



# Charoong Thai Wire & Cable Plc.

บริษัท จรุงไทย ไวร์แอนด์เคเบิล จำกัด (มหาชน)

**Invitation to the Extraordinary General Meeting of Shareholders No.1/2025**

**On Friday, 3<sup>rd</sup> October, 2025 at 2.30 p.m.**

**Via Electronic Means (E-EGM)**

(Contact channels)

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(เลขที่ 589/71 อาคารเซ็นทรัลซิตี ทาวเวอร์ ชั้น 12 ถนนเทพรัตน แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260 โทร. (662) 745-6118-30 โทรสาร (662) 745-6131-2)

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(Translation)

CTW 016/2025

September 18, 2025

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

To : The Shareholders of Charoong Thai Wire and Cable Public Company Limited

- Attachments :
1. Copy of the Minutes of the Annual General Meeting of Shareholders for 2025
  2. Profiles of the Nominated Director
  3. Profiles of Independent Directors for Proxy Case
  4. The Company's Articles of Association concerning the Shareholders Meeting
  5. Guidelines for Attending the EGM No. 1/2025 via Electronic Means (E-EGM) and the Appointment of Proxy
  6. QR Code Downloading Procedures for the documents regarding the Extraordinary General Meeting of Shareholders No. 1/2025
  7. Registration Form for Attending the EGM via Electronic Means (E-EGM)
  8. Proxy Form B

The Board of Directors of Charoong Thai Wire and Cable Public Company Limited passed the resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2025 on Friday, 3<sup>rd</sup> October 2025, at 2.30 p.m. via Electronic Means (E-EGM), to consider the following agendas:

**Agenda 1. To consider and certify the minutes of the Annual General Meeting of Shareholders for 2025.**

**Objective and Reason:** The Company held the Annual General Meeting of Shareholders for 2025 on 22 April 2025, and the minutes of the meeting, as shown in Attachment No. 1, were recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws and were posted on the Company's website ([www.ctw.co.th](http://www.ctw.co.th)) on 25 April 2025.

**Board of Directors' Opinion:** It is considered appropriate for the meeting of shareholders to certify the Minutes of the Annual General Meeting of Shareholders for 2025 which were certified by the Board of Directors who viewed that the Minutes were correctly recorded according to the resolutions of the meeting of shareholders.

**Agenda 2. To consider and approve the increase in the number of directors by one position and the appointment of a company director.**

**Objective and Reason :** According to the present, competition in the electric wire and cable market has intensified. To enhance the Company's corporate governance and to increase the diversity of the composition of the Board of Directors, it was deemed appropriate to propose that the Meeting approve an increase in the number of directors by 1 position from 10 to 11.

The Nomination and Compensation Committee, having considered in accordance with the Company's established nomination criteria and procedures, it was deemed appropriate to proposed to appoint Mr. Supachai Phanyawattano as an additional Director of the Company and proposed to appoint him as an Independent Director.

The nominee possesses extensive knowledge, skills, experience and expertise, which will be beneficial to the company's operations. He also meets all qualifications and has no prohibited characteristics under applicable laws and regulations and is capable of providing independent opinions in accordance with relevant criteria. The Board has considered and is of the view that the person nominated to be an Independent Director meets all qualifications in accordance with





the laws and regulations concerning Independent Directors. The Company's definition of an Independent Director is consistent with the criteria prescribed by the Capital Market Supervisory Board.

A summarized profile of the nominated director is shown in Attachment No. 2.

In addition, the above nominated does not hold any position as a director or management in other businesses with potential conflicts of interest or operate a business in competition with that of the Company. The nominee has undergone a careful and thorough screening process conducted by the Board of Directors, confirming that he possesses qualifications suitable for the Company's business operations. However, the Company did not have policy to invite the Company's shareholders to propose candidates to be elected as the Company's director to the Board of Directors or the Nomination and Compensation Committee.

**Board of Directors' Opinion:** It is considered appropriate for the meeting of shareholders to approve an increase in the number of directors by 1 position from 10 to 11 and proposed to appoint Mr. Supachai Phanyawattano possesses extensive knowledge, skills, experience and expertise, which will be beneficial to the company's operations as an Director of the Company and proposed to appoint him as an Independent Director in accordance with the proposal of the Nomination and Compensation Committee

### Agenda 3. To consider any other issues (if any)

All shareholders are hereby invited to attend the Extraordinary General Meeting of Shareholders No. 1/2025 via Electronic Means (E-EGM) at the date and time as mentioned above. The E-EGM will be started at 2.30 p.m. If the shareholders intend to attend the E-EGM, the shareholders or proxies shall send the registration form for attending the E-EGM, details in Attachment No.7 and identification documents as details in the notice to the meeting to the Company by September 29, 2025 at email: [nupun@ctw.co.th](mailto:nupun@ctw.co.th) or [admin.dept@ctw.co.th](mailto:admin.dept@ctw.co.th). Once the Company has verified the name of the shareholders at the Record Date on August 27, 2025 the Company shall send "Username" and "Password" in order to log in to the meeting control system for the E-EGM of OJ International Co., Ltd., which is the meeting control system provider which has been certified by the Electronic Transactions Development Agency, to the shareholders via the email that was given to the Company. If the shareholders are inconvenient to attend the E-EGM, the shareholders can appoint the independent director of the Company to attend the E-EGM on their behalf. In this respect, the details and guidelines for attending the EGM via Electronic Means (E-EGM) are specified in Attachment No. 5.

