



บริษัท กันยงอิเล็กทริก จำกัด (มหาชน)

KANG YONG ELECTRIC PUBLIC COMPANY LIMITED

67 หมู่ 11 ถ.เทพรัตน กม.20 ต.บางไผ่ อ.บางพลี จ.สมุทรปราการ 10540

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A Group Company of



M.D. 068/2024

June 14, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Kang Yong Electric Public Company Limited

Enclosures:

1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
2. Annual Report of the fiscal year 2023 (QR Code)
3. Profile of Candidates Nominated for Director Election to replace the Directors Retiring by rotation
4. Information on the auditors and the auditor fees for the fiscal year 2024
5. Information on the Connected Transaction for short term loans for related parties (IM 1)
6. Information on the Connected Transaction for short term loans for related parties (IM 2)
7. Opinion of Independent Financial Advisor on Connected Transaction
8. Document and evidence required for meeting attendance and proxy granting
9. Two Proxy Forms (Form A and Form B)
10. Definition of Independent Director and the criteria of Nomination of Directors
11. Profile of Independent Director as the Shareholders' Proxy
12. Evidence representing right to attend the meeting of Shareholders for the year 2024
13. Articles of Association of company involving Annual General Meeting of Shareholders
14. Criteria for submitting questions in advance for 2024 Annual General Meeting of Shareholder's
15. Map of the venue for broadcasting of the Annual General Meeting of Shareholders
16. Personal Data Protection Notice for the Shareholder Meeting
17. Manual for attendance of electronic meeting (E-AGM)

The Board of Directors of Kang Yong Electric Public Company Limited ("the Company" or "KYE") resolved to arrange the 2024 Annual General Meeting of Shareholders on Friday July 26, 2024, 02:00 p.m., in the form of electronic meeting (E-AGM) only one format. In accordance with the regulations stipulated by law regarding electronic conferencing (E-Meeting) with a place to control the meeting system and broadcast live at meeting room 121, Kang Yong Electric Public Company Limited, located at No. 67 Moo 11, Debaratna Road Km. 20, Bangchalong, Bangplee, Samutprakarn 10540.

For the agenda of the 2024 Annual General Meeting of Shareholders, the Company invited the shareholders to propose any agenda items in advance via the Company's website at www.mitsubishi-kye.com during January 18 - March 17, 2024 but none of them proposed any other agenda items to the Company. Therefore, the Company would like to propose the agenda of the meeting as resolved by the Board of Directors as follows:

- Agenda No. 1 To acknowledge the Board of Directors' report on the operational result for year 2023**
Objective and rationale: Pursuant to Article 35(1) of the Company's Articles of Association, it is stipulated that the Company shall prepare and submit a report of the Board of Directors for the shareholders' acknowledgement of the Company's operating results for 2023 which the company has sent in the form of a QR code.
Board of Directors' opinion: It is considered appropriate to propose to the Annual General Meeting of Shareholders for acknowledgement of the Company's operating results for the fiscal year ended March 31, 2024 which is appeared in the Annual Report 2022 under the topic, "Management's Discussion and Analysis". (Details are as presented in Enclosure No. 2)
Resolution: Since this agenda item is proposed for acknowledgement, thus no votes.
- Agenda No. 2 To consider and approve the annual financial statement 2023 year ended 31 March 2024**
Objective and rationale: Pursuant to Article 38 of the Company's Articles of Association, it is stipulated that the Board of Directors shall arrange for preparation of balance sheets and statements of income for the accounting period ended March 31, 2024 duly audited by the auditor, for submission to the annual general meeting of shareholders for consideration and approval.(Details are as presented in Enclosure No. 2 under the topic, "Financial Statements and Notes to the Financial Statements")
Board of Directors' opinion: It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the Company's financial statements for the accounting year ended March 31, 2024 duly audited by the auditor, reviewed and considered accurate by the Audit Committee as appropriate in material aspects according to the generally accepted accounting standards.
Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.
- Agenda No. 3 To consider and approve the profit appropriation and annual dividend payment**
Objective and rationale: Pursuant to Article 40 of the Company's Articles of Association, it is stipulated that the Company shall pay dividend when it could earn a profit. Therefore, the Company has a policy to pay dividend to the shareholders at a rate of approximately 50% of net profit after corporate income tax as shown on the financial statements in which the equity method is applied, depending however on the Company's performance and the economic condition.
Board of Directors' opinion: From its 2023 performance, the Company had sufficient working capital, and net profit for the year was 737.6 MB million baht which increased significantly from 159.6 MB in the previous year. Therefore, the Company proposed the dividends detailed as a normal dividend at 18.65 baht per share or 50.06% of net profit and a special dividend at 11.20 baht per share or 30.06% of net profit. Totally, the Company proposed to pay dividends to the shareholders at 29.85 baht per share (591.0 million baht), representing 80.13% of the operating results in fiscal year 2023. The Record Date for determining names of shareholders with rights to receive the dividend payment is set to be Friday August 2, 2024 and the dividend payment is scheduled for Thursday August 22, 2024.

