year ended 31 December 2022, has been verified and certified by the Auditor of the company.

Vote: Must be approved by a majority vote of the shareholders present at the meeting entitled to vote.

Agenda 4: To consider approving the Omitted Dividend Payment for the performance of the year 2022.

Facts and Reasons: Under Section 116 of the Company Act 2535 and the regulations of Article 47 requires company to allocate part of its annual profit for reserve not less than 5% of annual earnings, less any accumulated losses brought forward (if any) until the reserve is not less than 10% of the share capital. The company has reserved legal capital of 160,000,000 baht from the registered capital 1,600,000,000 baht already.

The company has a policy to pay an annual dividend to shareholders at a rate not exceeding 40% of the net profit (Separate financial statements) after tax and legal reserve allocation. When a company has no accumulated losses and a reasonable profit for dividend payment should not affect investment and expansion plans of the company and the situation in the future, under the best interests of the shareholders. This form must be approved by the Board of Directors and the shareholders and pursuant to Section 115 of the Company Act 1992, prohibit the payment of dividends from fund other than profit and prohibit the payment of dividends in the event that the Company has accumulated losses. The dividend as pay divided by the volume of shares to equal and must be approved by the Meeting of Shareholders.

In this regarding, the Company's operating results for the year 2022 on December 31, 2022 as shown in the Company's separate financial statements for 12 months the period from January 1 - December 31,

2022. In the past year the company had been a net loss of 273,388,348 baht. The company proposed to the shareholders' meeting to consider and approving to Omitting the dividend payment.

Board's Opinion: Suitable for approved to Omitting the dividend payment for the performance of the year 2021 from the company had been a net loss.

Vote: Must be approved by a majority vote of the shareholders present at the meeting entitled to vote.

Agenda 5: To consider the election of directors to replace those retiring by rotation.

Facts and Reasons: According to Article 17 of the Articles of Association, one in third of the Directors had to discharge from office term in the ordinary meeting, for this session is namely, (1) Mr. Tawee Kullertprasert (2) Mr. Phisan Tangyuenyong (3) Ms. Benjawan Sinkunakorn has resigned from his office during the year. The Board has considered and agreed with recommendation made by the Nominated and Remuneration Committee to propose to the General Shareholders' Meeting as follows: (1) Mr. Tawee Kullertprasert (2) Mr. Phisan Tangyuenyong (3) Ms. Benjawan Sinkunakorn to continue their offices. The nominated person has passed the screening process of the Board of Directors and has the qualifications appropriate for the Company's business.

The company has proposed shareholders the opportunity to nominate persons to be elected as Directors for the year 2022 between on 1 September 2022 to 30 November 2022. There were no shareholders nominating the appropriate persons to be elected as Directors. (the details of Directors who retire by rotation and offered to shareholders appointed to serve as a director again presented in attachment 2 , policy and criteria for nomination to allowance and welfare of directors presented in attachment 5 and the definition of independent director presented in attachment 7).

Board's opinion: Suitable according to the proposal recommendation by the Nomination and Remuneration Committee ask the shareholders' meeting to approve the appointment of (1) Mr. Tawee Kullertprasert (2) Mr. Phisan Tangyuenyong (3) Ms. Benjawan Sinkunakorn to be a new director of the company for another term. The Board of Directors has considered the qualification that he is knowledgeable and have experience that will benefit the company's operations, which (1) Mr. Tawee Kullertprasert (2) Mr. Phisan Tangyuenyong (3) Ms. Benjawan Sinkunakorn is Independent Directory to be qualifications consistent with the definition of independent director of the Stock Exchange of Thailand can give opinions independently and in accordance with relevant guidelines.

Vote: Must be approved by a majority vote of the shareholders present at the meeting entitled to vote.

Agenda 6: To consider the remuneration for the Board of Director and Sub-Committee for the year 2023.

Facts and Reasons: According to the regulations of Article 15 stipulates that "The remuneration and compensation contingent on the meeting to fixed" and the Public Company Act 1992 section 90 requires that the compensation paid to directors to be the resolution of the shareholders.

The Nomination and Remuneration Committee is to consider the appropriateness of the compensation that is consistent with the obligations that have been assigned, included to compare with other businesses in the same industry and the expansion of its business during the period of the past.

The Nomination and Remuneration Committee has resolved the Remuneration Committee of the Board of Director, Audit Committee, The Nomination and Remuneration Committee and the Risk Management Committee is monetary for the year 2023, there are as follows:

1. Meeting allowance for the director

To pay meeting allowance for director to the Director of the Board who is attendant in the meeting amount of 18,000 bath/people/meeting, this meeting allowance does not change from the meeting allowance of 2022.

2. Rewards for director

To pay rewards for director to the Audit Committee in the amount of 300,000 baht/person/year, this rewards for director no change of Baht 300,000 same as from rewards for director of 2022.

And for determining the remuneration is monetary of the Directors for the year 2023, the Board of Director approved the proposal of the Nomination and Remuneration Committee is proposed to determine the remuneration of the Board of Directors, The Audit Committee, The Nomination and Remuneration Committee and Risk Management Committee of the year 2023 as details above,

Board's opinion: Suitable according to the proposal recommendation by the Nomination and Remuneration Committee to the Shareholders' Meeting have considered about remuneration for the Board of Director and Sub –Committee year 2023 by the details are as follow:

1. Meeting allowance for the director

To pay meeting allowance for director to the Director of the Board who is attendant in the meeting amount of 18,000 bath/people/meeting, this meeting allowance does not change from the meeting allowance of 2022.

2. Rewards for director

To pay rewards for director to the Audit Committee in the amount of 300,000 baht/person/year, this rewards for director no change of Baht 300,000 same as rewards for director of 2022.

Vote: Must be approved by a vote of not less than two of thirds of the total number of votes of the shareholders attending the meeting and entitled to vote.

Agenda 7: To consider the appointment and fixing of remuneration of the Audits for the fiscal year 2023.

Facts and Reasons: The Audit Committee has gone through its procedures for selection of the auditor for the fiscal year 2023 and then proposed the Board to submit to the Shareholders' Meeting to appoint 18 persons are Mr. Komin Linprachaya, CPA Registration No. 3675 and/or Mr. Jesada Hangsapruet, CPA Registration No. 3759 and/or Mr. Supoj Mahantachaisakul, CPA Registration No. 12794 and/or Ms. Kanwarat Saksriboworn, CPA No. 13273 and/or Ms. Kannika Wipanut, CPA No. 7305 and/or Mr. Jirote Sirirorote, CPA. CPA No. 5113 and/or Ms. Nonglak Pattanabundit, CPA No. 4713 and/or Mrs. Sumana Senivong Na Ayudhya, CPA No. 5897 and/or Mr. Worapon Wiriakulpong CPA Registration No. 11181 and/or Mr. Poj Asawasantichai CPA Registration No. 4891 and/or Mr. Wichian Prungpanich CPA Registration No. 5851 and/or Ms. Kochomon Suenhuan, CPA No. 11536 and/or Ms. Bongkotrat Sruamsiri, CPA No. 13512 and/or Mr. Thanatip Raksathien Certified Public Accountant Registration No. 13646 As for the subsidiaries, they would like to nominate

Arunrat. Saenprasertsuk CPA Registration No. 14348 and/or Mr. Kittiphat Saelo, CPA Registration No. 14659 and/or Mr. Patchanon Choosat, CPA Registration No. 14660, to be the Company's auditor for the year 2023 as it is of the view that Karin Audit Company Limited has been approved by the SEC and exchange commission, also have experience in auditing the listed company in the Stock Exchange of Thailand and have experience in auditing in the Company for the 5th year, resulting in continuation of the new accounting standards, good standard of work, proficient in the profession and be independent. This will enable them to perform their duties very well and efficiency.

However, all 18 auditors as well as Karin Audit Company Limited do does not have any relationship that may cause a conflict of interest with the company and set remuneration for the auditor at a price that is in accordance with the market price of 4,031,250 baht, the price lower than from remuneration of audit the year 2022

Board's opinion: Suitable according to the proposal recommendation by the Audit Committee's consideration that the Shareholders Meeting should appoint 18 persons are Mr. Komin Linprachaya, CPA Registration No. 3675 and/or Mr. Jesada Hangsapruet, CPA Registration No. 3759 and/or Mr. Supoj Mahantachaisakul, CPA Registration No. 12794 and/or Ms. Kanwarat Saksriboworn, CPA No. 13273 and/or Ms. Kannika Wipanut, CPA No. 7305 and/or Mr. Jirote Sirirorote, CPA. CPA No. 5113 and/or Ms. Nonglak Pattanabundit, CPA No. 4713 and/or Mrs. Sumana Senivong Na Ayudhya, CPA No. 5897 and/or Mr. Worapon Wiriyaikulpong CPA Registration No. 11181 and/or Mr. Poj Asawasantichai CPA Registration No. 4891 and/or Mr. Wichian Prungpanich CPA Registration No. 5851 and/or Ms. Kochomon Suenhuan, CPA No. 11536 and/or Ms. Bongkotrat Sruamsiri, CPA No. 13512 and/or Mr. Thanatip Raksathien Certified Public Accountant Registration No. 13646 As for the subsidiaries, they would like to nominate additional auditors as follows: Mr. Somchai Lertyongyuth, Certified Public Accountant No. 13314 and/or Ms. Arunrat. Saenprasertsuk CPA Registration No. 14348 and/or Mr. Kittiphat Saelo, CPA Registration No. 14659 and/or Mr. Patchanon Choosat, CPA Registration No. 14660 to be the Company's auditor for the year 2019-2023. The remuneration for the auditor at a price that is in accordance with the market price of 4,031,250 baht, the price lower than from remuneration of audit the year 2022.

Vote: Must be approved by a majority vote of the shareholders present at the meeting entitled to vote.

Agenda 8: To consider and approve the amendment to Syntec Construction Public Company Limited's Articles of Association.

As the Public Limited Companies Act (No. 4) B.E. 2465 has been announced in the Royal Gazette and has been effective since May 24, 2022, with the amendments to the law relating to Sending meeting invitations and supporting documents for holding meetings via electronic media can be done in accordance with the methods. However, it must be delivered in a timely manner and advertised in newspapers as required by the laws or regulations. For this reason, In order to ensuring that the Company's Articles of Association are in line with the Public Company Limited Act. with such amendments in the year 2022, it is deemed appropriate to propose to the shareholders' meeting of the Company to consider approving the amendment to the Article

of Association of Syntec Construction Public Company Limited. Clause 22, Clause 27, Clause 29, Clause 31 and Clause 35 in the amount of 5 items are as follows:

Amendment of Articles of Association of Syntec Construction Public Company Limited	
Existing wordings	New wording proposed to be amended
<p>Article 22. In calling a meeting of the Board of Directors The chairman of the board or a person assigned by him shall call the meeting by sending the meeting notice to the directors.</p> <p>not less than seven days prior to the meeting date except in case of urgent necessity to maintain rights or the benefit of the company The meeting may be notified by other means and the meeting date may be set earlier.</p>	<p>Article 22. The chairman of the board shall call the meeting of the board of directors.</p> <p>When there is a reasonable cause or to protect the rights or benefits of the company Two or more directors may jointly request the chairman to call a board meeting. The subject and reason to be proposed to the meeting must also be specified. In such case, the Chairman shall call and schedule the meeting within fourteen days from the date of receipt of the request.</p> <p>In the event that the Chairman fails to comply with the second paragraph The requested members may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within fourteen days from the expiration of the period under paragraph two.</p> <p>In the event that the chairman is absent for any reason The Vice-Chairman shall be the person to call the meeting of the Board of Directors. In the absence of the Vice Chairman for any reason Two or more directors may jointly call a meeting of the Board of Directors.</p> <p>in convening a meeting of the Board of Directors The notice calling for the meeting shall be sent to the directors at least 3 days before the meeting date. Unless it is necessary or urgent to protect the rights or benefits of the company. The meeting may be notified by electronic means or by any other means and the date of the meeting may be set earlier.</p> <p>In sending the notice of the meeting of the</p>

	<p>Board of Directors If any director has notified his wish or consented to send a meeting invitation by electronic means the company may send the meeting invitation by electronic means in accordance with the rules prescribed by the Registrar.</p>
<p>Article 27. The Board of Directors of the Company must hold a meeting at least once every 3 months.</p>	<p>Article 27. The Board of Directors of the Company must meet at least once every three months.</p>
<p>Article 29. The meeting of the Board of Directors of the Company shall be held at the locality where the Company's head office is located. or nearby provinces or at any other places as determined by the Board of Directors</p>	<p>Article 29. The meeting of the Board of Directors of the Company shall be held at the locality where the Company's head office is located. or nearby provinces or at any other places as determined by the Board of Directors</p> <p><u>The meeting of the Board of Directors under paragraph one may be conducted via electronic means as provided in the law on electronic conferencing. In such a case It shall be deemed that the head office of the company is the place of the meeting.</u></p>
<p>Article 31. The general meeting of the company shall be held at the locality where the company's head office is located, or nearby provinces, or any other place as determined by the board of directors.</p>	<p>Article 31. The general meeting of the company shall be held at the locality where the company's head office is located. or nearby provinces or at any other places as determined by the Board.</p> <p>A meeting of shareholders may be conducted via electronic media as provided in the law governing electronic conferencing.</p> <p>In the event that a meeting is held via electronic means under paragraph two, it shall be deemed that the head office of the company is the place of meeting.</p>
<p>Article 35. In the shareholders' meeting Shareholders may authorize others to attend the meeting and vote on their behalf. The proxy must be made in writing with the signature of the grantor. and be in accordance with the form prescribed by the</p>	<p>Article 35. In the shareholders' meeting Shareholders may authorize any person as their proxy to attend and vote at the meeting of shareholders on their behalf. The proxy must be</p>

<p>Public Companies Registrar, and shall at least contain the following particulars:</p> <p>The number of shares held by the grantor.</p> <p>b) Name of the proxy</p> <p>c) The time of the meeting where proxies are granted to attend and vote at the meeting.</p>	<p>made in writing with the signature of the grantor. and be in the form prescribed by the Registrar and contain at least the following particulars:</p> <p>a) The number of shares held by the grantor</p> <p>b) Proxy's name</p> <p>c) The time of the meeting in which proxies are allowed to attend and vote at the meeting.</p> <p><u>The proxy under the first paragraph may be performed by electronic means instead It must use a method that is safe and reliable that the proxy is made by the shareholder, in accordance with the rules prescribed by the Registrar.</u></p>
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Board's opinion: : Suitable for approved to consider and approve the amendment to Syntec Construction Public Company Limited's Articles of Association.

