

Subject: Resolution of the Board of Directors' meeting; dividend payment and schedule for the Annual General Meeting of Shareholders

To: President and Manager
The Stock Exchange of Thailand

Referring to the Board of Directors' meeting of Forth Corporation Public Company Limited (the Company) No. 2/2023 held on 24 February 2023. The Company would like to notify the important resolutions as follows:

- 1) Resolved to propose the Annual General Meeting of Shareholders to approve a dividend payment for 2022 at the rate of Baht 0.52 per share, a total of Baht 486.4 million. The dividend will be paid from the net profit for the year 2022 derived from 20% corporate income tax-paid business, which individual shareholders are subject to 10% withholding tax and shall be entitled to a tax credit. In this regard, the Company has paid an interim dividend for the first six-month period of 2022 at the rate of Baht 0.15 per share, totaling Baht 140.3 million, the balance of dividend payment in this period will be paid at the rate of Baht 0.37 per share, amounting to Baht 346.1 million. The dividend will be paid from the net profit for the year 2022 derived from 20% corporate income tax-paid business, which individual shareholders are subject to 10% withholding tax and shall be entitled to a tax credit.

The record date to determine shareholders' name for the right to receive the dividend is scheduled on 15 March 2023. The dividend will be paid on 8 May 2023. The grant of this right is subjected to the approval by the shareholders' meeting.

- 2) Resolved to propose the Annual General Meeting of Shareholders to consider and approve the amendment to the Company's Articles of Association, in accordance with the Public Companies Act (No. 4) with the following details.

	Existing clause	Revised clause
4	<p>Unless stated otherwise in this regulation, the applicable laws are those concerning public companies limited and securities and exchange.</p> <p>In case where the Company or any of its affiliate makes an agreement to bind the</p>	<p>Unless stated otherwise in this regulation, the applicable laws are those concerning public companies limited and securities and exchange.</p> <p>In case where the Company or any of its affiliate makes an agreement to bind the</p>

	Existing clause	Revised clause
	<p>Company with any obligation or has a transaction to acquire or sell properties of the Company or the affiliate in accordance with the definitions in an announcement of the Stock Exchange of Thailand (SET), used for making an agreement to bind the Company with any obligation or to acquire or sell properties of a registered company, as the case may be; the Company should follow the criteria and procedures that concern the same matter, as stated in the announcement.</p>	<p>Company with any obligation or has a transaction to acquire or sell properties of the Company or the affiliate in accordance with the definitions in an announcement of the Stock Exchange of Thailand (SET), used for making an agreement to bind the Company with any obligation or to acquire or sell properties of a registered company, as the case may be; the Company should follow the criteria and procedures that concern the same matter, as stated in the announcement.</p> <p><u>In case that the Company or the Board of Directors have a duty to deliver the letter or document under this Articles of Association to the directors, shareholders, or creditors of the Company, if those persons have notified their intentions in advance or consent receiving the letter or document via electronic means, the Company or the Board of Directors can deliver the letter or document via electronic media.</u></p>
14	<p>During the period of twenty-one (21) days before a shareholder meeting, the Company may close its registration book and stop the registration of share transfers provided that the company has shown proclamations at its headquarters and all of its branch offices for no less than fourteen (14) days from the day</p>	<p>During the period of twenty-one (21) days before a shareholder meeting, the Company may close its registration book and stop the registration of share transfers provided that the company has shown proclamations at its headquarters and all of its branch offices for no less than fourteen (14) days from the day</p>

