



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

No. SYNTEC/EX/005/2023

Date 5 March 2024

To: Shareholders of Syntec Construction Public Company Limited.

The Board of Directors of Syntec Construction Public Company Limited ("Company") has **resolved to hold the 2024 Annual General Meeting of Shareholders on Tuesday 30th April 2024 at 10:00 a.m., which is Hold meetings via electronic media in only one format (E-AGM)** in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2020 including other related regulations.

Designated Tuesday 26th March 2024, as a day for shareholders' rights (Record Date) to attend the 2024 Annual General Meeting of Shareholders and have the right to receive dividends. And dividend payment is scheduled for Friday 17th May 2024 by paying when approval has been received from annual general meeting of shareholders 2024.

Agenda 1: Consider certifying the minutes of the Company's Annual General Meeting of Shareholders for the year 2023.

Facts and Reasons : The company has provided the General Meeting of Shareholders No.1/2021 on 30 April 2021 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. 1/2023 of the company held on 28 April 2023.

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 for the year and Annual Report year 2023 (56-1 One Report).

Facts and Reasons: Results of operations of the Company for the year were presented in the 2023 Annual Report (56-1 One Report). (The details as according to the 2023 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 2023.

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 2023.

Facts and Reasons: The statements of financial position and comprehensive income for the year ended 31 December 2023 presented in the Annual Report has been verified and certified by the Auditor of the company. (The details as according to the 2023 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	2566	2565
Total Assets (MB.)	10,802	9,756
Total Liabilities (MB.)	4,967	3,938
Total Shareholders' Equity (MB.)	5,835	5,818
Total Revenues (MB.)	7,499	5,156
Total Expenses (MB.)	7,323	5,566
Net Profit (MB.)	179	(408)

*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.

Board's Opinion : Suitable for approved to the statements of financial position and comprehensive income for the year ended 31 December 2023, 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 dividend payment for the performance of the year 2023.

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.

On January 5, 2024, the Company has already paid the first interim dividend for the year 2023 from the operating results period between January 1 - September 30, 2023, paid from net profits. At the rate of 0.03 baht (three satang) per share, totaling 47,720,991.09 baht (forty-seven million, seven hundred twenty thousand, nine hundred and ninety-one baht, nine satang)

In this regard, the Company's operating results for the year 2023 ended only on December 31, 2023 as shown in the Company's separate financial statements for the 12-month period ending the accounting period from January 1 - December 31, 2023 in the past year. The company has a total profit from operating

results of 248,788,626 baht and a retained profit according to the separate financial statements of 3,891,684,331. Therefore, the board of directors Therefore, it was resolved to present it to the general meeting of shareholders. To consider and approve the payment of dividends for the company's operating results for the 12-month period from 1 January - 31 December 2023 to shareholders. 1,590,957,300 shares¹ (one thousand five hundred ninety million nine hundred fifty seven thousand three hundred shares) at the rate of 0.03 baht (three satang) per share, equivalent to the total amount 47,720,991.09 baht

Board's opinion : Agreed that the shareholders' meeting should consider and approve the payment of dividends. For the company's operating results for the year 2023, because the company has operating results and is profitable.

Vote : Must be approved by a majority vote of the shareholders attending the meeting and have the right 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. Somchai Sirilertpanich (2) Ms. Amsana Maunkoncharoen(3) Dr.Arichai Rakdham 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. Somchai Sirilertpanich (2) Ms. Amsana Maunkoncharoen(3) Dr.Arichai Rakdham to continue their offices. The 4 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 202 between 1 September 2023 to 30 November 2023. There were no shareholders nominating the appropriate people 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. Somchai Sirilertpanich (2) Ms. Amsana Maunkoncharoen(3) Dr.Arichai Rakdham, 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 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 2024.

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 2024, 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 18,000bath/people/meeting, this meeting allowance does not change from the meeting allowance of 2023.

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 not change of 2023.

Vote: Must be approved by a vote of not less than two 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 2024.