Your sincerely,

Charoong Thai Wire and Cable Public Company Limited

Thanapon T.

(Mr. Thanapon Tungjai)

Company Secretary

by the Order of the Board of Directors

(-Translation-)

**Charoong Thai Wire and Cable Public Company Limited**  
**Minutes of the Annual General Meeting of Shareholders for 2025**  
**via Electronic Means (E-AGM)**  
**Live broadcast at the Company's Head Office, Central City Tower, 12A<sup>th</sup> Floor,**  
**589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok**  
**Tuesday, April 22, 2025 at 2.30 p.m.**

.....

Mr. Sun Tao-Heng, Executive Vice-Chairman, acted as Chairman of the Meeting.

Mr. Bandhit Tanchavalit, Company Secretary, informed that the Meeting was convened via Electronic Means (E-AGM) according to the criteria specified in the relevant laws and regulations regarding the meeting via electronic means in this year. On the day of the Meeting, there were 15 shareholders present in person via Electronic Means and 28 proxies or a total of 43 persons attending the Meeting, counting 288,116,606 shares, representing 72.4082 % of the total 397,906,284 issued and paid-up shares, exceeding one-third of the total number of shares sold. A quorum was constituted in accordance with the Company's Articles of Association. In this regard, the Company recorded the Meeting in video format in order to release it to the shareholder to rewatch later.

The Chairman declared the Meeting open and assigned the Company Secretary to explain the details and meeting procedures to the Meeting. The Company Secretary then introduced to the Meeting the Directors, the Company's Management and the Auditors. These persons were as follows:

Directors attending the Meeting: 8 of 10 persons (representing 80% of the total number of directors)

The following Directors attending the Meeting in person:

- |                              |   |
|------------------------------|---|
| 1. Mr. Sun Tao-Heng          | Director and Executive Vice-Chairman  |
| 2. Mr. Shih-Hao Chiu         | Director and Managing Director  |
| 3. Mr. Pornwut Sarasin       | Independent Director  |
| 4. Mr. Thongchai Chasawath   | Independent Director and Audit Committee Member   |
| 5. Mrs. Sununtha Phaengsook  | Director, Member of the Nomination and Compensation Committee and Deputy Managing Director, Finance             |
| 6. Mr. Sai Wah Simon Suen    | Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Compensation Committee |
| 7. Mr. Lee Michael Chao-Chun | Director  |

The following Directors attending the Meeting via Electronic Devices:

- |                       |          |
|-----------------------|----------|
| 8. Mr. Yuan Chun-Tang | Director |
|-----------------------|----------|

Directors absent at the Meeting

- |                          |   |
|--------------------------|---|
| 1. Mr. Chai Sophonpanich | Chairman  |
| 2. Mr. Steven Suey Ku    | Independent Director and Audit Committee Member |

The Company's Management attending the Meeting: 3 persons

- |                          |   |
|--------------------------|---|
| 1. Mr. Tanasit Aungkasi  | Deputy Managing Director, Sales and Marketing |
| 2. Mrs. Apanut Wongjarit | Asst. Managing Director, Accounting           |



3. Mr. Bandhit Tanchavalit

Asst. Managing Director, Siam Pacific Electric  
Wire and Cable Co., Ltd., CTW's 100% subsidiary

Auditors from EY Office Limited attending the Meeting via Electronic Devices : 2  
persons

1. Mr. Napop Thanawitchayakarn
2. Ms. Natiwan Suwanrungrueng

The Company Secretary explained to the shareholders regarding the governing rules of shareholder meetings and procedures of voting as follows:

- 1) In voting at the shareholders meeting, will ask for a resolution on an agenda, a shareholder shall have the voting rights equal to the number of shares held which one share would have one vote.
- 2) The Meeting would consider each item of the agenda in the order as shown in the meeting invitation letter. The shareholders were given a chance to ask questions and comment on any issues related to each agenda, by typing a message in the textbox and clicking on send button.
- 3) After the Company answers the question and announces the voting result of each agenda, it shall be deemed that voted casting of such agenda is concluded.
- 4) For the agenda regarding the election of directors, shareholders are required to cast their votes for the election of each director.
- 5) In case self-attending shareholders may cast their vote in each agenda by clicking the voting section either "approve", "disapprove", or "abstain". The Company provided approximately 1 minute to cast the vote during the period that the casting of vote is opened for each agenda. For shareholders who do not vote in any agenda, the system will automatically count their vote as "approve".
- 6) The shareholders who authorized their proxies to the Independent Directors and the shareholders who cast votes in advance, the Company shall cash votes of approval, disapproval or abstention on each agenda according to their requisition.
- 7) A shareholder who has interest in any agenda shall have no right to vote on such agenda.
- 8) In the vote-counting process, a resolution will require a majority of votes at the Meeting, except for the agenda concerning the remuneration of directors that must be approved with the votes of not less than two-thirds of all votes from shareholders who are present at the Meeting and have the right to vote.