	Existing clause	Revised clause
	before the registration of share transfers are stopped.	before the registration of share transfers are stopped. The notification of cessation of registration of share transfer may be made via electronic means in accordance with the rules prescribed by the Registrar.
22	<p>In case where all the directors of the board are discharged, the discharged directors must hold their positions in order to run the Company's businesses as long as necessary until the new board is appointed, unless ordered otherwise by the court in case where the discharge is ordered by the court.</p> <p>The discharged board of directors has to hold a shareholder's meeting in order to appoint a new board within one (1) month from the day on which the board is discharged by sending appointment letters to all shareholders at least fourteen (14) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.</p>	<p>In case where all the directors of the board are discharged, the discharged directors must hold their positions in order to run the Company's businesses as long as necessary until the new board is appointed, unless ordered otherwise by the court in case where the discharge is ordered by the court.</p> <p>The discharged board of directors has to hold a shareholder's meeting in order to appoint a new board within one (1) month from the day on which the board is discharged by sending appointment letters to all shareholders at least fourteen (14) days before the meeting day and advertising the meeting on a newspaper or via electronic media in accordance with the rules prescribed by the Registrar for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.</p>
25	The Board of Directors shall meet at least once every three (3) months.	The Board of Directors shall meet at least once every three (3) months.
26	The Board of Directors' meeting shall be held at the location of the Company's head office or nearby province or at other	The Board of Directors' meeting shall be held at the location of the Company's head office or nearby province or at other

	Existing clause	Revised clause
	<p>place determined by the Chairman of the Board or any person designated by the Chairman of the Board or the Chairman of the Board may determine that the meeting be held by electronic media in accordance with the criteria, methods, and the information security standards, specified by law and including any relevant legal announcements that are currently available or will be amended in the future.</p>	<p>place determined by the Chairman of the Board or any person designated by the Chairman of the Board or the Chairman of the Board may determine that the meeting be held by electronic media in accordance with the criteria, methods, and the information security standards, specified by law and including any relevant legal announcements that are currently available or will be amended in the future.</p> <p><u>In the case that the Board of Directors' meeting is held via electronic means under paragraph 1, it shall be deemed that the location of the Company's head office is the meeting venue.</u></p>
27	<p>In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than seven (7) days prior to date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the Company may send notice of meeting and supporting documents by electronic mail.</p>	<p>In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than <u>three (3)</u> days prior to date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the Company may send notice of meeting and supporting documents by electronic mail.</p>

	Existing clause	Revised clause
	<p>Two or more directors may request to call the Board of Directors' meeting. In this case, the Chairman of the Board fix the date and calling a meeting within fourteen (14) days from the date which he receives such request.</p>	<p><u>When there is a reasonable cause or to preserve the rights or benefits of the Company</u>, two or more directors <u>may jointly</u> request to call the Board of Directors' meeting. In this case, the Chairman of the Board fix the date and calling a meeting within fourteen (14) days from the date which he receives such request.</p> <p><u>In case the chairman of the Board does not comply with the paragraph 2, the directors who make the request may jointly call the meeting of the Board of Directors and determine a date of the meeting to consider the matters within fourteen (14) days from the end of the period given under paragraph 2.</u></p>
35	<p>The Annual General Meeting of shareholders shall be held at the location of the Company's head office or nearby province or at other place determined by the Board of Directors or the Chairman of the Board may determine that the meeting be held by electronic media in accordance with the criteria, methods, and the information security standards, specified by law and including any relevant legal announcements that are currently available or will be amended in the future.</p>	<p>The Annual General Meeting of shareholders shall be held at the location of the Company's head office or nearby province or at other place determined by the Board of Directors or the Chairman of the Board may determine that the meeting be held by electronic media in accordance with the criteria, methods, and the information security standards, specified by law and including any relevant legal announcements that are currently available or will be amended in the future.</p>

	Existing clause	Revised clause
		<u>In the case that the meeting of shareholders is held via electronic means under the paragraph 1, it shall be deemed that the location of the Company's head office is the meeting venue.</u>
36	<p>The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Meetings other than those specified above shall be called the extraordinary general meeting.</p> <p>The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares issued may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reason for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call the meeting of shareholders to be held within forty five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as</p>	<p>The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Meetings other than those specified above shall be called the extraordinary general meeting.</p> <p>The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares issued may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reason for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call the meeting of shareholders to be held within forty five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as</p>