Vote : Must be approved by a vote of not less than thirds of forth of the total number of votes of the shareholders attending the meeting and entitled to vote.

Agenda 9: Other considering (If any)

Facts and Reasons: This agenda is designated so that shareholders can raise query and/or express comments to the Board of directors and/or request the Board of director to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

SYNTEC had given shareholders an opportunity to propose the meeting agenda, nominate the candidates to be elected as the company's directors and send questions for the AGM of shareholders for the year 2023 through SYNTEC's website (www.syntecon.com) and the SET's website (www.set.or.th) from 1 September 2022 to 30 November 2022.

However, there was neither proposal the meeting agenda nor qualified person for election of directors and send questions and the company has notified at the SYNTEC's website and the SET's website was completed on 1 December 2022.

In additional, SYNTEC will invite a legal consultancy firm to monitor the meeting and ensure that the meeting will be conducted with transparency and in accordance with laws, SYNTEC Articles of Association and good corporate governance principles, thereby following the criteria of arranging a shareholders' meeting as prescribed by the Office of the Securities and Exchange Commission in the following issues: 1) Inspection of documents of shareholders or proxies who have right to attend the meeting 2) Determination of quorum 3) Supervision of the persons having special conflict of interest in any matter to be prohibited from voting on such matter 4) Voting procedure and vote counting from system to be in accordance.

SYNTEC fixed the record date to determine the names of shareholders who have right to attend the 2023 Annual General Meeting of Shareholders on 23 March 2023 and has published the invitation to the Annual General Meeting of Shareholders of the Company for the year 2023, together with attachment and enclose document for the meeting agenda and proxy at www.synteccon.com, main-menu: Investor Relations, sub-menu: Shareholder Meeting.

The shareholder is invited to attend the shareholders meeting in form of electronic meeting (E-AGM) on the date and at the time as indicated on the first page of this Notice. The registration login for the meeting shall be opened from 9.00 a.m. until the meeting time.

For preservation of the shareholder's rights and benefits, including the shareholder whose shares are administered by financial institution, mutual fund or custodian, the shareholder may appoint the Company's independent director whose name and brief description are shown in the Guidelines for registration, practice for attending the Annual General Meeting of Shareholders via electronic meeting (E-AGM), proxy appointment and submitting question in attachment9.

In this regard, please complete and duly execute a proxy instrument, and express your voting intention in advance. The completed and executed proxy instrument shall be submitted together with required documents to the Company via weblink or QR code for shareholder registration.

If shareholder could not attend the E-AGM, you may appoint any of the Company's independent directors (attachment 8) or another person to be present and to vote on your behalf at the E-AGM.

As the Annual General Meeting of Shareholders No.1/2023 will be held via electronic meeting (E-AGM) only, the Company hereby invites you, as a shareholder to attend the E-AGM in compliance with the Guidelines for registration, practice for attending the Annual General Meeting of Shareholders via electronic meeting (E-AGM), proxy appointment and submitting question. Shareholder must submit the registration via weblink form QR code for shareholder to attend the E-AGM and identification documents to the Company by April 25, 2023.

Yours Sincerely,



(Mr.Somchai Sirilertpanich)

Chief Executive Officer

Syntec Construction Public Company Limited

Syntec Construction Public Company Limited
Minutes of the Annual General Meeting of the Shareholders No. 1/2022

Time and Venue

The meeting was held at 10.00 h. on 29 April 2022 at "Syntec Construction PCL., Head Office, Meeting room, that meeting will be only held via Electronic Meeting (E-AGM) and conducted the meeting at Head Office on 23rd floor, SSP Tower, No. 555/7-11 Soi Sukhumvit 63 (Ekamai), Sukhumvit Rd., Klongton Nue, Wattana, Bangkok 10110.

Attendants:

Attending Directors

1. Mr. Somchai Sirilertpanich	Acting Chairman of the Board, Vice Chairman of the Board, member of the Nomination and Remuneration Committee, and Chief Executive Officer
2. Mr. Chaiwat Atsawintarangkun	Independent director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee
3. Miss Benjawan Sinkunakorn	Independent director, member of the Audit Committee and The Nomination and Remuneration Committee
4. Dr. Arichai Ractham	Independent director, Chairman of the Risk Management Committee, member of the Audit Committee and of the Nomination and Remuneration Committee
5. Mr. Tavee Kullertprasert	Independent director
6. Mr. Paisarn Tangyuenyong	Independent director
7. Mr. Jiramote Phahusutr	Director and Managing Director
8. Mrs. Angsana Mankongcharoen	Director, Assistant Managing Director, and member of the Nomination and Remuneration Committee

There appear to be 8 directors, representing 100.00% of the total number of directors's company.

Executives

1. Mr. Somchai	Sirilertpanich	Chief Executive Officer
2. Mr. Jiramote	Phahusutr	Managing Director
3. Mrs. Angsana	Mankongcharoen	Assistant Managing Director
4. Ms. Sangduen	Sornbalee	Chief Financial Officer
5. Ms. Natidal	Lertprachaya	Chief Accounting and Accounting Director
6. Mr. Sittiporn	Aramvit	People and Digital Solutions Director
7. Ms. Rattapawee	Lapnan	Company Secretary
8. Ms. Suchanya	Vittayakun	Investor Relations Senior Officer

Auditors

Karins Audit Co., Ltd.

1. Mr. Komin Linphrachaya

CPA Licence No. 3675 and teams

Meeting Secretary

1. Mr. Sakchai Wirunchiwa

Meeting Secretary

Legal Advisor

1. Bunchong and Vidya Law Office Limited

Thai Investor Association

1. Ms. Ladda Thitikiatpong

Observer

Start the Meeting

(The Company's authorized capital amounts to 1,600,000,000 baht, already paid-up 1,600,000,000 divided into ordinary share for 1,600,000,000 shares, par value 1 baht without any other share having different kind of right or condition from that of the ordinary share)

The Meeting Secretary further informed the Meeting that before proceeding with the agendas, the shareholders should be notified with the details of the provisions relating the statutory and by-law meeting quorum as follows:

1. The provisions of quorum as required by law and the Company's Articles of Association

According to the Public Company Limited Act B.E.2535 Section 103, it provides that in any shareholders' meeting, there should be not less than 25 shareholders and proxies (if any) or not less than a half of the whole shareholders and the calculated shares should be not less than one third of the total amount of sold shares to form quorum of the meeting.

The Company's Articles of Association also stipulates the quorum of the shareholders' meeting as required by laws in Article 34 stating that in any meeting of shareholders, there shall be totally not less than 25 shareholders and proxies (if any) or not less than a half of the whole number of the shareholders and the calculated shares shall not be less than one third of the total sold shares.

In this Annual General Meeting of Shareholders No. 1/2565, via electronic method in accordance with the Royal Decree on Electronic Meetings B.E. 2563 in order to prevent the spread of COVID-19, the company has used the meeting management service from Quidlab Company Limited, which is a system that complies with the announcement of the Ministry of Digital Economy and Society on the security standards of meetings via electronic method B.E. Meeting control system from the Electronic Transactions Development Agency (ETDA)

2. Provision relating to voting in the shareholders' meeting pursuant to the Company's Articles of Association

The Company's Articles of Association Article 36 states that in any shareholders' meeting, each shareholder shall have one vote per share. The voting of any decision or any approval in the shareholders' meeting shall require majority vote of the shareholders attending the meeting and having right to vote.

With respect to the election of the Board, Article 14 provides that the director shall be elected by majority vote of the shareholders attending the meeting and having right to vote whereby each shareholder shall have one vote per share.

And for the Annual General Meeting 2022, it contains the agenda in which remuneration for the director 2022 shall be determined by the shareholders and approved by not less than two third of the shareholders attending the meeting and having right to vote.

3. Voting process and vote counting at the shareholders' meeting via electronic method

The method of voting for each agenda of the Annual General Meeting of Shareholders today is as follows:

Voting in each agenda shall be openly voted by the shareholders. The secretary of the meeting asked in the meeting whether any shareholder who approves, disapproves or abstains from voting, the box be ticked to agree, disagree or abstain through the screen of the shareholder and then press the send button. Once the voting has been submitted, shareholder will receive a notification message for "Vote sent successfully". If any shareholder does not have any action, it will be considered as agreeing. Also, if there is no shareholder who disagrees or abstain, will be considered that the meeting has unanimously approved or agreed with the proposal of the Board of Directors. Shareholder who made the proxy form allow others to attend the meeting via meeting in electronic method and in a voting form according to the wishes of that proxy, the company will bring votes of approval, disapproval or abstention. According to the wishes of the proxy grantor that has specified the voting in each agenda in the proxy form come to count the votes according to the wishes of the proxy grantor.

When the vote collection for each agenda was completed, the secretary in the meeting will report the voting results to the meeting before started to the next agenda. The number of shareholders or proxies in each agenda may not be equal as there may be some shareholders or proxies attending the meeting additionally and Shareholders can check the quorum and voting results by clicking on the voting results menu.

The methods for submitting questions in each agenda of today's general meeting of shareholders are as follows:

Before voting in each agenda, Chairman will give the shareholders an opportunity to submit appropriate questions in each agenda by typing your question in the chat window, by clicking on the question menu and type a message to ask a question into text box then press the Enter key on your keyboard to send the question. When your message has been sent to company's staff, the message will appear in the top window which other shareholders could not see your message except company officers. The Board of Directors will answer your questions using this electronic conferencing system. Other shareholders can hear the answer to that question as well.

However, meeting attendance via virtual, all questions and answer, voting and all procedures were explained to shareholders in accordance with the E-AGM Access Manual which was sent to shareholder register email. There will

be notified if any shareholder encountered a technical problem. Also, can contact the staff of Quilab Co., Ltd. at 02-013-4322 or 080-008-7616 or E-mail: info@quidlab.com

4. Transparency in Vote Counting

As the meeting via electronic and voting are done through the system, the company did not arrange for the shareholders' representative to act as an independent intermediary (Inspector) to check the vote counting at this meeting.

5. Conclusion of inviting to propose meeting agenda in advance

To promote the principles of good corporate governance and according to the criteria to assess the quality of the AGM is excellent level. The Company had invited the shareholders to propose in advance a topic to be included in the meeting agenda and/or to recommend the name of those who should be elected as the director and send questions for the AGM 2022 via SET website and the Company's website since 1 September 2021 until scheduled to close by 30 November 2021. The Company had already informed the result to SET website and the Company's website since 1 December 2021. "There was neither proposal the meeting agenda nor qualified person for election of directors and send questions for the AGM 2022 in this time."

6. Agendas of the Annual General Meeting 2022

There were 8 agendas for the AGM 2022 as per the details given in the meeting invitation sent to the shareholders. The Company had also publicized the said document in the Company's website both in Thai and English version on 25 March 2022 to allow the shareholders to study the information prior to attending the meeting. The details of Invitation to the Annual General Meeting of Shareholders page 1-8, have been sent to the shareholders in advance.

The Company designated 1 April 2022 to be a Record Date to conclude the list of the shareholders having the right to attend the AGM in 2022. It appeared that the Company has 8,325 shareholders for totaling 1,590,957,300 shares. In the past, the Company had registered capital 1,600,000,000 baht divided into 1,600,000,000 shares. Later on 28 December, 2018 to June 16, 2019, the company has a project to repurchase 9,042,700 shares, which the repurchased shares are not considered a quorum and unable to vote. Therefore, in this meeting including the quorum counting and vote calculation of each agenda will be calculated from the base of shareholders who attend the meeting and have the right to vote 1,590,957,300 shares.

Furthermore, the Meeting Secretary notified the number of attendees on the information screen, with the number of shareholders attending the meeting both in person and by proxy. With details as follows:

Type	Amount	No. of Share	Percentage
Attending Shareholders	8	1,357,100	0.0848
Proxies	39	731,630,381	45.7269
Total Shareholders	47	732,987,481	45.8117

All of which could form quorum of the meeting pursuant to the Company's Articles of Association. However, as the Chairman of the Board was still being vacant. Therefore, the meeting was chaired by Mr. Somchai Sirilertpanich, Vice Chairman of the Board, according to the Company's Articles of Association and the applicable laws.