In addition, the Company Secretary informed the Meeting that the Company is not yet a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), but the Company has established the Anti-Corruption Policy. And the parent company of the Company is the listed company on the New York Stock Exchange, USA, which has the strict rules regarding anti-corruption that the Company must comply with such rules.

In case where question submitted or comment given was irrelevant to the agenda being considered, please submit such question or comment during the agenda for other business towards the end of the Meeting in order for the Meeting would be well proceeded.

The shareholders acknowledged the procedures of voting, the Chairman then assigned Mr. Bandhit Tanchavalit, Company Secretary, to conduct the Meeting in accordance with the Company's Articles of Association and the specified agenda respectively as follows:

**Agenda 1. To acknowledge the Minutes of the Annual General Meeting of Shareholders for 2024**

Mr. Bandhit Tanchavalit, Company Secretary, requested the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for 2024 held on April 25, 2024, copies of which had been distributed to the shareholders together with the invitation letter for this Meeting. After consideration, the Board of Directors deemed that the said Minutes have been correctly contained the resolution of the meeting of shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time frame prescribed by the laws.

The Company Secretary invited the shareholders to ask the questions or make comments. There was no inquiry.

The Meeting acknowledged such the Minutes of the Annual General Meeting of Shareholders for 2024, as proposed by the Company Secretary.

**Agenda 2. To acknowledge the Company's operating results and the Board of Directors' Report for 2024**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, reported the summary of operating results of the Company and its subsidiaries based on the consolidated financial statements for the year 2024 as follows:

	(Million Baht)		
Total Assets	5,603	Decreased by	8.18%
Total Liabilities	1,682	Decreased by	26.20%
Equity attributable CTW's Shareholders	3,922	Increased by	2.63%
Income from Sales	6,061	Increased by	4.67%
Cost of Sales	5,636	Increased by	0.98%
Selling and Distribution Expenses	69	Increased by	7.72%
Administrative Expenses	179	Increased by	15.21%
Impairment loss on financial assets	153	Increased by	1,430.04%
Finance Cost	46	Decreased by	19.69%
Profit attributable to CTW	103	Profit increased by	175.10%
		<u>Year 2024</u>	<u>Year 2023</u>
Gross Profit Margin (%)		7.00	3.60
Net Profit (Loss) Margin (%)		1.69	(2.36)

The Company and subsidiaries had net profit of Baht 103.28 million, profit increasing by Baht 240.80 million or 175.10% compared with net loss of Baht 137.52 million in 2023.

There were details as appeared in the Annual Registration Statement/Annual Report for 2024(Form 56-1 One Report), copies of which have already been distributed to the shareholders in QR Code format.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the Company's operating results for 2024, if any. There was no inquiry.

The Meeting acknowledged such the Company's operating results and the Board of Directors' Report for 2024.

**Agenda 3. To consider and approve the Company's Balance Sheets and Income statements for the year ended 31 December 2024**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, proposed the Meeting to consider and approve the Balance Sheets, Income Statements and Cash Flow Statements for the year ended 31 December 2024, which were audited and certified by Ms. Krongkaew Limkittikul, Certified Public Accountant No.5874 and reviewed by the Audit Committee, details as shown in the Annual Registration Statement/Annual Report for 2024 (Form 56-1 One Report) which were distributed to all shareholders.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the Statements of Financial Position and Income Statements for the year 2024. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting then made its consideration and resolved to approve the Balance Sheets, Income Statements and Cash Flow Statements for the year ended 31 December 2024, as presented by the Company Secretary with the number of votes as follows:

Approved	288,116,606	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	-	votes	Equivalent to	-
Void	-	votes	Equivalent to	-

**Agenda 4. To consider and approve the allocation of net profit for 2024's operating results.**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, stated to the Meeting that the Company has a dividend payment policy to allocate not less than 25 percent of net profit based on the separate financial statements as of the end of the year after deducting the legal reserve and the Board of Directors shall propose that the meeting of shareholders to consider and approve. Whenever there is payment of dividend, the Company shall allocate not less than 5 percent of the annual net profit, less the accumulated losses (if any), as a legal reserve to the extent that the legal reserve is equal to at least 10 percent of its registered capital.

The Company had profit of Baht 27,430,329 based on the separate financial statements for the year 2024's operating results and had no accumulated losses, details were summarized as follows:

(Unit : Million Baht)

Unappropriated retained earnings as at 1 January 2024			67.95
Plus	: Profit for the year 2024	27.43	
	Other comprehensive income for the year 2024	(6.59)	
Total comprehensive income for the year 2024			<u>20.84</u>
Unappropriated retained earnings, balance as at 31 December 2024			<u>88.79</u>

Hence, the Meeting is requested to consider the allocation of net profit as follows:



- No legal reserve allocation because the Company's legal reserve has reached the amount required by the laws.
- Dividend payment in respect of the year 2024 profit for 397,906,284 shares at the rate of Baht 0.05 per share, totaling Baht 19.90 million to the shareholders. The record date for the shareholders who has the right to receive the dividend will be on March 11, 2025. The dividend will be paid on May 16, 2025.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the dividend payment for 2024's operating results.