	Existing clause	Revised clause
	<p>prescribed under the paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty five (45) days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Clause 38 of the Company's Articles of Association, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.</p>	<p>prescribed under the paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty five (45) days as from the completion of such period. <u>The shareholders calling the meeting may send the meeting notice to the shareholders via electronic means if such shareholders has informed the intention or given consent to the Company or the Board of Directors as specified in the paragraph 2 of Clause 4.</u> In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Clause 38 of the Company's Articles of Association, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.</p>
37	In summoning the meeting of shareholders, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda	In summoning the meeting of shareholders, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda

	Existing clause	Revised clause
	<p>of the meeting and the matter to be proposed to the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper of at least three (3) days prior to the date of the meeting in the three (3) consecutive days. In a case where such meeting will be held by electronic media, the Company may send notice of meeting and supporting documents by electronic mail.</p>	<p>of the meeting and the matter to be proposed to the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper <u>or via electronic media in accordance with the rules prescribed by the Registrar</u> at least three (3) days prior to the date of the meeting in the three (3) consecutive days. In a case where such meeting will be held by electronic media, the Company may send notice of meeting and supporting documents by electronic mail.</p>
39	<p>In AGM meeting, the shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the</p>	<p>In AGM meeting, the shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the</p>

	Existing clause	Revised clause
	<p>law on public limited companies with at least required information as follow:</p> <p>(a) The number of shares holding by shareholder who grant the proxy vote</p> <p>(b) The name of representative</p> <p>(c) Date and number of the meeting at which the Proxy is appointed to attend and vote</p>	<p>law on public limited companies with at least required information as follow:</p> <p>(a)The number of shares holding by shareholder who grant the proxy vote</p> <p>(b) The name of representative</p> <p>(c) Date and number of the meeting at which the Proxy is appointed to attend and vote</p> <p><u>Appointing proxies from shareholders may also be made by electronic means using the method that is secure and reliable that can ensure that the proxy appointment is made by the shareholders and must be in accordance with the rules prescribed by the Registrar.</u></p>
40	<p>The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2 / 3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-</p>	<p>The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2 / 3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-</p>

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	<p>third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>	<p>third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper <u>or via electronic media in accordance with the rules prescribed by the Registrar</u> for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>
47	<p>Resolving to reduce the capital, the Company has to notify its resolution to all of its creditors within fourteen (14) days from the day on which the quorum on a shareholder's meeting reaches the resolution. The objection letters must be sent back to the Company within two (2)</p>	<p>Resolving to reduce the capital, the Company has to notify its resolution to all of its creditors within fourteen (14) days from the day on which the quorum on a shareholder's meeting reaches the resolution. The objection letters must be sent back to the Company within two (2)</p>

	Existing clause	Revised clause
	<p>months from the day on which the notification received. The resolution must also be advertised on a newspaper within fourteen (14) days. The advertisements have to be made for at least three (3) consecutive days.</p>	<p>months from the day on which the notification received. The resolution must also be advertised on a newspaper <u>or via electronic media in accordance with the rules prescribed by the Registrar</u> within fourteen (14) days. The advertisements have to be made for at least three (3) consecutive days.</p>
48	<p>The annual dividend payment shall be only made by the resolution of shareholders' meeting or from the resolution of Board Committee meeting unless determined otherwise for the preference shares.</p> <p>Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.</p>	<p>The annual dividend payment shall be only made by the resolution of shareholders' meeting or from the resolution of Board Committee meeting unless determined otherwise for the preference shares.</p> <p>Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper <u>or via electronic media in accordance with the rules prescribed by the Registrar</u> for three (3) consecutive days.</p>

In addition, the Board of Directors approved the authorized directors of the Company or persons assigned by the authorized directors of the Company to amend and add the words or statements in documents and /or application in order to effectuate the registration of the amendment of the Company's Articles of Association with Department of Business Development, Ministry of Commerce including the power to delegated power without requiring approval from the shareholders' meeting.