After that, Mr. Somchai Sirilertpanich, Chairman of the meeting addressed his welcome to the shareholders, gave opening remark, and proceeded with the following agendas:

Agenda 1: Consider and approve the minutes of the the Annual General Meeting of Shareholders No.1/2021

The Chairman asked the meeting to consider the minutes of the AGM No. 1/2021 held on 30 April 2021 the copy of which had been sent to the shareholders along with the invitation letter for AGM.

(The details of Invitation to the Annual General Meeting of Shareholders page 9-26, have been sent to the shareholders in advance.)

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised. The Chairman then asked the Meeting Secretary to help proceed with voting procedure.

After having considered this agenda, the meeting reached a resolution to approve the minutes of the the Annual General Meeting of Shareholders No.1/2021 correctly with following vote counts:

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	732,986,981	0	500	0	47 Attend	732,987,481
%	99.999	0.0000	0.0001	0.0000		100.0000

Agenda 2: Consider and approve the operation of the Board of Directors and the Annual Report year 2021 (Form 56-1 One Report)

The Chairman as a representative of the Board of Directors summarized the operation of the Board of Directors for the last 2021 as per the Company's financial statements as follows:

Revenue structure separated by Company and Subsidiary according to the consolidated financial statements ended 31 December 2021.

(Unit: million baht)

Company	Shareholding of the Company (%)	Year 2021	
		Value	%
1. Syntec Construction PCL.		5,056.62	95.16
2. Subsidiary			
- SCR Asset Management Co.,Ltd.	68.00	81.19	1.53
- Natural Ville Service Apartment and Management Co., Ltd.	99.97	1.25	0.02
- CSM Capital Partner Co.,Ltd.	60.00	170.39	3.21
- PT3 Land Co., Ltd.	79.98	-	-
- JT10 Co.,Ltd.	84.98	0.02	-

Company	Shareholding of the Company (%)	Year 2021	
		Value	%
- AN 8 Co.,Ltd.	79.90	3.18	0.06
- SHG Management Co., Ltd.	70.00	1.24	0.02
- Delta Infra One Co.,Ltd	90.00	0.01	-
Total		5,313.90	100.00

Revenue structure by Business group according to the consolidated financial statements ended 31 December 2021.

(Unit: million baht)

Business Group	Year 2021	
	Value	%
1. Revenue from Construction	4,964.54	93.43
2. Revenue from Room Service	270.21	5.08
3. Gain from selling and disposing of assets	3.84	0.07
4. Other		
- Interest Income	0.95	0.02
- Other Income	74.36	1.40
Total	5,313.90	100.00

Revenue struction from construction ended 31 December 2021

(Unit: million baht)

Type of Construction	Year 2021	
	Value	%
Residential	2,767.86	55.75
Leisure	781.91	15.75
Retail	627.88	12.65
Hospital	457.82	9.22
Industrial	202.42	4.06
Commercial	127.65	2.57
Total	4,964.54	100.00

List of projects signed construction contract as of 31 December 2021

(Unit: million baht)

No.	Project Name	Project Owner	Value *
1	Sri Sawan Hospital	Sri Sawan Hospital Co., Ltd.	214
2	Escent Korat	CPN Residence Co., Ltd.	411
3	Car Park Terminal 21 Pattaya	LH Mall and Hotel Co., Ltd.	242
4	Phra Samut Chedi Sugar Factory Warehouse	Thai Total Warehousing Co., Ltd.	7
5	Sales office The Privacy No.54	Pruksa Real Estate Plc.	14
6	6-storey residential building	Siriphen Real Estate Co., Ltd.	120
7	Grande Center Point Surawong	LH Mall and Hotel Co., Ltd.	455
8	Multipurpose Building, Excise Department	Thanarak Asset Development Co., Ltd.	130
9	Sales office New Noble Mega Bangna	Continental City Co., Ltd.	17
10	The President Charan Yaek Fai Chai	Chai Pattana Land Co., Ltd.	226
11	Central Hotel Ubon Ratchathani	Central Pattana Co., Ltd.	169
Total 11 Projects			2,005

*Price exclude vat

The total cost was 2,005 million baht. Although the company mostly accepts jobs from the private sector, the construction of high-rise buildings. However, The Company is still interested in and preparing to participate in bidding for government projects that are suitable for the company's expertise.

(The details as of Annual Report 2021 (Form 56-1 One Report) by QR-Code enclosed with Invitation to the Annual General Meeting of Shareholder sent to the shareholders in advance.)

Financial Statement 2021 as of 31 December 2021 can summarize the explanation and analysis of the management (MD&A) as follows; financial statements of 2021 showed net profit for the amount of 64 million baht the same period of 2020 showed net profit for the amount of 184 million baht. This indicated that the profit decreased for 120 million baht or 65.22 %. The main reasons for the change of operating results as follows:

(Unit: million baht)

The main reason for the change of operating results	Value
● Revenue from contruction bussiness decrease from 7,623 million baht to 4,965 million baht And Gross profit margin decrease from 9.56% to 11.27% , resulting in a decrease in gross profit	(170)
● Revenue from service apartment bussiness decrease from 308 million baht to 270 million baht And Gross profit margin decrease from (7.38%) to (17.32%) to, resulting in a decrease in gross profit	(24)
● Profit on disposal and write off of asset increase	2
● Interest income decrease	(4)
● Other Income increase	25
● Selling and administrative expenses decrease	14

● Other Expense decrease	27
● Finance Cost decrease	6
● Income Tax decrease	4

To promote the principles of good corporate governance to maintain an effective, transparent and verifiable management system. In addition, in order to increase the confidence of shareholders, investors and all stakeholders, the Company has been operating in 2021 as the following:

1. Received a plaque in 147 listed companies, listed on the THSI 2021 Listed Companies or Sustainability Investment List for the fifth consecutive year. This reflects the company's recognition and importance in the business along with the good economic returns for sustainable growth.

2. Renewed a certificate of members of the Thailand's Private Sector Collective Action Coalition Against Corruption from the Thai Institute of Directors Association. This certification is the result of the company's policy and internal control system and anti-corruption measures.

3. Acknowledged the result of the corporate governance assessment of the Thai listed company for the year 2021 (CGR 2021) from the Thai Institute of Directors was Excellent level or 5 stars for the fifth consecutive year. This reflects the Company's emphasis on shareholder rights, equitable treatment of Shareholders, taking into account the role of stakeholders, disclosure and Transparency include the responsibilities of the Board of Directors.

4. Acknowledged the results of the assessment of the quality of the Annual General Meeting of shareholders for the year 2021 from the Thai Investors Association for the fifth consecutive year. The Company received a full score of 100, reflecting that the Company considered the equitable rights of shareholders both before during and after the meeting. This is an important element of good corporate governance.

5. Received Outstanding Investor Relations Award 2021 from the Stock Exchange of Thailand This reflects that the company takes good care of investors by adhering to the principles of accurate, complete, timely information dissemination, and the most important thing is to provide information equally and thoroughly. Even if it is a small investor.

Important events that may affect the company in 2021, due to the outbreak of the virus COVID-19, all businesses all over the world are all affected including the construction industry where many projects are inevitably stopped with many risks, the health of the staffs, delays in import of materials and equipment, nervousness of the project owner and the owners of various loan sources. In this regard, the overall industry is likely that the project is completed but cannot be sold, new projects delay the launch. The projects under construction may halt construction.

As of 31 December 2021, the company has 30 projects under construction, with a total construction cost of Baht 12,724 million has already recognized income of 8,330 million baht and the remaining value of condo projects is 4,394 million baht. The Company plans to respond appropriately by communicating with partners regularly about situations and solving problems together, efforts to find alternative materials to compensate for crises, study and apply new technology into use in every work process both management and construction in order for us to pass through this event to the best of our ability.

The company has guidelines for preventing the spread of COVID-19 that taking care of employees and other stakeholders as follows:

- Set up Syntec's Field Hospital to care for patients infected COVID-19 in Green level at Plant Bang Sai.
- Providing vaccines against COVID-19 to full-time employee and workers of subcontractors.
- Coordinate with social security fund organization by establishing a vaccination center for those insured under section 33 at the Thai-Japanese Institute of Technology
- Shut down worker's dormitory in the cluster event is found to reduce the epidemic rate as much as possible

As for the anti-corruption policy the Company has updated the 3rd time, on 21 September 2016, and adheres to it as a practice. As the general private sector has jointly established "Thailand's Private Sector Collective Action Coalition against Corruption (CAC)" project to unite the "giver" by recognizing that corruption is a major obstacle to national development. The company has set various policies, related charitable donation policies and financial support, policy of receiving, giving gifts, presents, hospitality gifts and other benefits, political support policies and whistleblowing policy. By specifying the definition practice guidelines, tracking process with the contact channels already on the company website.

Conclusion, the order of development from the past few year, the company received a certificate of renewal as a member of the Thai Private Sector Collective Action Coalition Againsts Corruption from the Thai Institute of Directors Association for the second time on 30 June 2020. The certificate will be valid for 3 years and have to be renewed for the 3rd time in 2023. The company is in the process of reviewing rules and policies to be consistent with the present situation. The Internal Audit Department has made an audit plan to review of the policy on corporate governance, business ethics approval authority and anti-corruption guidelines annually.

In 2018 continue to 2021, the Company has campaigned for a concrete and continuous policy of "No Gift Policy" and also to promote the values in the organization by not giving and do not receive any compensation including publicizing the whistleblowing policy by specifying the definition practice guidelines follow-up steps with the contact channel on the company website.

Under this agenda, the chairman answered questions from shareholders named Ms. Ladda Titikiatpong (Thai Investors Association representative) with the following questions and answers:

1. Is the decrease in income from the reduction of fund deposits and investments in bonds?

- The chairman explained that amount in investment in fund deposits is remained. However, the biggest reduction and impact will be on interest rates. It can be seen that the deposit interest rate even if money invested in bonds has declined dramatically over the past few years. In 2020 and 2021, interest rates have dropped on average from 0.6 percent to only 0.3 percent, thus affecting the amount of income from deposits is reduced accordingly.

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised. The Chairman concluded that the meeting acknowledged the performance of the Board of Directors for the previous year and the Annual Report 2021 (Form 56-1 One Report).

Agenda 3: Consider and approved statement of financial position and consolidated profit and loss statement for the year ended on 31 December 2021

The Chairman summarized the main items of the statement of financial position and consolidated profits and loss statement for the year ended on 31 December 2021 as shown in the Annual Report and officially audited by the Karin Audit Co., Ltd. including the audit committee and the board of directors have approved.

The comparison of the operations by the types of financial statements in the previous year are as follows:

(Unit: million baht)

Transactions in the consolidated financial statements	Year 2021	Year 2020
Total assets	9,865	10,604
Total liabilities	3,715	4,437
Total shareholders' equity	6,150	6,167
Value of paid up shares	1,600	1,600
Total revenue	5,314	7,988
Total expense and Taxes	5,250	7,804
Net Profit	64	184
Transactions in the seperated financial statements	Year 2021	Year 2020
Total assets	7,709	8,305
Total liabilities	1,641	2,363
Total shareholders' equity	6,068	5,942
Value of paid up shares	1,600	1,600
Total revenue	5,066	7,706
Total expense and Taxes	4,819	7,353
Net Profit	247	353
Transactions in the financial statements (Comparing the same year)	Condolited	Separate
Total assets	9,865	7,709
Total liabilities	3,715	1,641
Total shareholders' equity	6,150	6,068
Value of paid up shares	1,600	1,600
Total revenue	5,314	5,066
Total expense and Taxes	5,250	4,819
Net Profit	64	247

(The details as of Annual Report (Form 56-1 One Report) by QR-Code enclosed with Invitation to the Annual General Meeting of Shareholders sent to the shareholders in advance.)

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised. The Chairman then asked the Meeting Secretary to help proceed with voting procedure.

After having considered this agenda, the meeting reached a resolution to approve the statement of financial position and consolidated profits and loss statement for the year ended on 31 December 2021 correctly with following vote counts:

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	732,172,181	0	815,300	0	47 Attend	732,987,481
%	99.8888	0.0000	0.1112	0.0000		100.0000

(This agenda had no more shareholders attending the meeting.)

Agenda 4: Approve dividends for the operation result of 2021

The Chairman stated that Under Section 116 of the Company Act B.E.2535 and the regulations of Article 47 requires company to allocate part of its annual profit for reserve not less than 5% of annual earnings, less any accumulated losses brought forward (if any) until the reserve is not less than 10% of the share capital. The company has reserved legal capital of 160,000,000 baht from the registered capital 1,600,000,000 baht already.

The Company has a policy to pay an annual dividend to shareholders at a rate not exceeding 40% of the net profit (Separate financial statements) after tax and legal reserve allocation. When a company has no accumulated losses and a reasonable profit for dividend payment should not affect investment, expansion plans of the company and the situation in the future under the best interests of the shareholders. This form must be approved by the Board of Directors and the meeting of shareholders and pursuant to Section 115 of the Company Act B.E.2535, prohibit the payment of dividends from funds other than profit and prohibit the payment of dividends in the event that the Company has accumulated losses. The dividend as pay divided by the volume of shares to equal and must be approved by the Meeting of Shareholders.