The Meeting made its consideration and resolved not to allocate the net profit as the legal reserve because the Company's legal reserve has fully been set aside and to approve the dividend payment of Baht 0.05 per share to 397,906,284 qualified shares, totaling Baht 19.90 Million. The dividend payment is scheduled to be paid on May 16, 2025, with the number of votes as follows:

Approved	288,116,606	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	-	votes	Equivalent to	-
Void	-	votes	Equivalent to	-

#### **Agenda 5. To consider and approve the remuneration to directors and staffs for 2024**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, to stated that the Board of Directors, on the recommendation of the Nomination and Compensation Committee, proposed the shareholders meeting to consider and approve the payment of remuneration to directors and staffs for the year 2024 according to the Company's Articles of Association, at the rate of 0.298% of net sales based on the separate financial statements, which were Baht 3,083,607,030 or equal to the amount of Baht 9.18 million, by allocating to the directors at one-third and the staffs at two-third as follows:

Remuneration to directors	Baht 3.06 million
Remuneration to staffs	Baht 6.12 million

The Company Secretary invited the shareholders to comment or ask the questions regarding the payment of remuneration to directors and staffs for 2024.

The Meeting made its consideration and resolved to approve the payment of the remuneration to directors and staffs for the year 2024 as proposed by the Board of Directors with the number of votes as follows:

Approved	288,116,606	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	-	votes	Equivalent to	-
Void	-	votes	Equivalent to	-

#### **Agenda 6. To consider and fix the meeting allowance to directors for 2025.**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, to report to the Meeting that the Board of Directors, on the recommendation of the Nomination and Compensation Committee which considered the meeting allowance by comparison with the other companies in the same industry. Therefore, it was deemed appropriate to propose that the meeting of shareholders to consider and fix the meeting allowance for the year 2025 for directors and the Board Committee members who only present at the meeting, to remain at the same rate as that of the previous year, as follows:

1. The Board of Directors :
  - Chairman Baht 50,000/meeting
  - Other directors Baht 40,000/meeting
2. The Audit Committee:
  - Chairman Baht 40,000/meeting
  - Other members Baht 30,000/meeting
3. The Nomination and Compensation Committee:
  - Chairman Baht 40,000/year
  - Other members Baht 30,000/year

There were no the monthly remuneration and other benefits (non-monetary) for the directors.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the determination of the meeting allowance to directors for the year 2025. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to fix the meeting allowance to directors for 2025 as proposed by the Board of Directors with the number of votes as follows:

Approved	288,116,606	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	-	votes	Equivalent to	-
Void	-	votes	Equivalent to	-

**Agenda 7. To consider and elect directors in replacement of those who are retired by rotation.**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, to stated that according to Article 17 of the Company's Articles of Association, one-third of the directors shall be retired at every annual general meeting of shareholders. At the 2025 Annual General Meeting of Shareholders, three directors must be retired by rotation, namely:

- 1) Mr. Sun Tao-Heng Executive Vice-chairman (Authorized director)
- 2) Mr. Shih-Hao Chiu Managing Director (Authorized director)
- 3) Mr. Yuan Chun-Tang Director

The Board of Directors, excluding the three nominated directors, concurred with the proposal of the Nomination and Compensation Committee and deemed that the above retiring directors have suitably qualification, with no disqualification pursuant to any relevant laws or regulations. They also have eminent individual with expertise in the business administration, the knowledge and capability that will benefit the Company's business. Therefore, it was deemed appropriate to propose the shareholders meeting to re-elect the said three retiring directors, namely; 1) Mr. Sun Tao-Heng, 2) Mr. Shih-Hao Chiu and 3) Mr. Yuan Chun-Tang to retain their offices for another term.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the election of directors in replacement of those who are retired by rotation. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to re-elect the said three retiring directors to retain their offices for another term with the number of votes for an individual director as follows:

	Director	Approved		Disapproved		Abstained		Void	
		Votes	%	Votes	%	Votes	%	Votes	%
1	Mr. Sun Tao-Heng	283,443,146	98.3779	-	-	4,673,460	1.6221	-	-
2	Mr. Shih-Hao Chiu	288,116,606	100.0000	-	-	-	-	-	-
3	Mr. Yuan Chun-Tang	287,041,762	99.6269	-	-	1,074,844	0.3731	-	-

#### **Agenda 8. To consider and appoint the auditors and fix the audit fee for 2025.**

The Chairman assigned Mr. Bandhit Tanchavalit, Company Secretary, to report to the Meeting that the auditors of EY Office Limited have high professional standards and satisfactory performance, the Board of Directors agreed with the Audit Committee to propose the meeting of shareholders to appoint the auditors of EY Office Limited to be the Company's auditors for the year 2025 with the annual audit fee of the Company amounted to Baht 2,580,000 which was equal to that of the previous year and the annual audit fee of its 4 subsidiaries amounted to Baht 2,300,000 which was equal to that of the previous year.