Comparison of its performance and dividend payment rates in the past years

Fiscal Year	Propose				
	2019	2020	2021	2022	2023
Net profit (Mbaht)	621.3	998.3	337.1	159.6	737.6
Number of Shares (Mshares)	19.8	19.8	19.8	19.8	19.8
Dividend per share (Baht/Share)	15.70	25.25	8.55	4.10	29.85
Dividend Amount (Mbaht)	310.9	500.0	169.3	81.2	591.0
% of Net Profit	50.03%	50.08%	50.23%	50.87%	80.13%

Therefore, the shareholders who receive the dividend in 2024 will be entitlement to tax credit of 20%.

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 4 To consider the election of Directors in place of those retiring by rotation

Objective and rationale: Pursuant to Article 15 of the Company's Articles of Association, it is stipulated that at every annual general meeting of shareholders, one-third of the total number of directors shall vacate office. At this annual general meeting, there are five directors retiring by rotation, namely

- | | |
|--------------------------|----------------|
| 1. Mr. Praphad | Phodhivorakhun |
| 2. Pol.Maj.Gen.Sahaschai | Indrasukhsri |
| 3. Dr. Apichai | Boontherawara |
| 4. Mr. Chayanind | Phodhivorakhun |
| 5. Mr. Pumipat | Sinacharoen |

The Company invited the shareholders to nominate qualified candidates for election as the Company's directors in accordance with the criteria announced on the Company's and Stock Exchange of Thailand's websites during January 18 - March 17, 2024 but none of them proposed any candidates for election as the Company's directors.

Board of Directors' opinion: The Board of Directors, excluding directors with beneficial interests has made consideration based on opinion of the Nomination and Remuneration Committee that the five retiring directors have knowledge, competence and experience in the Company's business, and throughout their directorship tenure, they have performed duties within their scope of authority, responsibilities and under good corporate governance principles, which are beneficial to the Company's business operations. It is therefore deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders for consideration the appointment of the following persons as the Company's directors for another term:

- | | | |
|--------------------------|----------------|----------------------------------|
| 1. Mr. Praphad | Phodhivorakhun | as director |
| 2. Pol.Maj.Gen.Sahaschai | Indrasukhsri | as director/independent director |
| 3. Dr. Apichai | Boontherawara | as director/independent director |
| 4. Mr. Chayanind | Phodhivorakhun | as director |
| 5. Mr. Pumipat | Sinacharoen | as director/independent director |

(Profile of candidates nominated for director election and definition of independent directors are presented in Enclosure No. 3 and No.10 respectively)

/ Resolution:.....

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No.5 To consider and approve the directors' remuneration of fiscal year 2024

Objective and rationale: stipulated that the directors shall be entitled to receive remuneration from the Company as to be approved by the shareholders' meeting.

Board of Directors' opinion: It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the remuneration for the Company's directors for fiscal 2024 in the form of monthly retainer fee and meeting allowance at the same rate as 2023, i.e. within a limit of 6,500,000 baht, for the Board of Directors and Board committees, as proposed by the Nomination and Remuneration Committee based on through consideration on all appropriate factors and comparison with peer companies in a similar type of industry and with about the same business scale, and the overall business environment, the detail as below

Unit: Baht

	BOD			A/C		NRC		PPC	
	Chairman	Vice Chairman	Director	Chairman	Member	Chairman	Member	Chairman	Member
Retainer fee (per month)	15,000	13,000	10,000	15,000	10,000	9,000	6,000	-	-
Meeting allowance (per time)	42,000	36,000	30,000	47,000	32,000	32,000	22,000	37,000	27,000

Resolution: Required to be approved by a vote not less than two-thirds of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 6 To consider the appointment of auditors and fix of audit fee of fiscal year 2024

Objective and rationale: Pursuant to Article 35(5) of the Company's Articles of Association, it is stipulated that the annual general meeting of shareholders shall appoint an auditor and fix the audit fee on a yearly basis.