The Company has gained net profit as at the year ended 31 December 2021 as per separated financial statements for an amount of 247,024,398 baht and retained earnings of separate financial statements that have not been allocated 3,980,232,333 baht. Therefore, the Board of Directors has resolved to propose to the general meeting of shareholders to consider and approve the payment of dividends. Allocating for dividend payment for the 12 months' period of performance since the date of 1 January 2021 - 31 December 2021 to shareholders 1,590,957,300 shares at the rate of 0.06 baht per share (Six Satang), totaling 95,457,438 baht.

The Board of Directors has approved the interim dividend payment for the period 1 January 2021 - 31 December 2021 at the rate of 0.03 baht (Three Satang), in the amount of 47,728,719 baht on 10 September 2021. The company will pay dividends for the period 1 July 2021 - 31 December 2021 at the rate of 0.03 baht (Three Satang), in the amount of 47,728,719 baht.

By setting on 12 May 2022 as the record date to identify rightful shareholders who may receive the dividend payment and the scheduled to be paid on 20 May 2022. The dividends for the period 1 July 2021 – 31 December 2021, the company will be pay when it is approved by Meeting of Shareholders.

(The details of Invitation to the Annual General Meeting of Shareholders page 2-3, have been sent to the shareholders in advance.)

Details of Dividend Payment	(Proposed year) 2021	2020	2019
1. Net profit as separate financial statements (Million Baht)	247	353	371
2. No. of Shares (Shares)	1,590,957,300 ¹	1,590,957,300 ¹	1,590,957,300 ¹
3. Dividend (Baht / Shares)	0.06	0.08	0.09
3.1 Interim dividend (Baht / Shares)	0.03	0.03	0.04
3.2 Remain dividend for half year (Baht / Shares)	0.03	0.05	0.05
4. Total dividend paid (Million Baht)	96	127	143
5. Ratio of dividend per Net profit (%)	39 ²	36	39

Remarks: ¹From the original, the company has registered capital. 1,600,000,000 baht divided into 1,600,000,000 shares, later on 17 December 2018 - 16 June 2019.

The company has a program to repurchase 9,042,700 shares, therefore leaving the company with a total amount of shares to pay dividends. 1,590,957,300 shares

²Ratio of dividend per Net profit (proposed year) is in accordance with the policy on dividend allocation.

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised. The Chairman then asked the Meeting Secretary to help proceed with voting procedure.

After having considered this agenda, the meeting reached a resolution to approve dividend allocation for the operation result of 2021 with following vote counts:

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	732,986,981	500	0	0	47 Attend	732,987,481
%	99.9999	0.0001	0.0000	0.0000		100.0000

(This agenda had no more shareholders attending the meeting.)

Agenda 5: Consider the election of directors to replace those retiring by rotation

The Chairman asked Ms. Benjawan Sinkunakorn, Director of the Nomination and Remuneration Committee to explain details to the meeting.

Ms. Benjawan Sinkunakorn explained to the meeting that this agenda must be considered in order to comply with the laws and the Articles of Association Article17, one third of the member of the Board of Directors shall resign by rotation in the AGM meeting. Such directors being in position for the longest period are to resign due to the termination of the term of office. Consequently, the following 3 directors had to resign from their office: (1) Mr. Chaiwat Atsawintarakun (2) Mr. Jiramote Phahusutr (3) Mrs. Angsana Mankongcharoen

The Company had invited the shareholders to propose in the AGM 2022 the issue reasonably considered to be included in the agenda and/or to nominate person(s) qualified for being elected as a director in advance via the Stock Exchange of Thailand's and the Company's website starting from 1 September 2021 to until 30 November 2021. However, it seemed that there was no suggestion from the shareholders.

The Nomination and Remuneration Committee had considered and deemed that it was appropriate to nominate the resigning 3 directors, namely, (1) Mr. Chaiwat Atsawintarakun (2) Mr. Jiramote Phahusutr (3) Mrs. Angsana Mankongcharoen to be reinstated to their office for another term. Therefore, it was proposed to the Board of Directors to propose to the shareholders' meeting for further consideration.

As voting for the election of directors by the shareholders is a voting via electronic method which is all the shareholders are independent. Therefore, the nominated directors are allowed without leaving the system.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee to ask the shareholders' meeting to appoint (1) Mr. Chaiwat Atsawintarakun (2) Mr. Jiramote Phahusutr (3) Mrs. Angsana Mankongcharoen, the resigning directors under this agenda, to resume to their respective position for another term. However, it proposed the meeting to consider and vote on the resolution proposed by the Board of Directors.

The profile and experiences of 3 directors proposed for shareholders to consider.

(The details of Invitation to the Annual General Meeting of Shareholders page 27-32, have been sent to the shareholders in advance.)

However, director no. (1) Mr. Chaiwat Atsawintarakun were passed for the criteria of qualified person nomination to be independent director in accordance with the policy and criteria for nomination and determination of remuneration and welfare of the Company's director and executive. The appointment of the independent director is to nominate their name lists to the Board of Directors' Meeting for consideration and pass for consideration of Nomination and Remuneration Committee. The independent directors are independent from the Company's business operation. In selection of independent directors and remuneration process, qualification, knowledge, competency, skill, experience, variety of specializations, leadership, as well as vision and good attitude toward the organization shall be considered and they are useful for the Company's business operation. Moreover, the appropriate size, number and element of the Board of Directors shall be considered to promote good corporate governance for effective management to be consistent with the changing environment and situation. Nevertheless, the qualifications shall be in line with the criteria prescribed by Capital Market Supervisory Board.

(The details of Invitation to the Annual General Meeting of Shareholders page 35-36 and 38, have been sent to the shareholders in advance.)

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised.

The Meeting Secretary to propose the meeting to cast vote for each candidate separately.

After having considered, the meeting reached a resolution to approve the appointment of (1) Mr. Chaiwat Atsawintarakun (2) Mr. Jiramote Phahusutr (3) Mrs. Angsana Mangongcharoen to resume director position for another term

(1) Mr. Chaiwat Atsawintarakun

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	732,407,881	579,600	0	0	47 Attend	732,987,481
%	99.9209	0.0791	0.0000	0.0000		100.0000

(2) Mr. Jiramote Phahusutr

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
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Votes	732,986,981	500	0	0		732,987,481
%	99.9999	0.0001	0.0000	0.0000	47 Attend	100.0000

(3) Mrs. Angsana Mankongcharoen

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	712,858,381	20,129,100	0	0		732,987,481
%	97.2538	2.7462	0.0000	0.0000	47 Attend	100.0000

(This agenda had no more shareholders attending the meeting.)

Agenda 6: Consider remuneration for the Board of Director Committee and Sub-Committees for 2022

The Chairman asked Mr. Chaiwat Atsawintarakun, Chairman of the Nomination and Remuneration Committee to explain details to the meeting.

Mr. Chaiwat Atsawintarakun informed that meeting that “pursuant to the Company’s Articles of Association Article 15, it provides that “compensation and remuneration for director shall be fixed by the shareholders’ meeting” and pursuant to the Public Company Limited Act B.E. 2535 Section 90, it requires that remuneration to be paid to the director shall be fixed the shareholders’ meeting by not less than two third vote counts of the shareholders’ attending the meeting. The Nomination and Remuneration Committee shall consider appropriate amount of such remuneration based on duty and responsibility and by comparing with the same industry of the same size and business expansion of the Company over time that shall be follow as policy and recruitment criteria and fixed the remuneration and welfare of committee and executive. The Nomination and Remuneration Company therefore resolved to fixed remuneration for the Board of Directors and Sub-Committee for the year 2022 as follows:

1. Monetary Remuneration

1.1 Meeting allowance for the Board of Directors

To be paid to each director of the Board attending the Board of Directors’ meeting for the sum of 18,000 baht for each meeting in consideration of the attendance to discuss the matters for the benefit of the company. This meeting allowance does not change from the meeting allowance of 2021.

1.2 Compensation for member of the committee

To be paid to each member of the Audit Committee for the sum of 300,000 baht a year. This compensation decreased 10,000 Baht or down to 3.22% from the compensation for member of the committee of 2021. The Audit Committee has played a vital role in many perspectives on providing valuable opinion on business, legal, accounting, financial audit, internal control system and corporate governance.

2. Non-Monetary Remuneration: - None

The table comparing for the remuneration for Board of Director Committee and Sub-Committees 2016–
Present as follows:

Remuneration	2022	2021	Increasing (Decreasing)	%
1. Board of Director				
- Attendance Fee (Baht/Person/Time)	18,000	18,000	-	-
2. Audit Committee				
- Director' Compensation (Baht/Person/Year)	300,000	310,000	(10,000)	(3.22)
3. Nomination and Remuneration Committee	-	-	-	-
4. Risk Management Committee	-	-	-	-

Remuneration	2020	2019	2018	2017	2016
1. Board of Director					
- Attendance Fee (Baht/Person/Time)	18,000	18,000	18,000	16,000	14,000
2. Audit Committee					
- Director's Compensation (Baht/Person/Year)	310,000	330,000	350,000	300,000	250,000
3. Nomination and Remuneration Committee	-	-	-	-	-
4. Risk Management Committee	-	-	-	-	-

The Board of Directors approved the proposal of the Nomination and Remuneration Committee to propose the remuneration to the Board of Directors and Sub-Committees for 2022 as detailed above. Due to Mr. Jiramote Phahusutr, the director and the shareholder holding 207,419,160 shares or 12.96% of the paid-up capital, he shall be deemed an interested person in this agenda, Mr. Jiramote Phahusutr was therefore not entitled to cast vote on this issue and his share amount shall be excluded for vote count.

(The details of Invitation to the Annual General Meeting of Shareholders page 33, have been sent to the shareholders in advance.)

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised. The Chairman then asked the meeting to cast vote and the Meeting Secretary to help proceed with voting procedure.

After having considered, the meeting reached a resolution to approve compensation for the Board of Director and Sub-Committee for the year 2022 as proposed by the Board of Directors as detailed above with vote count exceeding two third of all shareholders attending the meeting as follows:

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	525,567,821	500	0	0	46 Attend	525,568,321
%	99.9999	0.0001	0.0000	0.0000		100.0000

(This agenda Mr. Jiramote Phahusutr, the director and the shareholder holding 207,419,160 shares, he shall be deemed an interested person in this agenda, therefore not entitled 525,567,821 shares from 732,987,481 shares.)

Agenda 7: Consider the appointment of the auditor and fix their remuneration for the year 2022

The Chairman asked Mr. Chaiwat Atsawintarangkun, Chairman of the Nomination and Remuneration Committee to give details to the meeting.

Mr. Chaiwat Atsawintarangkun informed that this agenda would be considered according to the law requiring that the auditors have to discharge from their office every year. The Audit Committee has applied certain mechanism for the selection of the auditor for year 2022. As a result, the Audit Committee recommended the Board to propose to the shareholders' meeting for approval on the appointment of the auditors at 10 persons, namely:

1) Ms. Kannika	Wipanutrat	CPA License No.7305 and/or
2) Mr. Jirote	Sirirorote	CPA License No.5113 and/or
3) Ms. Nongluk	Pattanabundit	CPA License No.4713 and/or
4) Ms. Soomana	Saneewong Na-Ayutthaya	CPA License No.5897 and/or
5) Mr. Komin	Linphrachaya	CPA License No.3675 and/or
6) Mr. Worapol	Wiriyakulapong	CPA License No.11181 and/or
7) Mr. Poj	Asavasantichai	CPA License No.4891 and/or
8) Mr. Wichien	Proongpanish	CPA License No.5851 and/or
9) Ms. Kojchamon	Soonhuad	CPA License No.11536 and/or
10) Mr. Kraisaeng	Thriranulak	CPA License No.5428

As to be the Company's auditor for the year 2022. Because of the view that Karin Audit Company Limited is certified by the Securities and Exchange Commission, experienced in auditing companies listed on the Stock Exchange of Thailand and has experience in auditing the Company for the past 4 years due to its good working standard, proficiency in the profession and independency. These will enable them to perform their duties very well and efficiently.

In addition, all of 10 auditors, as well as Karin Audit Company Limited, do not have any relationship that may create a conflict of interest with the Company and able to prepare audit reports for the Company, its subsidiaries, affiliates, joint ventures on time.

The opinion of the Audit Committee on the appointment of the auditor is that the auditor and Karin Audit Company Limited have been approved by the Office of the Securities and Exchange Commission. The auditor has experience in auditing for the company since 2019, which will lead to continuation of the new accounting standards including performing duties well throughout. If comparing with the amount of work and the audit fee of other listed companies in the same level agreed that there was an appropriate audit fee. The remuneration will be paid to the auditor within the amount not exceeding 4,040,250 baht. The remuneration does not change from the year 2021.

(The details of Invitation to the Annual General Meeting of Shareholders page 34, have been sent to the shareholders in advance.)

The comparison of auditor's remuneration in 2022 and 2021 is shown below.

(Unit: baht)

Audit Fee	(Proposed year)	2021	Increase (Decrease)	%
	2022			
1. Audit Fee of Company	3,000,000	3,000,000	-	-
2. Audit Fee of Subsidiary Companies				
- CSM Capital Partners Co., Ltd.	394,250	394,250	-	-
- SCR Asset Management Co., Ltd.	332,500	332,500	-	-
- Natural Ville Service Apartment and Management Co., Ltd.	52,250	52,250	-	-
- PT Three Land Co., Ltd.	52,250	52,250	-	-
- JT Ten Co., Ltd.	52,250	52,250	-	-
- AN 8 Co., Ltd.	52,250	52,250	-	-
- SHG Management Co., Ltd.	52,250	52,250	-	-
- Delta Infra One Co., Ltd.	52,250	52,250	-	-
3. Other Service Fee	-	-	-	-
Total	4,040,250	4,040,250	-	-

The Chairman asked the meeting if any shareholder wished to make any another inquiry but no more question on this agenda was raised. The Chairman then asked the meeting to cast vote and the Meeting Secretary to help proceed with voting procedure.