None of the auditors provide other services; details are presented in the subject "Audit Fee" of the Annual Registration Statement/Annual Report for 2024 (Form 56-1 One Report). The proposed auditors to be appointed were as follows:

1. Ms.Krongkaew Limkittikul      Certified Public Accountant Registration No.5874 or
2. Mr.Chatchai Kasemsrithanawat      Certified Public Accountant Registration No.5813 or
3. Mr.Natthawut Santipet      Certified Public Accountant Registration No.5730

The above proposed auditors and EY Office Limited do not have any relationship and/or interest with the Company/its subsidiaries/its management/its major shareholders of related persons of those.

In the event that auditor is unable to perform its duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in its place.

With regards to the Company's 4 subsidiaries which are incorporated in Thailand, they appoint Ms.Krongkaew Limkittikul, Certified Public Accountant Registration No. 5874 of EY Office Limited to be the auditor for the year 2025.

The Company will propose Ms. Krongkaew Limkittikul to be the auditor who signs the audit report on the Company's financial statements for the year 2025 since she is also the auditor of subsidiaries. She will begin to perform duties, express an opinion and signs the audit report on the Company's financial statements from the year 2003 onwards.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the appointment of the auditors and determination of the audit fee for 2025. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to appoint Ms.Krongkaew Limkittikul, Certified Public Accountant Registration No.5874, or Mr.Chatchai Kasemsrithanawat Certified Public Accountant Registration No.5813 or Mr.Natthawut Santipet Certified Public Accountant



Registration No.5730, of EY Office Limited to be the Company's auditors for the year 2025 with the annual audit fee of Baht 2,580,000. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. The Meeting also acknowledged the appointment of auditors and the annual audit fee of the Company's 4 subsidiaries of Baht 2,300,000 with the number of votes as follows:

Approved	288,116,606	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	-	votes	Equivalent to	-
Void	-	votes	Equivalent to	-


**Agenda 9. To consider other issues.**

The Company Secretary invited the shareholders to ask the questions or make comments, if any.

There were no more questions raised

The Chairman thanked the shareholders, who had devoted their time to attend the Meeting and approve the matters proposed by the Board of Directors, and closed the Meeting.

The Meeting was adjourned at 3.15 p.m.

Signed                                          Chairman of the Meeting  
(Mr. Sun Tao-Heng)

### The summarized profile of the nominated directors



**Name-Surname** : Mr. Supachai Phanyawattano  
**Position in the Company** : Independent Director  
**Age** : 63 Years  
**Nationality** : Thai  
**Education** : Master of Management,  
Sasin Graduate Institute of Business Administration,  
Chulalongkorn University.  
**Training Courses of Directors** : Director Certification Program (DAP 217/2024)  
**Other Training** : Completed all in-house courses required by EY Office  
Limited including Auditing, Accounting, Tax, IT, Ethics,  
Internal control, Soft skills, Sustainability and Fraud  
**CTW Shareholding** : - None -

#### **Position in other businesses with potential conflicts of interest**

: There is no position as director / executive in such business.

#### **Position in other Organization (Non-Listed Companies)**

: There is no position as director / executive in such business.

#### **Position in other Listed Companies**

: - Y.S.S. (Thailand) Public Company Limited Director,  
Independent Director, Member of the Audit Committee  
- Sri Trang Gloves (Thailand) Public Company Limited,  
Independent Director, Member of the Audit Committee

#### **Professional Experience :**

Period	Position	Company
2000-2023	Audit Partner	EY Office Limited
1992-1999	Audit Manager	EY Office Limited
1989-1991	Consulting Manager	EY Office Limited
1989	Forming IT audit team in Thailand	EY Office Limited
1988	Secondee IT audit in Singapore	EY Office Limited
1983-1988	Audit Assistance and Audit Senior	EY Office Limited

**Profiles of Independent Directors for Proxy Case**

- 1. Name-Surname** : **Mr. Sai Wah Simon Suen**  
**Position in the Company** : Independent Director, Chairman of Audit Committee, and Chairman of the Nomination and Compensation Committee  
**Age** : 65 Years  
**Nationality** : British  
**Address** : 39 Somerset Park Suanplu, South Sathorn Road  
Yannawa, Sathorn, Bangkok 10120  
**Education** : MBA, Finance Major, University of Hawaii, USA  
**CTW Shareholding** : - None -  
**Presence/absence of Conflicts of Interest** : - None -  
**in every agenda, proposed in this meeting**
- 2. Name-Surname** : **Mr. Thongchai Chasawath**  
**Position in the Company** : Independent Director and Member of the Audit Committee  
**Age** : 64 Years  
**Nationality** : Thai  
**Address** : 158/177 Phaya Thai Rd., Thung Phaya Thai, Rajdhevee  
Bangkok 10400  
**Education** : BA (Bachelor of Arts), Chulalongkorn University  
**CTW Shareholding** : - None -  
**Presence/absence of Conflicts of Interest** : - None -  
**in every agenda, proposed in this meeting**
- 3. Name-Surname** : **Mr. Pornwut Sarasin**  
**Position in the Company** : Independent Director  
**Age** : 65 Years  
**Nationality** : Thai  
**Address** : 122 Sala Daeng Road, Silom, Bangrak, Bangkok 10500  
**Education** : MBA, Pepperdine University, USA  
**CTW Shareholding** : - None -  
**Presence/absence of Conflicts of Interest** : - None -  
**in every agenda, proposed in this meeting**