Facts and reasons : The Audit Committee has a process to consider selecting auditors for the fiscal year 2022 and proposes to the Board of Directors to consider presenting to the shareholder meeting to consider appointing 9 auditors, including Mr. Komin. Lin Prachaya, Certified Public Accountant No. 3675 and/or Mr. Jesada Hangsapruet, Certified Public Accountant No. 3759 and/or Mr. Wichian Prungpanich, Certified Public Accountant No. 5851 and/or Ms. Kochamon Sun Huan, certified public accountant with registration number 11536 and/or other certified public accountants assigned by Karin Audit Co., Ltd., is also the auditor of the company and its subsidiaries.

As for the subsidiary company, please nominate additional auditors as follows: Ms. Kanita Sawangwong, Certified Public Accountant No. 14943 and/or Ms. Arunrat. Saenprasertsuk Certified Public Accountant No. 14348 Ms. Panita Wijitsarat, Certified Public Accountant No. 14937 and/or Mr. Kittipat Saelo, Certified Public Accountant No. 14659 and/or Mr. Phat Chanon Chuset, Certified Public Accountant No. 14660 Because I saw that Karin Audit Company Limited has been certified by the Securities and Exchange Commission. Experienced in auditing companies listed on the Stock Exchange of Thailand. and has experience in auditing companies for 6 years, which will be useful in continually adjusting new accounting standards. Have good working standards Has professional expertise and is independent This will allow you to perform your duties very well. Effective

These 9 auditors as well as Karin Audit Co., Ltd. do not have any relationship that may cause a conflict of interest with the company. and has determined the remuneration for the auditors At a price in accordance with the market price of 4,031,250 baht, with the said compensation increasing from the annual compensation for

2022 (for auditor information And a comparison of auditor compensation in 2023 and 2024 appears in Attachment 4).

Opinion of the Board : Agreed according to the Audit Committee. The shareholder meeting will consider appointing 18 auditors, including Mr. Komin Linprachaya, Certified Public Accountant No. 3675 and/or Mr. Jesada Hangsapruak, Certified Public Accountant No. 3759 and/or Mr. Wichian Prungpanich, Certified Public Accountant No. 5851 and/or Ms. Kochamon Soonhuan, Certified Public Accountant No. 11536 and/or other certified public accountants assigned by Karin Audit Company Limited as Auditor of the company and subsidiaries as well

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Voting :Must be approved by a majority vote of the shareholders attending the meeting and have the right to vote

Agenda 8: Other considering (If any)

Facts and Reasons: This agenda is designated so that shareholders can raise queries and/or express comments to the Board of directors and/or request the Board of directors 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 2024 through SYNTEC's website (www.synteccon.com) and the SET's website (www.set.or.th) from 1 September 2023 to 30 November 2023.

The company would like to inform that "No shareholders wish to propose matters to be included in the meeting agenda and/or

Nomination of persons suitable to be considered for election as company directors Including sending questions in advance for the 2024 Annual General Meeting of Shareholders," and the company has already notified the results to the Stock Exchange and the Company's website on 1 December, 2023.

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.

The Company has determined the names of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders of the Company. On 26 March, 2024 (Record Date), they will have the right to attend the 2024 Annual General Meeting of Shareholders. The Company has published this invitation to the 2024 Annual General Meeting of Shareholders along with supporting documents for the meeting agenda and forms. The proxy form is posted on the company's website at www.synteccon.com Main topics of investor news Shareholder meeting subtopics Or if it is not convenient, you can contact via E-mail: Companysecretary@synteccon.com

We would like to invite shareholders to attend the Annual General Meeting of Shareholders via electronic media (E-AGM) on the date and time as specified on the first page of this meeting invitation letter. The company will open the system to prepare for the meeting starting at 9:00 a.m.

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 (attachment 9). 7

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.1/2024 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 (attachment 9). Shareholders must submit the registration via weblink form QR code for shareholder to attend the E-AGM and identification documents to the Company by 26 April, 2024.

Yours Sincerely,



(Mr. Somchai Sirilertpanich)

Chief Executive Officer

Syntec Construction Public Company Limited

Contact the coordinator: Miss Vaethanee Sukkul, Company Secretary Tel 0-2026-2288 or companysecretary@synteccon.com