After having considered, the meeting reached a resolution to approve the appointment:

- | | | |
|-------------------|------------------------|-----------------------------|
| 1) Ms. Kannika | Wipanutrat | CPA License No.7305 and/or |
| 2) Mr. Jirote | Sirirorote | CPA License No.5113 and/or |
| 3) Ms. Nongluk | Pattanabundit | CPA License No.4713 and/or |
| 4) Ms. Soomana | Saneewong Na-Ayutthaya | CPA License No.5897 and/or |
| 5) Mr. Komin | Linphrachaya | CPA License No.3675 and/or |
| 6) Mr. Worapol | Wiriyakulapong | CPA License No.11181 and/or |
| 7) Mr. Poj | Asavasantichai | CPA License No.4891 and/or |
| 8) Mr. Wichien | Proongpanish | CPA License No.5851 and/or |
| 9) Ms. Kojchamon | Soonhuad | CPA License No.11536 and/or |
| 10) Mr. Kraisaeng | Thriranulak | CPA License No.5428 |

As to be the Company's auditor for the year 2022 as it is of the view that Karin Audit Company Limited and to fix remuneration for the sum not exceeding 4,040,250 baht with vote counts as follows:

Item	Approved	Disapproved	Abstained	Void	Shareholders	Total
Votes	732,172,181	815,300	0	0	47 Attend	732,987,481
%	99.8888	0.1112	0.0000	0.0000		100.0000

(This agenda had no more shareholders attending the meeting.)

Agenda 8: Other matters

The Chairman inform to the meeting that At this time, the Board of Directors have not more agenda to propose to the meeting if any shareholder wished to make any another inquiry or have any other issues to propose to the meeting for consideration or not. If no more question on this agenda was raised. The Chairman then asked the Meeting Secretary to explain the details of the preparation of the minutes of the meeting.

The secretary of the meeting informed to the meeting that after the meeting, the Company will notify the resolutions of the general meeting of shareholders through the news system of the Stock Exchange of Thailand by 9.00 hrs. of the next working day. The Company will prepare minutes of the meeting must be completed within 14 days from the date of the meeting under Section 96 of the Public Company Act B.E.2535 and forward to the Stock Exchange of Thailand through the information disclosure system of the Stock Exchange of Thailand and published on the company website at www.synteccon.com. Shareholders can access the minutes of the meeting and can check the accuracy.

As no more questions was raised by the shareholder, the Chairman thanked all participants and shareholders giving their valuable time to attend the meeting and have always in cooperative for the Company's business and gave the closing remark.

The meeting was closed at 11.20 hr.

Signature_____Chairman of the Meeting
(Mr. Somchai Sirilertpanich)

Signature_____Meeting Secretary
(Mr. Sakchai Wirunchiwa)

Profile of the retiring directors proposed for re-election



Name – Surname	:	Mr. Tawee Kullertprasert
Age	:	50 years
Nationality	:	Thai
Position	:	Independent Director
Re-election to	:	Independent Director
Education	:	-Master of Finance, Golden Gate University -Bachelor of Laws (First Class Honors), Chulalongkorn University -Bachelor of Finance, University of the Thai Chamber of Commerce - Certificate of TLCA Executive Development Program Class 4 (Thai Listed Companies Association) -Senior Executive Program Certificate, Class 20 (Sasin Graduate Institute of Business Administration of Chulalongkorn University)
Training Course	:	IOD DAP model 35/2005, DCP model 79/2006 and ACP model 12/2006 TLCA Leadership Development Program (LDP) Version 3/2015
Job Experience (5 Years Backtracked)	:	2019-Present PSB 35 Co., Ltd 2019-present PSB 5 Co., Ltd. 2015-Present Night Club Capital Holding Co., Ltd. 2014-Present Dark Horse Development Co., Ltd. 2012-Present Nightclub Capital Asset Management Co., Ltd. 2008-Present Steel Plus Fabrication Co., Ltd. 2008-Present Steeler Steel Works Co., Ltd. 2007-Present Practicum Engineering Co., Ltd..
Positions in other listed companies	:	None
Positions in other non-listed	:	8 Organizations Director PSB 35 Co., Ltd Director PSB 5 Co., Ltd. Director Night Club Capital Holding Co., Ltd. Director Dark Horse Development Co., Ltd. Director Nightclub Capital Asset Management Co., Ltd. Director Steel Plus Fabrication Co., Ltd. Director Steeler Steel Works Co., Ltd. Director Practicum Engineering Co., Ltd..
The Position of Competition Business/ Related to the Business of the Company/ Conflict of Interest with the Company	:	None
The Number of SYNTEC shares	:	None

Profile of the retiring directors proposed for re-election

Legal disputes : None

Tenure : 7 Agendas /18 years (Started on Apr, 2004)

Total duration of position (include this term) : 18 + 3 = 21 years

Meeting Attendance 2022: The number of AGM of Shareholders Attending is 1/1 Times (100%)

The number of Board Meeting Attending is 12/12 Times (100%)

Qualification of Directors : ✓ Having qualifications required by the applicable laws and regulations*

Reason for nomination as an independent director (For more than 9 consecutive years)

1. Contributed to the formulation of SYNTEC Policy, Vision, Mission and Strategic plan for company sustainable growth.

2. Determine policies, visions, missions, and strategic plans for business operations. for the company to grow sustainably

3. Supervise and follow up the company's performance. To be in accordance with the goals set

Relationship Characteristics of Independent Director

- ✓ Not having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years.
- ✓ Not taking part in the management and/or being an employee, staff member, advisor who receives a regular salary.
- ✓ Not being professional services provider, e.g., auditor, legal advisor.
- ✓ Not having kin relationship among management, Major Shareholders of company and its subsidiaries.
- ✓ Not having business relationship (such as 1) buys/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.)

* The relevant laws / regulations are as follows:

- Public Limited Companies Act, B.E.2535 and amended Section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange No.KorJor.8/2553 and KorJor.3/2559 regarding the Lack of Trustworthiness of Directors and Managing Director

Profile of the retiring directors proposed for re-election

Name – Surname : Mr. Paisarn Tangyuenyong
Age : 58 years
Nationality : Thai
Position : Independent Director
Re-election to : Independent Director
Education : Master's Degree in Mechanical Engineering Wisconsin State University Madison campus, USA
Job Experience : 2016-Present Syntec Construction Public Company Limited (5 Years Backtracked)
Positions in other listed companies : None
Positions in other non-listed companies : None
The Position of Competition Business/ Related to the Business of the Company/ Conflict of Interest with the Company : None
The Number of SYNTEC shares : None
Legal disputes : None
Tenure : 2 Agendas / 6 years (Started on June, 2016)
Total duration of position (include this term): 6 + 3 = 9 years



Meeting Attendance 2022: The number of AGM of Shareholders Attending is 1/1 Times (100%)
 The number of Board Meeting Attending is 12/12 Times (100%)

Qualification of Director : ✓ Having qualifications required by the applicable laws and regulations*

Relationship Characteristics of Independent Director

- ✓ Not having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years.
- ✓ Not taking part in the management and/or being an employee, staff member, advisor who receives a regular salary.
- ✓ Not being professional services provider, e.g., auditor, legal advisor.
- ✓ Not having kin relationship among management, Major Shareholders of company and its subsidiaries.
- ✓ Not having business relationship (such as 1) buys/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.)

* The relevant laws / regulations are as follows:

- Public Limited Companies Act, B.E.2535 and amended Section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange No.KorJor.8/2553 and KorJor.3/2559 regarding the Lack of Trustworthiness of Directors and Managing Director

Profile of the retiring directors proposed for re-election

Name – Surname	:	Ms. Benjawan Sinkunakorn	
Age	:	64 years old	
Nationality	:	Thai	
Position	:	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee	
Re-election to	:	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee	
Education	:	- Literature Chinese Language (Economics and Trade), Beijing Language and Culture University - Master of Business Administration, Thammasat University - Bachelor of Accounting, Bachelor of Laws, Thammasat University - Barrister at Law, Institute of Legal Education of the Thai Bar Association	
Training Course	:	- Training from IOD DAP model 24/2004, DCP model 79/2006 and ACP model 12/2006 -The Audit Committee's Role in Compliance and Ethical Culture Oversight:IOD	
Job Experience	:	2005-Present Multibax Plc.	
5- Years Backtracked	:	2003-present Syntec Construction Plc. 1997-present Prospect Consulting Co., Ltd.	
Other positions in listed companies :		1 Company Independent Director and Member of the Audit Committee, Multibax Plc.	
Positions in other listed companies :		1 Company	
Positions in other non- listed :		Managing Director of present Prospect Consulting Co., Ltd.	
The Position of Competition Business/ Related to the Business of the Company/ Conflict of Interest with the Company	:	None	
The Number of SYNTEC shares	:	None	
Legal disputes	:	None	
Tenure	:	6 Agendas / 19 years (Started on November, 2003)	
Total duration of position (include this term):		19+ 3 = 22 years	
Meeting Attendance 2022	:	Annual General Meeting of Shareholders 1/1 time (100%) Board of Directors 12/12 times (100%) Audit Committee 5/5 times (100%) Nomination and Remuneration Committee 2/2 times (100%)	
Qualification of Director	:	✓ Having qualifications required by the applicable laws and regulations*	
Reason for nomination			

Profile of the retiring directors proposed for re-election

Reason for nomination as an independent director (For more than 9 consecutive years)

1 . Being an important person in offering useful opinions Both in business, legal and accounting matters to the Board of Directors. Audit Committee and the Nomination and Remuneration Committee

2 . Determine policies, visions, missions, and strategic plans for business operations. for the company to grow sustainably

3. Supervise and follow up the company's performance. To be in accordance with the goals set

4 . Perform duties as a member of the Audit Committee Responsible for selecting and determining the auditor's remuneration. To propose to the Board of Directors' meeting before presenting to the shareholders' meeting for consideration. including giving opinions on various items which must be approved by the audit committee, such as financial statements, connected transactions acquisition or disposition, etc.

5 . Performing duties as a member of the Nomination and Remuneration Committee Responsible for recruiting qualified persons to hold the position of the Company's directors. and determine the remuneration of the Company's directors to propose to the Board of Directors' meeting before proposing to the shareholders' meeting for approval.

Relationship Characteristics of Independent Director

- ✓ Not having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years.
- ✓ Not taking part in the management and/or being an employee, staff member, advisor who receives a regular salary.
- ✓ Not being professional services provider, e.g., auditor, legal advisor.
- ✓ Not having kin relationship among management, Major Shareholders of company and its subsidiaries.
- ✓ Not having business relationship (such as 1) buys/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.)

* The relevant laws / regulations are as follows:

- Public Limited Companies Act, B.E.2535 and amended Section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange No.KorJor.8/2553 and KorJor.3/2559 regarding the Lack of Trustworthiness of Directors and Managing Director

Annual Remuneration's Directors for 2023

The Board of Committee's has agreed with the Nomination and Remuneration Committee's proposition to propose to the shareholders to consider for the appropriate remuneration for the role and responsibility of the director, company overview and payment of dividends to shareholders already.

And remuneration of the year 2023 for the Board of Director, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee by the following details;

Monetary remuneration

1. Board' Attendance Fee

To pay for director of the Board who is attendant in the amount of 18,000 baht/person/time

2. Director' Reward

To pay for director of the Audit Committee in the amount of 300,000 baht/person/year.

Remuneration	2023 (Proposed year)	2022	Increasing (Decreasing)	%
1. Board of Director				
- Attendance Fee (baht/Person/Time)	18,000	18,000	-	-
2. Audit Committee				
- Director' Reward (baht/Person/Year)	300,000	300,000	-	-
3. Nomination and Remuneration Committee	-	-	-	-
4. Risk Management Committee	-	-	-	-

Remuneration	2021	2020	2019	2018	2017
1. Board of Director					
- Attendance Fee (baht/Person/Time)	18,000	18,000	18,000	18,000	16,000
2. Audit Committee					
- Director' Compensation (baht/Person/Year)	310,000	310,000	330,000	350,000	300,000
3. Nomination and Remuneration Committee	-	-	-	-	-
4. Risk Management Committee	-	-	-	-	-

Non-Monetary Remuneration: -None- (Not including benefits provided to general employees) -

Policy and criteria for considering remuneration for the director and executive as well as scope of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee are described in the Annual Report 2022 (56-1 One Report), Section Corporate Governance and important information of committee, sub-committee, executive, employees and etc.