**Charoong Thai Wire & Cable Public Company Limited**  
**Articles of Association concerning the Shareholders' Meeting**

**Chapter 4 : Board of Directors**

- Article 15.** The Directors of the company shall be not less than 5 persons appointed by the general meeting. And not less than half of the Directors must have domicile in Thai Kingdom.
- Article 16.** In voting to elect the Directors, it is deemed that every shareholder has 1 vote per 1 share.
- Article 17.** At the annual general meeting, the Directors shall retired by one-third. If the Directors are not divisible by three, the number of Directors retiring shall be the nearest one-third.
- Article 19.** In the case that the Director is vacant by other cause, except by rotation, the Board of Directors shall appoint a qualified person whom is not prohibited by the law of public company in his stead in the next meeting of the Board of Directors. Except the leaving Directors has the time to retain in his office less than 2 months.
- The resolution of the Board of Directors in the first paragraph must have the vote not less than three-fourth of the remaining Directors.
- Person to be instead as Director in the first paragraph shall retain his office during such time only as vacating Director was entitled to retain the same.
- Article 20.** The general meeting may put a resolution to remove any director before the retirement by rotation with a majority vote of not less than three-fourth of the participating shareholders whom are eligible to vote, and their total shares must not less than half of the shares held, and they are eligible to vote.
- Article 29.** The Directors are rightful to receive the remuneration from the company either in the form of salary, reward, meeting fee, pension, bonus other benefit, according to the Articles of Association or fixed by the general meeting that may be a constant amount or set a criteria and fix it at each time, or to set it to be effective until the change. Besides, they may get allowance and various welfare according to the regulation of the company.
- The content in the first paragraph must not wave the right of the employee of the company whom are appointed to be the director of the company in receiving remuneration and/or benefit as an employee of the company.

**Chapter 5 : Shareholders' Meeting**

- Article 31.** There are 2 kinds of general meeting:
- (a) Annual General Meeting to be held once a year within 4 months from the day end of the account fiscal year of the company.
  - (b) Extraordinary General Meeting. The Board of Directors are rightful to summon a meeting at any time or when there are one or more shareholders whom hold not less than one-tenth of the total number of shares sold may at any time request in writing to the Board of Directors to call for an Extraordinary General Meeting. But they must mention the subject and reason to call the meeting in such letter. In such case, the Board of Directors must arrange the extraordinary general meeting within 45 days from the day that they have received the letter from the shareholders.
- In case the Board of Directors does not hold the meeting within the period set out in the first paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call the meeting within 45 days from the completion of the period set out in the first paragraph. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law. In this case, such meeting shall be considered as the shareholders' meeting called by the Board of Directors and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.

In the case that the quorum of the meeting convened as requested by shareholders under the second paragraph cannot be formed as required by Article 33, the shareholders under the second paragraph shall be collectively responsible to the Company for any expenses arising from such meeting.

**Article 32.** In calling to attend the general meeting, the Board of Directors must make in writing, specify the place, day, time, agenda, and the matters that must be proposed to the meeting with proper detail by mention clearly the matters to be proposed for approval or for consideration, as the case may be, including the opinion of the Board of Directors in such matters, and send to the shareholder and the registrar not less than 7 days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper for at least 3 consecutive days and not less than 3 days prior to the meeting date. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.

The shareholders' meeting may be held via electronic means.

In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.

**Article 33.** At the general meeting of shareholders, there shall be shareholders and proxies (if any) attending not less than 25 persons, or not less than half of the total shareholders. And hold the total shares not less than one-third of the total distributed shares to constitute a quorum.

If within an hour from the time appointed for the general meeting, the quorum fixed is not present. If the general meeting was summoned upon the requisition, such meeting dissolved. If the general meeting had not been summoned upon the requisition of shareholders, another general meeting shall be summoned and send the appointment for meeting to the shareholders not less than 7 days before the meeting. And at such meeting, no quorum shall be necessary.

**Article 34.** The resolution of the general meeting is based on the following votes.

- (1) In normal case, voting for a resolution shall be based upon majority vote. In case of a tie in vote, the Chairman of the meeting shall have another vote as a casting vote.
- (2) In the following cases, voting for a resolution shall be based upon three-fourth of the total vote of the shareholders whom attend the meeting and are eligible to vote.
  - (a) Sell or transfer the activity of the company entirely or the important part to other.
  - (b) Buy or accept the transfer of the activity of company, or other private company to be the property of this company.
  - (c) Prepare, change, or terminate the lease of whole or the important part of the activity of company. Authorize other person to manage the business of this company. Or to join with other person with an objective to share profit and loss.