Board of Directors' opinion: The Board of Directors, through the scrutiny by the Audit Committee, deems it appropriate to propose to the Annual General Meeting of Shareholders the appointment of certified public accountants the auditor, KPMG Phoomchai Audit Ltd., with any of the following to perform duty as the Company's auditor for 2024:

- | | | |
|-----------------|-----------|---------------------------|
| 1. Ms. Kunnatee | Kerdchana | Registration No. 12418 or |
| 2. Ms. Sophit | Prompol | Registration No. 10042 or |
| 3. Ms. Pornthip | Rimduisit | Registration No. 5565 |

The proposed auditors are independent in conducting audit work and expressing opinion on the financial statements. They do not have any relationship or conflict of interest with the Company, its associated companies, executives, major shareholders or their related persons. They also serve as auditors for Mitsubishi Electric Kang Yong Watana Co., Ltd., which is the Company's sole distributor in Thailand, in order to eradicate a conflict of interest.

/ Moreover, the Board.....

Moreover, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the audit fee for 2024 in the total amount of 1,500,000 baht, which increase 26,000 baht (Detail are as presented in Enclosure No. 4)

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 7 To consider and approve the connected transaction for short term loans for related parties

Kang Yong Electric Public Company Limited ("KYE" or the "Company") has continued surplus liquidity from operating its main business and no plans to invest the money in a large project or significant business expansion in any way. The Company intends to manage such excess liquidity carefully and effectively to achieve maximum benefit.

Therefore, resolved to propose to the Annual General Meeting of Shareholder 2024 to approve a short-term loan to Melco Thai Capital Company Limited ("MTC"), which is a connected party of the Company because MTC's major shareholder is Mitsubishi Electric Corporation ("MELCO") holds 99.99%. MELCO is a connected person in the Company because it is a major shareholder, holding 45.70%.

The connected transaction for short-term loans to a related party is set at a total value exceeding 2,000 million baht from August 1, 2024, to July 31, 2029 (five years).

In providing and receiving financial aid, the highest total is 26.77% of the net tangible assets value, calculated based on information in the Company's consolidated financial statements. The period ending March 31, 2024. By considering the transaction size compared to the threshold of 100 million baht or 3% of NTA, whichever is lower. In addition, when considering the transaction size over the past six months, another 1.08 per cent of the Company's NTA will result in a total transaction size of 27.85% of NTA.

Objective and rationale: The Company intends to manage excess liquidity to be effectively high benefit by considering allocating the Company's excess liquid cash to MTC to lend at the highest interest rate under the Company's conditions for redemption of the said loan if the Company needs additional liquidity, such conditions are considered connected transactions in the category of receiving financial assistance without affecting the cash flow of the Company's business operations

Board of Directors' opinion: Regarding the above-connected transaction, the board of directors has agreed that it is reasonable to assign MTC to manage this money. MTC can implement effective cash management and receive higher returns than other financial institutions with their proficiency and high experience.in Enclosure No. 5, 6, 7

Resolution: Required to be approved by at least three- fourth vote of total attending shareholders and having voting right, excluding interested shareholders' equity and directors who is related person.

Agenda No. 8 To consider other businesses (if any)

Schedule of the 2023 Annual General Meeting of Shareholders

01:00 - 02:00 p.m. Registration for the meeting by the shareholders and/or proxies and examination of proxy assignment documents. The Company would like to recommend that all shareholders and/or proxies study the conditions of meeting registration and proxy assignment as provided in Enclosure No. 9. For more convenience in the registration, the shareholders and/or proxies are recommended to bring and present the documents and evidence indicated in Enclosure No.5 and No.6 for registration through the following channels:

1. By mail : Corporate Secretary

Kang Yong Electric Public Company Limited

No.67 Moo 11, Debaratna Road Km. 20, Banchalong, Bangplee,

Samutprakarn 10540

2. E-Mail : information@kye.meap.com

Remark: In case of shareholders who are foreign investors and have appointed a custodian in Thailand to attend the meeting on your behalf, please use Proxy Form C, which is downloadable from our website at www.mitsubishi-kye.com. For shareholders who wish to assign any of our independent directors as your proxy (details are given in Enclosure No.8), please send the Proxy Form and other required documents to the Company's Corporate Strategic Planning Office no later than Monday July 15, 2024 so that we could coordinate with the assigned independent directors.

02:00 p.m. Start of the 2024 Annual General Meeting of Shareholders.

In addition, the shareholders who would like to raise questions or give comments regarding significant issues on the agenda may send your questions and/or comments before the meeting to the Company by post and/or through E-mail: information@kye.meap.com and/or facsimile no. 02-337-2440 no later than Monday July 15, 2024

You are cordially invited to attend the meeting at the time and the venue indicated above.

Yours sincerely,



Keiji Oya

Vice Chairman of the Board of Directors