Information and Remuneration of Auditor for 2023

Name-Surname:	Mr. Komin Linprachaya, CPA No 3675 and/or Mr. Jesada Hangsapruet, CPA No 3759 and/or Mr. Supoj Mahantachaisakul, CPA No 12794 and/or Ms. Kanwarat Saksriboworn, CPA No. 13273 and/or Ms. Kannika Wipanurat, CPA No. 7305 and/or Mr. Jirrote Sirirrote, CPA. CPA No. 5113 and/or Ms. Nonglak Pattanabundit, CPA No. 4713 and/or Mrs. Sumana Senivong Na Ayudhya, CPA No. 5897 and/or Mr. Worapon Wiriyakulpong CPA No 11181 and/or Mr. Poj Asawasantichai CPA No 4891 and/or Mr. Wichian Prungpanich CPA No. 5851 and/or Ms. Kochomon Suenhuan, CPA No. 11536 and/or Ms. Bongkotrat Sruamsiri, CPA No. 13512 and/or Mr. Thanatip Raksathien CPA No. 13646 Mr. Somchai Lertyongyuth, CPA No 13314 and/or Ms. Arunrat. Saenprasertsuk CPA No 14348 and/or Mr. Kittiphat Saelo, CPA No 14659 and/or Mr. Patchanon Choosat, CPA No 14660,
Office:	Karin Audit Co., Ltd.
Year of auditing for the company:	the fifth consecutive year that has been proposed to be the company's auditor (Year 2019 - 2023)
The reason for proposing to change the auditor:	Because of Karin Audit Company Limited has been certified by the Securities and Exchange Commission, experience in Audit of listed companies in the Stock Exchange of Thailand. There is a good standard of work proficient in the profession and be independent, this will enable them to perform their duties very well and efficient.
Relationship or interest with the Company/Subsidiaries / Executives/ Major shareholders / Persons related to such persons	- None -
Auditing for subsidiary/ Associated / Joint ventures	- Yes, be the Company's auditor and the auditor of the Subsidiary / Associated Company / Joint Venture under the same audit office as can be prepared the financial statements on time.

Audit Fee	(Proposed year) 2023	2022	Increase (Decrease)	%
1. Audit Fee of Company	2,950,000	3,000,000	(50,000)	1.67
2. Audit Fee of Subsidiary Companies				
- CSM Capital Partners Co., Ltd.	415,000	394,250	20,750	5.26
- SCR Asset Management Co., Ltd.	350,000	332,500	17,500	5.26
- Natural Ville Service Apartment and Management Co., Ltd.	52,250	52,250	-	-
- PT Three Land Co., Ltd.	52,250	52,250	-	-
- JT Ten Co., Ltd.	52,250	52,250	-	-
- AN 8 Co., Ltd.	52,250	52,250	-	-
- SHG Management Co., Ltd.	52,250	52,250	-	-
- Delta Infra One Co., Ltd.	55,000	52,250	2,750	5.26
3. Other Service Fee	-	-	-	-
Total	4,031,250	4,040,250	(9,000)	0.22

**Audit Committee's recommendation
to the appointment of an Auditor**

- The auditors have been certified by the Securities commission and the Stock Exchange of Thailand that has experience in auditing companies listed on the Stock Exchange of Thailand. The auditors have experience working together with the company which will lead to a continuation of the new accounting standards adjustment. If comparing the workload with the audit fees of other listed companies at the same level deems that the audit fees are appropriate.

Policy for Nomination and Determination of Remuneration and Welfare of Director and Executive

The Board of Directors appoints the Nomination and Remuneration Committee to function the consideration and nomination of the person with knowledge and competency to hold the director, sub-committee, top executive positions (from the Department Director and over), and consideration and screening the remuneration of the committee member and managing director, and annual bonus.

1. Policy and Criteria for Director Nomination and Appointment (including New Director) and Executive

The Company has consideration guideline for the person with knowledge, competency, proper qualification, managerial experience, and the principle of good governance to acquire the competent person in development of the Company towards the setting goal. The selection of the person who will hold the position as the director, independent director (including new director) and executive, shall consider on the necessary lacked skill in the current set of the Board under two guidelines of nomination criteria and method as follows.

1. Selection Process shall start from selection of the qualified person according to the Company's criteria and in line with the determined guideline. The Nomination and Remuneration Committee shall consider and nominate the name list to the Board of Directors for considering and screening the said person prior to proposing the Shareholders' Meeting for consideration and election. The criterial-based qualifications are as follows.

- 1) Possess knowledge and competency, and understand role and duty of the director according to the criteria of governing official agencies such as the Office of the Securities and Exchange Commission, Stock Exchange of Thailand, etc.
- 2) Experienced in the Company's business operation and other related experiences.
- 3) Possess knowledge and understanding in work system and accounting, financial and managerial standard.
- 4) Possess decision making skill under adequate and proper information and reason.
- 5) Mature, secure, and independent in decision making.
- 6) Professional, fair, and responsible.
- 7) Apart from other necessary skills, the skill of the current Board which has still been deficient such as expertise in the Company's business or knowledge of the relevant laws, etc., shall be considered.

In appointment of executive, the Nomination and Remuneration Committee shall also select and nominate the qualified person for consideration of the Board of Directors. In nomination of the Company's executive for management in various areas such as engineering work and internal management work, the Company considers the qualified person for the position, knowledge, competency and managerial experience to acquire the person that can utilize for the Company with all one's ability and can manage to be in line with the policy determined by the Company. The procedure of remuneration from job recruitment posting in different media shall be considered from the direct experienced person and the said person is invited for interview by the department of the original affiliated work. The data is proposed to the top executive of the Company to interview prior to consideration on approval for work entry with the Company accordingly.

2. For promotion and good corporate governance, and consideration on the shareholder's significance, the Company's policy is that the shareholder shall nominate the person for nomination and election as the director in advance prior to the Annual General Meeting of Shareholders every year according to the criteria determined by the Company. The Company has disseminated the said news via the channel of the Stock Exchange of Thailand and the Company's website and use of Director Pool in nomination of the new director. For the nomination of new directors for the persons whom the Company nominated the shareholders to appointed has undergone through the screening process careful consideration by the nomination and remuneration committee and the board of directors, the qualification in good suitable. There is no position of director or executive in other business that may cause conflict of interest or that is a business competition with the company. (Profile of the retired directors and proposed to the shareholders to re-appoint the directors (as per Attachment 2) However, in the past 2022, there was no nominee for the nomination and election of directors' from shareholder's Company.

Selection of independent director and seeking procedure

Appointment of independent director shall be done by nominating person (s) to the Board after consulted with Nominating and Remuneration Committee. Independent director shall act independently from the Company's business.

To select Independent Directors and nomination process, we will consider the qualification, knowledge, competency, skill, experience, various abilities, and leadership as well as vision and good attitude for the organization, this will be useful for the company performance. We also consider the appropriate size, quantity, and constituent of the Committee to enhance the good governance and provide the effective management as well as follow the requirements of the government and various environments. The qualifications shall be in line with the criteria of Securities and Exchange Commission.

2. Policy and Criteria for Director and Executive Remuneration and Welfare Determination

For the Company's operation according to the Principle of Good Corporate Governance for the Listed Company for 2006 of the Stock Exchange of Thailand the determination and disclosure of the director's remuneration shall be suggested as follows. "In determination of director remuneration in direct benefit of the director, the director should not approve his or her remuneration. The Board should arrange the transparent remuneration determination process and request the consent from the shareholders. The level and element of director remuneration should be proper and adequate for motivation and retention of the quality director as required. However, the excessive payment should be avoided."

1. Remuneration and Welfare Determination Process

1) The Board of Directors considers the appointment of Nomination and Remuneration Committee to perform the suggestion duty on remuneration of the director and top executive and considers the general policy of the Company's remuneration.

2) Determine the appropriate structure of Nomination and Remuneration Committee that should consider of at least two-third of total number of independent directors for the whole committee and independent director as the Chairman of the said Committee.

3) Review and propose transparent remuneration and welfare with appropriate supporting data under consideration on three major factors such as 1. practical guideline in the same industry, 2. Turnover and size of business, and 3. knowledge, competency, skill and experience of the director required by the Company at that time.

4) Clearly disclose remuneration and welfare (both in monetary forms and others) of the individual director and executive.

2. Practice Guideline for Element, and Level of Remuneration and Welfare.

1) Remuneration shall be considered from obligation, duty, scope, role, responsibility, devotion, performance, as well as benefit which is expected to be gained from the director both in short-term and long-term shall be consistent with operating result, financial position, business size, market situation, competitive condition, and overview of other companies in the same industry.

2) Clearly determine type and payment method and specify amount of remuneration and welfare.

3) Request the procedural approval whereas Nomination and Remuneration Committee shall be proposed in part of top management to the Board of Directors for approval but the Shareholders' Meeting shall be proposed in part of the directors for approval.

3. Type and Method of Remuneration and Welfare Payment

1) Monetary Remuneration

For director such as meeting allowance, the payment is determined for payment in number of time for all directors who attend the meeting and pension for the Audit Committee Member is determined for payment once a year.

In part of the Executive, the Company pays in form of salary, bonus, and cost of living, professional fee for engineer, social security money and welfare to be proper for position.

2) Other remuneration

It is unavailable for director.

In part of the Executive, the Company arranges based on the right of the regular staff that should be gained and arranges provident fund whereas the Company contributes to the rate of 3-5% of salary. (Under division based on work life of each executive.)

4. Criteria of Remuneration and Welfare Consideration

1) Attendance of the Board of Directors' Meeting for each set of directors and executives, and participation in opinion expression.

2) Knowledge and understanding in the responsible duty as required by law such as Securities and Exchange Law and Act and other laws related to the business operation of the Company.

3) Consideration on business plan and strategic plan on behalf of director and executive

4) Follow-up and proposal of responsible dutiful improvement and development guideline

5) Function of director, executive and other duties as entrusted.

Note: Executive means a director, manager or the first four executive positions after the manager, every person holding a position equivalent to a person holding a fourth executive level position and shall include a person holding an executive position in the accounting or finance line who is a department manager level or higher or equivalent.

Company regulations
Only with respect to the shareholders meeting

31. The grand company meeting must be arranged in the location of company's head office, in the vicinity provinces, or in any place specified by the Board of Directors.

32. The General Meeting of Shareholders shall be held at least one time. Such meeting is called "General Meeting". The said general meeting shall be held within four months after the end of the company's accounting year. Other meetings of shareholders are called "Extraordinary Meetings" which the Board shall call an Extraordinary Meeting whenever deemed appropriate. One shareholder or several shareholders with total counted shares of not less than ten percent of total number of sold shares can submit a joint letter to request the Board to call the Meeting of Shareholders as Extraordinary Meeting whenever. However, the matter and reason to request for calling a meeting shall be clearly specified in the said letter. In such event, the Board shall hold the Meeting of Shareholders within 45 (forty-five) days from deadline in paragraph one. In such event, it shall be considered as the Meeting of Shareholders which is called by the Board. The Company must be responsible for necessary expense incurred from holding the meeting and facilitate as appropriate. In the event where it is appeared that whenever the Meeting of Shareholders which is called by shareholders in paragraph two is attended by the shareholders in the number which is not constituted to meet a quorum as prescribed in Section 103, the shareholders in paragraph two must mutually take responsibility to reimburse expenses incurred from holding that meeting to the Company.

33. Arranging the shareholder meeting, the Board must provide the invitation letter specifying the place, date, time, agenda, and subject propose to the meeting along with the appropriate details to clarify whether the subject is to be notified, approved, or considered. The letter will be delivered to the shareholders and register at least 7 days before coming the meeting date.

However, the invitation for shareholder meeting must be announced in the newspaper for 3 days and at least 3 days before coming the meeting date.

34. In the shareholder meeting, the shareholders, and the persons on behalf of shareholders (if so) must attend the meeting for not less than 25 persons or not less than half of the total number of shareholders. Besides, the shareholders must not be less than one third of the total sold shares. In case of any shareholder meeting of one-hour delay with the number of shareholders less than the restricted numbers and that meeting is arranged from the request of shareholders, the meeting will be canceled. If that meeting is not arranged from the request of shareholders, the meeting will be rearranged by delivering the invitation letter to the shareholders at least 7 days before coming the meeting date. In this following meeting, the numbers of shareholders are no necessary to be equal to the restricted numbers.

35. In the shareholder meeting, the shareholders can assign other persons to attend the meeting and vote on behalf of them.

The proxy giving must be in a letter signed with the signature of the proxy owners following the model specified by the register of public company limited or at least having these following details:

- 1) Numbers of shares held by the proxy owner
- 2) Name of proxy assigned person
- 3) Times of the meeting in which there is proxy giving in attending and voting.

36. In the shareholder meeting, every shareholder possesses one voice per one share. In case of any shareholder having any special stake, that shareholder cannot vote in that subject except the vote for committee selection.

In any vote or approval in the grand meeting, the approving voice from the shareholders attending the meeting and voting must be higher except the following cases which the voice must be not less than three fourth of the total voice of shareholders attending the meeting and voting.

- 1) Selling or transferring the whole business or some significant parts to other people
- 2) Purchasing or taking over the business of public company limited, or company limited
- 3) Conducting, correcting, and canceling the contract of renting the whole business or some significant parts or permitting other people to operate the company's business even merging the business with others with the purpose of sharing profits and loss.