**Article 35.** At every meeting, the Chairman shall act as Chairman of the meeting. If the Chairman cannot attend the meeting, the Executive Vice-Chairman shall act instead, and if the Executive Vice-Chairman cannot attend the meeting, the meeting shall elect one Director from those present to act as Chairman of the meeting.

**Article 36.** An annual ordinary general meeting must transact the following matters:

- (1) Consider the report of the Board of Directors concerning the operation of the company in past year.
- (2) Consider to accept balance sheet, profit and loss account.
- (3) Consider to appropriation of profit (if any).
- (4) Appoint Directors to replace the Directors whom are retired by rotation.
- (5) Appoint auditor and fix the audit fee.
- (6) Other matters.

## Chapter 7 : Appropriation of Profit and Remuneration Payment

**Article 41.** Dividend shall not be paid from other money apart from profit. If the company sustain and accumulated loss, the dividend shall not be paid.

Appropriation of dividend shall be according to number of share equally.

The Board of Directors may pay out transitory dividend to the shareholders from time to time when it appears that the company has profit to do such, and report to the next general meeting.

The payment of such dividend must be made within 1 month from the resolution of the general meeting or from the Board of Director, as the case may be. This must be notified in writing to the shareholder and to be announced in the newspaper.

**Article 42.** Whenever there is payment of dividend the company shall appropriate money as reserve of at least 5% of net profit for the year of the company less accumulated until that reserve is 10% of the registered capital.

**Article 43.** A resolution shall be issued at the Meeting of Shareholders for paying gratuity, remuneration or special rewards to directors, staff or employee every year at a total rate of not more than 3 per cent of total sales volume, with allocations in favor of directors at one-third and in favor of staff or employees at two-third.

Regarding gratuity for staff or employees, the directors may make consideration at a meeting for disbursement as appropriate, for the time being.

### **Chapter 8 : Addendum**

**Article 47** In the event that the Company or the Board of Directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E 2535 (1992) (including any amendments thereto) to the director, shareholders or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the Board of Directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.



## **Guidelines for Attending the EGM via Electronic Means (E-EGM) and Appointment of Proxy**

### **1. In case the shareholders attending the E-EGM by themselves:**

1.1. Please fill the registration form for the EGM via Electronic Means (E-EGM) attached to this guideline. **Kindly fill email and your cell phone number clearly in order to be used for the meeting registration** and attach identification document to confirm the attendance of E-EGM as follows:

- In the event that the shareholder is an ordinary person - a valid certified true copy of ID card, passport/ other official documents issued by government authority.
- In the event that the shareholder is a juristic person – please attach an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy”.

Please submit the registration form for the EGM via Electronic Means (E-EGM) and such identification document to the Company by September 29, 2025 via the following channels:

- Email : [nupun@ctw.co.th](mailto:nupun@ctw.co.th) or [admin.dept@ctw.co.th](mailto:admin.dept@ctw.co.th)
- Post : Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.

- 1.2. When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspected is completed, the Company will send username and password, together with WebLink for attending the E-EGM. Kindly refrain from giving your username and password provided for shareholder to other person. **In the case your username and password are lost or you have not received it by September 29, 2025, please immediately contact the Company.**
- 1.3. The Company will send details such as username and password to you and also send a manual for using the E-EGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 2.30 p.m.
- 1.4. For casting the vote during the E-EGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.
- 1.5. If you have encounter with any technical problem in using the E-EGM system before or during the meeting, please contact OJ International Company Limited who will be the Company’s service provider for the Company’s E-EGM’s meeting. The Company will specify a contact channel to OJ International Company Limited in the email that the Company sends username and password to you.

### **2. In case the shareholders appointing proxy to attend the E-EGM:**

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company’s independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

- **Mr. Sai Wah Simon Suen**, Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Compensation Committee, 65 years  
Address: 39 Somerset Park Suanplu, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120

- **Mr. Thongchai Chasawath**, Independent Director and Member of the Audit Committee, 64 years  
Address: 158/177 Phaya Thai Rd., Thung Phaya Thai, Ratchathewi, Bangkok 10400
- **Mr. Pornwut Sarasin**, Independent Director, 65 years  
Address: 122 Sala Daeng Road, Silom, Bangrak, Bangkok 10500

Mr. Sai Wah Simon Suen Mr.Thongchai Chasawath and Mr. Pornwut Sarasin has no special interest in every agenda. Please fill statement and sign in the proxy, as appeared in Attachment in the invitation letter and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company by September 29, 2025 via the following channels:

- Email: [nupun@ctw.co.th](mailto:nupun@ctw.co.th) or [admin.dept@ctw.co.th](mailto:admin.dept@ctw.co.th)
- Post: Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.

### **Supporting documents for the appointment of proxy**

#### **1. Shareholder appoints a proxy :**

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy;
- 2) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 3) A copy of valid ID card or passport certified true copy by the proxy.

#### **2. Juristic person :**

- 1) A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy;
- 2) A certified true copy of the Affidavit or Certificate of Incorporation which is issued in the period of not exceeding 1 year prior the proxy grantor's shareholder meeting;
- 3) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 4) A copy of valid ID card or passport certified true copy by the proxy.