- 3) Resolved to propose the Annual General Meeting of Shareholders to consider the re-election of the directors who will be retired by rotation to be the Company's directors for another term, as proposed by the Nomination and Remuneration Committee, as follows:

Mr. Sanit Vorapunya	Position: Chairman of BOD/ Independent Director
Mr. Somboon Muangklam	Position: Director/ Independent Director/ Chairman of Audit Committee/ Chairman of Nomination and Remuneration Committee
Mrs. Vilasinee Puddhikarant	Position: Director/ Independent Director/ Audit Committee/ Nomination and Remuneration Committee
Mrs. Porntip Lerttanongsak	Position: Director/ Independent Director/ Audit Committee/ Chairman of Risk Management Committee

- 4) Resolved to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of directors for the year 2023, as proposed by Nomination and Remuneration Committee, as follows:

Meeting allowance

	<u>2023</u>	<u>2022</u>
<u>Board of Directors</u>		
- Chairman	33,000	33,000 Baht per meeting attendance
- Member	22,000	22,200 Baht per meeting attendance
<u>Audit Committee</u>		
- Chairman	49,500	49,500 Baht per meeting attendance
- Member	46,200	46,200 Baht per meeting attendance
<u>Risk Management Committee</u>		
- Chairman	15,000	15,000 Baht per meeting attendance
- Member	10,000	10,000 Baht per meeting attendance

2023

2022

Nomination and Remuneration Committee

- Chairman	15,000	15,000	Baht per meeting attendance
- Member	10,000	10,000	Baht per meeting attendance

Gratuity

The amount of gratuity for the year 2023 is not exceeding Baht 1,500,000 (2022: not exceeding Baht 1,500,000) and will be paid to non-executive directors.

- 5) Resolved to propose the Annual General Meeting of Shareholders to consider and appoint the Company's auditors and fix their remuneration for the year 2023 as proposed by Audit Committee, as follows:

Ms. Isaraporn Wisuthiyon	CPA License No. 7480 and/or
Ms. Supanee Triyanantakul	CPA License No. 4498 and/or
Mr. Preecha Arunnara	CPA License No. 5800

They are the auditors of EY Office Limited. The remuneration for the year 2023 is to be Baht 1,710,000 (2022: Baht 1,590,000).

- 6) Determined the date of the Annual General Meeting of Shareholders is to be on Monday, April 24, 2023 and to hold the meeting at 02.00 p.m., at 256, the office building of Forth Smart Service Public Company Limited, 7th floor, Phaholyothin Road, Samsennai, Phayathai, Bangkok, with the following agenda:

- 1stAgenda: To certify the minutes of the Annual General Meeting of Shareholders for the year 2022.
- 2ndAgenda: To acknowledge the report on the operating results for the year 2022.
- 3rdAgenda: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022.
- 4thAgenda: To consider and approve the allocation of profit and the dividend payment for the year 2022.
- 5thAgenda: To consider the re-election of the directors who will be retired by rotation to be the Company's directors for another term.
- 6thAgenda: To consider and fix the directors' remuneration for the year 2023.
- 7thAgenda: To consider and appoint the Company's auditors and fix their remuneration for the year 2023.
- 8thAgenda: To consider and approve the amendment to the Company's Articles of Association.

9thAgenda: To consider and approve the plans to conduct an initial public offering of Forth EMS Public Company Limited (IPO) and the listing of its shares on the Stock Exchange of Thailand.

10th Agenda: To consider and approve the offering of the new ordinary shares, to be issued by Forth EMS Public Company Limited, to directors, executives and employees of Forth EMS Public Company Limited.

11thAgenda: To consider other business (if any).

- 7) Determined the record date to determine shareholders' name for the right to attend the Annual General Meeting of the Shareholders for the year 2023 is to be on 15 March 2023.

Please be informed accordingly.

Yours faithfully,

Mr. Arin Jamnaree
Financial Controller