37. The activities should be conducted by the annual meeting are as follow:

- 1) Considering the report that the Board proposing to the meeting about the operations of the company in the past year.
- 2) Considering and approving the financial statement
- 3) Considering the profits division
- 4) Selecting the committee to replace the resigned committee
- 5) Nominating the auditor
- 6) Other activities


Definition of Independent Committee

Independent member of the Committee shall not have any relationship to or any business with the Company which may affect his/her independent decision and his independency according to criteria prescribed by the SEC and/or the SET as follows:


- Holding share not exceeding 1% of the share containing vote right in the Company, parent company or subsidiary company or associated company or the major shareholder of the company or person having controlling power upon the Company and holding shares by person related to such member shall be counted in this regard.
- Being not used to be director involving in executive function, employee, staff, consultant receiving regular salary or a person having controlling power upon the Company, parent company, associated company, joint company, associated company of the same level, major shareholder or of person having controlling power upon the Company except otherwise a period of not less than two years has lapsed before the date of applying for permit to the competent authority. Such prohibition is exclusive of the case of such independent director used to be government official or consultant of the government agency which is the major shareholder or the controller of the Company.
- Not being a person, by blood relation or by registration, having relationship as parent, spouse, brother/sister and child including spouse of the child of the executive, major shareholder or controller or person nominated to be the executive or authorized person of the Company or subsidiary.
- Never or used to have business relationship with the Company, parent company, subsidiary company or associated company or the major shareholder or the controller in the manner that it may prevent fully exercising independent discretion including never be or used to be the shareholder that have substantial power or the controller of person having business relationship with the Company, parent company, associated company or joint company or the major shareholder or to controller, except freeing from such position for more than 2 years before the date of applying for permit to regulatory agency.
- Not being or used to be auditor of the company parent company, subsidiary company or associated company or the major shareholder or the controller in the manner of company and never be or used to be the shareholder that have substantial power or partnership of Audit Firm that have company's auditor of parent company, subsidiary company or associated company or the major shareholder or the controller in the manner of company, except freeing from such position for more than 2 years before the date of applying for permit to regulatory agency.
- Not being or used to be a person providing any professional service including legal counseling or financial consultant having gained service charge more than 2 million baht per year form the Company, parent company, subsidiary company or associated company or the major shareholder or the controller and never be or used to be the shareholder that have substantial or controlling power or a partner of person providing such professional service except freezing from such position for more than 2 years before the date of applying for permit to regulatory agency.

(The qualifications of independent directors of the company are equal to the minimum requirements of the SEC & SET)

Information of Directors from the Company propose for proxy shareholders

Name – Surname	:	Dr. Arichai Ractham	
Age	:	56 years	
Nationality	:	Thai	
Position	:	Independent Director, Chairman of the Risk Management Committee, Director of the Audit Committee and Director of Nomination and remuneration Committee	
Address	:	82/85 Soi Suanphak 11, Taling Chan, Bangkok, Thailand 10170	
5- Years Backtracked	:	2015-Present Advance Connection Corporation PCL.	
Job Experience	:	2007-Present Syntec Construction PCL.	
Position in other listed companies	:	1 organizations - Independent Director/Chairman of Audit Committee, Advance Connection Corporation PCL.	
Position in non-listed	:	Finance and Business Management Lecturer companies, Kasetsart and Chulalongkorn University, College of Management Mahidol University	
The Position of Competition Business/ Related to the Business of the Company/ Conflict of Interest with the Company	:	None	
The Number of SYNTEC shares	:	None	
Legal disputes	:	None	
Special Stakeholder	:	There is no special stakeholder that is different from other directors of every agenda proposed for this Annual General meeting, apart meeting, apart from Board of Director's attendance fee and director's reward for the Audit Committee as approved from the shareholders. from the shareholders.	
Conflicts in agenda in this meeting for	:	Agenda No.6: To be consider the determination of remuneration directors and sub-committee.	

Information of Directors from the Company propose for proxy shareholders

Name – Surname	:	Mr. Chaiwat Atsawintarakun	
Age	:	71 years old	
Nationality	:	Thai	
Position	:	Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee	
Address	:	427/76 Sathu Pradit rd. Chongmnonsi, Yannawa, Bangkok, 10120	
Education	:	- Master of Education (Curriculum and Teaching Methodology), Beijing Languages and Cultural University - Master's Degree, Master of Business Administration Thammasat University - Barrister at Law Training Institute of the Thai Bar Association - Bachelor of Laws Ramkhamhaeng University - Bachelor of Business Administration (Accounting), Ramkhamhaeng University	
Training	:	- Directors Accreditation Program (Class 24/2004) - Directors Certification Program (Class 81/2006) - Audit Committee Program (version 12/2006) - The Audit Committee's Role in Compliance and Ethical Culture Oversight	
5- Years Backtracked	:	2022-Present Nation International education Plc.	
Job Experience	:	2022-Present Master Ad Plc.	
(5 years in the past)	:	2013-Present Eastern Polymer Group Plc.	
	:	2005-present Rabbit Holdings Plc.	
	:	2005-Present Eastern Power Group Plc.	
	:	2005-present Boathouse Hua Hin Co., Ltd.	
	:	2004-Present Krungthai Car Rent and Lease Plc.	
	:	2003-present Syntec Construction Plc.	
	:	1997-present Prospect Consulting Co., Ltd.	
Position in other listed companies	:	5 organizations - Chairman and Chairman of the Audit Committee, Nation International Plc. Edutainment	

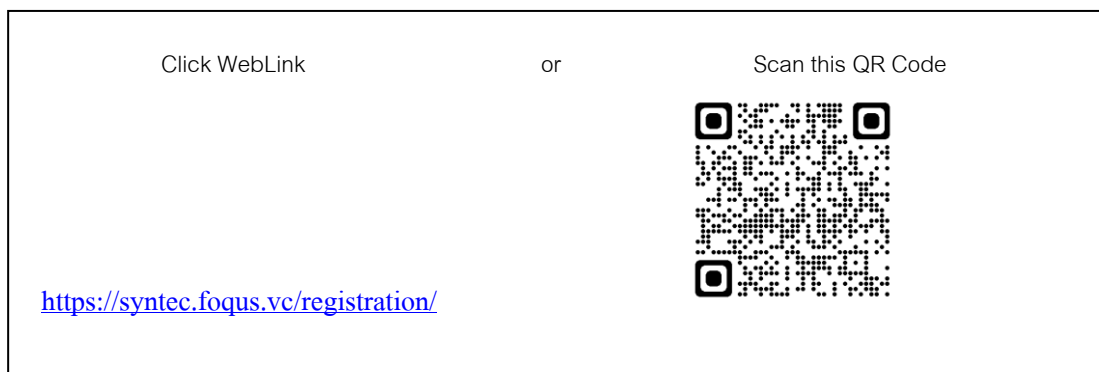
Information of Directors from the Company propose for proxy shareholders

		<ul style="list-style-type: none"> - Chairman of the Board of Directors, Master Ad Plc. - Chairman of the Audit Committee, Eastern Polymer Group Public Company Limited - Member of the Audit Committee, Rabbit Holdings Plc. - Chairman of the Audit Committee, Eastern Power Group Plc. - Chairman of the Audit Committee, Krungthai Car Rent and Lease Plc.
Position in non-listed	:	2 companies <ul style="list-style-type: none"> - Director, Boathouse Hua Hin Co., Ltd. - Director, Prospect Consulting Co., Ltd.
The Position of Competition Business/ Related to the Business of the Company/ Conflict of Interest with the Company	:	None
The Number of SYNTEC shares	:	None
Legal disputes	:	None
Special Stakeholder	:	There is no special stakeholder that is different from other directors of every agenda proposed for this Annual General meeting, apart meeting, apart from Board of Director's attendance fee and director's reward for the Audit Committee as approved from the shareholders.
Conflicts in agenda in this meeting for	:	Agenda No.6: To be consider the determination of remuneration directors and sub-committee.

Guidelines for registration, practice for attending the Annual General Meeting of Shareholders via
Electronic meeting (E-AGM), proxy appointment and submitting the question
Syntec Construction Public Company Limited, on Friday, 28 April 2023, at 10.00 a.m.

1. Registration and Attendance

- 1.1 The shareholder can attend the Annual General Meeting of Shareholders in the form of electronic meeting (E-AGM) via the following channels:



Please register your e-mail address and mobile phone number and uploading your identification document and/or proxy instrument that can be clearly seen to verify the right to attend the meeting, start on 10th April 2023 at 8:00 am until 25th April 2023 at 4:00 pm.

- 1.2 Upon receipt of the completed registration documents and/or proxy instrument, the Company shall verify eligibility to attend the meeting of the registrant. For the registered shareholder who is eligible to attend the meeting, the Company will send username and password together with Web Link for attending the meeting to the shareholder via the registered e-mail. Please keep the username and password in confidence.
In case that the username and/or password for attending the E-AGM is lost or not received by April 25, 2023, please contact Quidlab Company Limited, the service provider for the meeting via phone number 02-013-4322 or 080-008-7616 or e-mail info@quidlab.com.
- 1.3 The shareholder can attend the meeting at the date and time specified in this Notice. The system will be activated for logging in 1 hour before the meeting time. Live broadcast of the meeting will begin at 10.00 a.m.
- 1.4 The shareholder can download the supporting documents of the meeting and user manual for the E-AGM system via the Company's website www.synteccon.com under main menu: Investor Information from March 28, 2023 onwards.
- 1.5 The shareholder can vote "Approve" or "Disapprove" or "Abstain" in each agenda. If the shareholder does not vote in any agenda, the system will automatically count your votes as "Approve" in such agenda.
- 1.6 In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

2. Proxy Appointment

The shareholder may appoint any person or the Company's independent director as your proxy to attend the meeting and cast votes on your behalf by filling in information and affixing signatures of the shareholder and the proxy in one of the attached Proxy Form. Among Proxy Forms attached herewith, Proxy Form B clearly specifies authority to be delegated to the proxy and Proxy Form C is applicable to foreign shareholders in case of appointing a custodian in Thailand.

The shareholder may appoint the following independent director of the Company as your proxy:

- | | |
|--------------------------------------|--|
| 1) Dr. Arichai Ractham | Independent Director, Chairman of the Risk Management Committee,
Director of the Audit Committee and Director of Nomination and
Remuneration |
| Age | 56 years |
| Address | 82/85 Soi Suanphak 11, Taling Chan, Taling Chan,
Bangkok, Thailand 10170 |
| Conflicts in agenda in this meeting: | Agenda No.6: To be consider the determination of remuneration for
directors and sub-committee. |
| 2) Mr.Chaiwat Atsaintarangkun | Independent Director, Chairman of the Audit Committee
and Director of Nomination and Remuneration |
| Age | 71 years |
| Address | 427/76 Sathu Pradit Road , Chongnonsi Sub, Yannawa
Bangkok, Thailand 10120 |
| Conflicts in agenda in this meeting: | Agenda No.6: To be consider the determination of remuneration for
directors and sub-committee. |

If the shareholder appoints a proxy, please upload the Proxy Form with votes casted together with all supporting documents via WebLink or QR Code for shareholder registration before April 25, 2023.

Document required for Proxy Appointment

- Individual Shareholder
 - 1) The proxy form B, completely filled in and signed by both proxy grantor and proxy.
 - 2) The copy of a valid identification document issued by a competent authority of **the shareholder**, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.
 - 3) The copy of a valid identification document issued by a competent authority of **the proxy**, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.
- Juristic Shareholder
 - 1) The proxy form B, duly completed and signed by the representative (director) of the juristic person, as the proxy grantor and signed by the proxy.
 - 2) The copy of certification of juristic registration certified not over than one year by the juristic representative indicating the full authorized empower.
 - 3) The copy of a valid identification document issued by a competent authority of the **representative (director) of the juristic person**, who is the proxy grantor, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.

- 4) The copy of a valid identification document issued by a competent authority of the **proxy**, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.
- **For a foreign investor as a shareholder and a custodian in Thailand is appointed as a depositary**
 - 1) The proxy form C, can download at www.synteccon.com under main menu: Investor Information, sub menu; Shareholder Information, duly completed and signed by proxy grantor and signed by the proxy.
 - 2) Copies of the same set of supporting documents as those to be prepared by a juristic person shareholder, and the following additional documents;
 - 2.1) The power of attorney from the shareholder authorizing the custodian to sign the proxy on his or her behalf.
 - 2.2) Certificate certifying that the person signing the proxy is licensed to engage in the custodian business.
 - 3) A copy of a valid identification document issued by a competent authority of the proxy, such as national identification card, civil servant card, driver's license, or passport. And sign to certify a true copy.

In case the documents as mentioned as above are not in Thai or English, The English translation shall be required and certified true and correct translation by the Shareholder or the authorized representative (s) of the juristic person.

3. Shareholder who has questions regarding the agenda items to be considered at the E-AGM may send them via the following methods.

3.1 During the meeting, the shareholder can send question related to the meeting via the E-AGM system of the Company.

3.2 The shareholder can submit question to the Company before the meeting date by sending "Form for Submission of Questions for the Annual General Meeting of Shareholders in advance" and sending to the Company within April 18, 2023 via the following channels:

- by E-mail : ir@synteccon.com or
- by post to : Company Secretary

Syntec Construction Public Company Limited

555/7-11 Soi Sukhumvit 63, Sukhumvit Road, Klongton Nua, Wattanan, Bangkok 10110

Criteria for submission of questions during E-AGM in advance

- Being a shareholder whose name is recorded on April 23, 2023 determined by the company to be entitled to attend and exercise his/her voting right in the Annual General Meeting of Shareholders No.1/2023.
- Must be relevant to the agenda of Annual General Meeting of Shareholders No.1/2023 or be significant information related to the company.

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
 I/We _____ nationality
 อยู่บ้านเลขที่ _____
 Address _____

(2) เป็นผู้ถือหุ้นของ บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน) ("บริษัท")
 being a shareholder of Syntec Construction Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding the total amount of _____ shares with the voting rights or _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares with the voting rights or _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preferred share _____ shares with the voting rights or _____ votes

(3) ขอมอบฉันทะให้
 Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

☐ 2. ดร.อิรัชย์ รักธรรม อายุ 56 ปี อยู่บ้านเลขที่ 82/85

Dr. Arichai Ractham age 56 years, residing at 82/85

ซอย สวนผัก 11 ถนน - ตำบล/แขวง ดลิ่งชัน

Soi Suanphak 11 Road - Tambol/Khwaeng Taling Chan

อำเภอ/เขต ดลิ่งชัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10170 หรือ

Amphur/Khet Taling Chan Province Bangkok Postal Code 10170 or

☐ 3. นายชัยวัฒน์ อัครวิทรการุญ อายุ 71 ปี อยู่บ้านเลขที่ 427/76

Mr. Chaiwat Atsawintararakun age 71 years, residing at 427/76

ซอย - ถนน สาทรประดิษฐ์ ตำบล/แขวง ชองนนทรี

Soi - Road Sathu Pradit Tambol/Khwaeng Congnonsi

อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120 หรือ

Amphur/Khet Yannawa Province Bangkok Postal Code 10120 or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10.00 น. ซึ่งเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น (E-AGM) ณ บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน) สำนักงานใหญ่ ห้องประชุมชั้น 7 อาคารเอสเอสพี ทาวเวอร์ 1 เลขที่ 555/7-11 ซอยสุขุมวิท 63 (เอกมัย) ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กทม. 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for the Year 2023 on Friday, April 28, 2023 at 10.00 a.m., that meeting will be only held via Electronic Meeting (E-AGM) at SYNTEC Construction PCL. (Head Office) 7th floor, SSP Tower 1, 555/7-11, Sukhumvit 63 (Ekamai), Sukhumvit Rd., Klongtun Nue, Wattana, Bangkok 10110 or at any adjournment thereof.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I authorize my Proxy to cast the votes according to my intentions as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่ 29 เมษายน 2565

Agenda No. 1 To consider approving the minutes of the AGM of Shareholders No.1/2022 held on 29 April 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปีที่ผ่านมา และรายงานประจำปี

Agenda No. 2 To acknowledge the Board of Directors' report of year 2022 operations and Annual Report.

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda No. 3 To consider approving the Statements of financial position and the Statements of comprehensive income for the year ended 31 December 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

Agenda No. 4 To consider approving Omit Dividend Payment for the performance of the year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 5 พิจารณาแต่งตั้งกรรมการใหม่แทนกรรมการที่ต้องออกจากตำแหน่งตามกำหนดวาระ

Agenda No. 5 To consider the election of directors to replace those retiring by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ การแต่งตั้งกรรมการทั้งชุด/ To elect directors as a whole

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล/ To elect each director individually

1. นายทวี กุลเลิศประเสริฐ

Mr. Tawee Kullertprasert

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

2. นายไพศาล ตั้งยี่นยง

Mr. Paisarn Tangyuenyong

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

3. นางสาวเบญจวรรณ สินคุณากร

Ms. Benjawan Sinkunakorn

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

วาระที่ 6

พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda No. 6

To consider fixing of remuneration of the Directors for the year 2023.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

วาระที่ 7

พิจารณาแต่งตั้ง และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda No. 7

To consider the appointment and fixing of remuneration of the Audits for the fiscal year 2023.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

วาระที่ 8

พิจารณาอนุมัติแก้ไขข้อบังคับบริษัท ซินเทค คอนสตรัคชั่น จำกัด (มหาชน)

Agenda No. 8

To consider and approve the amendment to Syntec Construction Public Company Limited's Articles of Association.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

วาระที่ 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 9

Other considering (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย /Disapprove

☐ งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Shareholder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน)
Authorization on behalf of the Shareholder of Syntec Construction Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10.00 น. ซึ่งเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น (E-AGM) ณ บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน) สำนักงานใหญ่ ห้องประชุมชั้น 7 อาคารเอสเอสพี ทาวเวอร์ 1 เลขที่ 555/7-11 ซอยสุขุมวิท 63 (เอกมัย) ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กทม. 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2023 on Friday, April 28, 2023 at 10.00 a.m., that meeting will be only held via Electronic Meeting (E-AGM) at SYNTEC Construction PCL. (Head Office) 7th floor, SSP Tower 1, 555/7-11, Sukhumvit 63 (Ekamai), Sukhumvit Rd., Klongtun Nue, Wattana, Bangkok 10110 or at any adjournment thereof.

วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)
Agenda Re : Election of Directors (continued)

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

Proxy (Form C.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(Specifically for a foreign shareholder for which a custodian in Thailand is appointed)

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า

I/We

สำนักงานตั้งอยู่เลขที่

ถนน

ตำบล/แขวง

Office located at No.

Road

Tambol/Khwaeng

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Amphur/Khet

Province

Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

As the custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ซินเทค คอนสตรัคชั่น จำกัด (มหาชน) ("บริษัท")

being a shareholder of Syntec Construction Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of

shares

with the voting rights or

votes as follows:



หุ้นสามัญ

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

เสียง

ordinary share

shares

with the voting rights or

votes



หุ้นบุริมสิทธิ

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

เสียง

preferred share

shares

with the voting rights or

votes

(2) ขอมอบฉันทะให้

Hereby appoint



1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name

age

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

Road

Tambol/Khwaeng

Amphur/Khet

จังหวัด

รหัสไปรษณีย์

หรือ

Province

Postal Code

or



2. ดร.อริชัย รักธรรม _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Dr. Arichai Ractham

age

56 years,

residing at

82/85

ซอย

สวนผัก 11

ถนน

-

ตำบล/แขวง

ตลิ่งชัน

Soi

Suanphak 11

Road

-

Tambol/Khwaeng

Taling Chan

อำเภอ/เขต

ตลิ่งชัน

จังหวัด

กรุงเทพมหานคร

รหัสไปรษณีย์

10170 หรือ

Amphur/Khet

Taling Chan

Province

Bangkok

Postal Code

10170 or



3. นายชัยวัฒน์ อัครินทร์ทร _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Mr. Chaiwat Atrawintarakun

age

71 years,

residing at

427/76

ซอย

-

ถนน

สาธุประดิษฐ์

ตำบล/แขวง

ช่องนนทรี

Soi

-

Road

Sathu Pradit

Tambol/Khwaeng

Congnonsi

อำเภอ/เขต

ยานนาวา

จังหวัด

กรุงเทพมหานคร

รหัสไปรษณีย์

10120 หรือ

Amphur/Khet

Yannawa

Province

Bangkok

Postal Code

10120 or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10.00 น. ซึ่งเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น (E-AGM) ณ บริษัท ซินเทค คอนสตรัคชั่น จำกัด (มหาชน) สำนักงานใหญ่ ห้องประชุมชั้น 7 อาคารเอสเอสพี ทาวเวอร์ 1 เลขที่ 555/7-11 ซอยสุขุมวิท 63 (เอกมัย) ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กทม. 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for the Year 2023 on Friday, April 28, 2023 at 10.00 a.m., that meeting will be only held via Electronic Meeting (E-AGM) at SYNTEC Construction PCL. (Head Office) 7th floor, SSP Tower 1, 555/7-11, Sukhumvit 63 (Ekamai), Sukhumvit Rd., Klongtun Nue, Wattana, Bangkok 10110 or at any adjournment thereof.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant to the proxy holder the total number of shares held by me/us and have the right to vote.
- ☐ มอบฉันทะบางส่วนคือ
To grant to the proxy holder a part of :
- | | | |
|---|--|-------|
| <input type="checkbox"/> หุ้นสามัญ _____ | หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ _____ | เสียง |
| ordinary share | shares, and having the right to vote equal to | votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ _____ | หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ _____ | เสียง |
| preferred share | shares, and having the right to vote equal to | votes |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ | | เสียง |
| Total number of right to vote | | votes |

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่ 29 เมษายน 2565

Agenda No. 1 To consider approving the minutes of the AGM of Shareholders No.1/2022 held on 29 April 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปีที่ผ่านมา และรายงานประจำปี

Agenda No. 2 To acknowledge the Board of Directors' report of year 2022 operations and Annual Report.

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปี สิ้นสุด
วันที่ 31 ธันวาคม 2565

Agenda No. 3 To consider approving the Statements of financial position and the Statements of comprehensive income for the year ended 31 December 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

Agenda No. 4 To consider approving the Omitted dividend payment for the performance of the Year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 5 พิจารณาแต่งตั้งกรรมการใหม่แทนกรรมการที่ต้องออกจากตำแหน่งตามกำหนดวาระ
Agenda No. 5 To consider the election of directors to replace those retiring by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- ☐ การแต่งตั้งกรรมการทั้งชุด/ To elect directors as a whole

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล/ To elect each director individually

1. นายทวี กุลเลิศประเสริฐ

Mr. Tawee Kullertprasert

☐ เห็นด้วย/ Approve ☐ เห็นด้วย/ Approve ☐ เห็นด้วย/ Approve

2. นายไพศาล ตั้งยี่นง

Mr. Paisarn Tangyuenyong

☐ เห็นด้วย/ Approve ☐ เห็นด้วย/ Approve ☐ เห็นด้วย/ Approve

3. นางสาวเบญจวรรณ สิ้นคุณากร

Ms. Benjawan Sinkunakorn

☐ เห็นด้วย/ Approve ☐ เห็นด้วย/ Approve ☐ เห็นด้วย/ Approve

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda No. 6 To consider fixing of remuneration of the Directors for the year 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 7 พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda No. 7 To consider the appointment and fixing of remuneration of the Audits for the fiscal year 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 8 พิจารณาอนุมัติแก้ไขข้อบังคับบริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน)

Agenda No. 8 To consider and approving the amendment to Syntec Construction Public Company Limited's Articles of Association.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Other considering (if any)

- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Proxy Form C. shall be used only in case of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand.

- In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค.)

REGULAR CONTINUED PROXY FORM C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน)
Authorization on behalf of the Shareholder of Syntec Construction Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10.00 น. ซึ่งเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เพียงรูปแบบเดียวเท่านั้น (E-AGM) ณ บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน) สำนักงานใหญ่ ห้องประชุมชั้น 7 อาคารเอสเอสพี ทาวเวอร์ 1 เลขที่ตัง 555/7-11 ซอยสุขุมวิท 63 (เอกมัย) ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กทม. 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2023 on Friday, April 28, 2023 at 10.00 a.m., that meeting will be only held via Electronic Meeting (E-AGM) at SYNTEC Construction PCL. (Head Office) 7th floor, SSP Tower 1, 555/7-11, Sukhumvit 63 (Ekamai), Sukhumvit Rd., Klongtun Nue, Wattana, Bangkok 10110 or at any adjournment thereof.

วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) The Proxy must cast the votes in accordance with my following instructions:

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วาระที่ _____ เรื่อง _____
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)
Agenda **Re :** Election of Directors (continued)

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

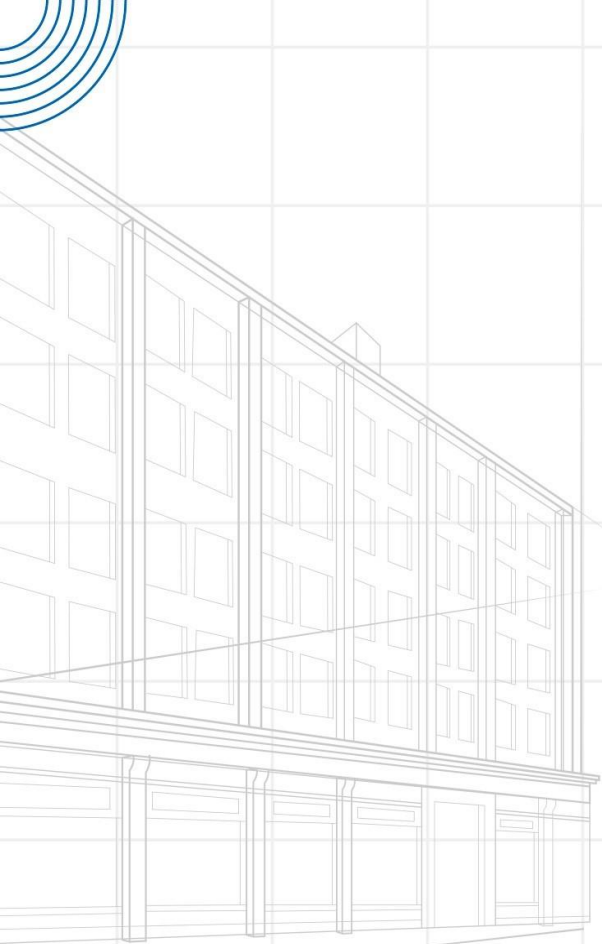
☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain

ชื่อกรรมการ _____
Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย /Disapprove ☐ งดออกเสียง/Abstain



Address of Head Office

Syntec Construction PCL., Head Office
SSP Tower Building
No. 555/7-11, Soi Sukhumvit 63 (Ekamai)
Sukhumvit Road, Klongton Nua Subdistrict,
Wattana District, Bangkok 10110

Please contact: Company Secretary Section, Investor Relation Section

Tel. +66-2026-2288 Ext. 1831-1832

Email: ir@synteccon.com

www.synteccon.com