#### **For the person who is not Thai citizen or is a foreign juristic person :**

If the documents or evidence as per above is not in Thai or in English version, the shareholder must show translation of those documents in English which is certified true translation by the shareholder or such juristic person's authorized person (in the case of juristic person).

#### **3. Channel for shareholder to send comments or questions related to business, industry and business operation of the Company or any relevant agenda to be considered in this E-EGM are as follows:**

- 3.1 During the E-EGM meeting, the shareholder attending the meeting can submit comments or questions during E-EGM system.
- 3.2 The shareholder can submit comments or questions in advance to the Company prior to the meeting date via following channels:
  - Email: [nupun@ctw.co.th](mailto:nupun@ctw.co.th) or [admin.dept@ctw.co.th](mailto:admin.dept@ctw.co.th)
  - Post: Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.



**QR Code Downloading Procedures**  
**for the documents regarding the Extraordinary General Meeting of Shareholders No. 1/2025**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Extraordinary General Meeting of Shareholders No. 1/2025 in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025), as following steps :

<b>For iOS System (iOS 11 and above)</b>
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1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : If the notification does not appear on the mobile phone, the QR Code can be scanned with other application such as QR CODE READER, Facebook or Line etc.

<b>For Android System</b>
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1. Open application such as QR CODE READER, Facebook or Line
2. How to scan the QR Code with Line application  
 Open Line application and click on “Add friend” → Choose “QR Code” → Scan the QR Code
3. Scan the QR Code to access documents regarding the meeting.





## Registration Form for Attending the EGM via Electronic Means (E-EGM)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

E-mail \_\_\_\_\_ Tel \_\_\_\_\_ as a  
 shareholder of Charoong Thai Wire and Cable Public Company Limited (the “Company”) holding a total  
 number of \_\_\_\_\_ shares. I hereby confirm to attend the meeting and cast the votes in the  
 Extraordinary General Meeting of Shareholders No. 1/2025 on Friday, October 3, 2025 at 2.30 p.m. via  
 Electronic Means (E-EGM). Please send a weblink for attending the E-EGM, Username, and Password to  
 my/our email as follows.

Email \_\_\_\_\_

Sign \_\_\_\_\_ Shareholder  
 ( \_\_\_\_\_ )

Sign \_\_\_\_\_ Shareholder  
 ( \_\_\_\_\_ )

**Important remark: Kindly send this registration form for attending the EGM via Electronic Means (E-EGM) which is completely filled and attached identification document for inspection in attending the E-EGM to the Company by September 29, 2025 via the following channels:**

- Email : [nupun@ctw.co.th](mailto:nupun@ctw.co.th) or [admin.dept@ctw.co.th](mailto:admin.dept@ctw.co.th)
- Post : Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.

**Proxy (Form B)**

Made at .....

Date.....Month.....Year.....

(1) **I/We** ..... Nationality ..... Resident at No. .... Road .....  
 Sub-District ..... District ..... Province ..... Post Code .....

(2) **As a shareholder of Charoong Thai Wire and Cable Public Company Limited.**  
 holding the total amount of ..... ordinary shares and have the rights to vote equal to ..... votes.

(3) Hereby grant proxy to either:

☐ 1. Name ..... age ..... years, residing at ..... Road .....  
 Sub-District ..... District ..... Province ..... Post Code .....

☐ 2. Name ..... age ..... years, residing at ..... Road .....  
 Sub-District ..... District ..... Province ..... Post Code .....

☐ 3. Mr.Sai Wah Simon Suen, Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Compensation Committee age 65 years, residing at 39 Somerset Park Suanplu Road South Sathorn Sub-District Yannawa District Sathorn Province Bangkok Post Code 10120.

☐ 4. Mr.Thongchai Chasawath, Independent Director and Audit Committee Member age 64 years, residing at 158/177 Phaya Thai Rd. Sub-District Thung Phaya Thai District Rajdhevee Province Bangkok Post Code 10400

☐ 5. Mr.Pornwut Sarasin, Independent Director age 65 years, residing at 122 Road Sala Daeng Sub-District Silom District Bangrak Province Bangkok Post Code 10500

Any one of the above as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2025 on Friday, October 3, 2025 at 2.30 p.m. via Electronic Means (E-EGM).

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**Agenda 1. To consider and certify the minutes of the Annual General Meeting of Shareholders for 2025.**

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 2. To consider and approve the increase in the number of directors by one position and the appointment of a company director.**

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our intention as follows:

**Appointment of new director, Mr.Supachai Phanyawattano**

☐ Approve

☐ Disapprove

☐ Abstain

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as the shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting consider or passes any resolutions other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any actions performed by the proxy in this Meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed to be the actions performed by myself/ourselves in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

- Remarks
1. A shareholder appointing a proxy must authorize only one proxy to attend and vote at the Meeting. The number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
  2. Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
  3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Supplemental Proxy Form B as attached.

### **Supplemental Proxy Form B**

The proxy is granted by a shareholder of Charoong Thai Wire and Cable Public Company Limited.

At the Extraordinary General Meeting of Shareholders to be held on Friday, October 3, 2025 at 2.30 p.m. via Electronic Means (E-EGM).

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain