



PO No.038/2022

5 October 2022

- Subject :** Notice of Invitation to the Extraordinary General Meeting of Shareholders No.1/2022
- Attention :** Shareholders
- Enclosures :**
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
  2. List of Independent Directors suggested by the Company to be the absent shareholders' proxies
  3. The Company's Articles of Association relevant to the shareholders' meeting
  4. Proxy Forms (Type A. and B.)
  5. Documents, or proof of Shareholders or proxy having the right to attend the Meeting
  6. Procedures for participation and procedures for casting votes
  7. Map of Pinehurst Golf Club (the Meeting Venue)

The Board of Directors of the International Engineering Public Company Limited has set the date of the Extraordinary General Meeting of Shareholders No.1/2022 on Friday, November 11, 2022, 10.00hrs. at Golf View Ballroom, Golf View Building Floor 8, Pinehurst Golf Club, 146/4 Moo 17, Phaholyothin Road, Klong 1, Amphur Klong Luang, Phatumthanee. (Shareholders can register since 8.00 hours) Agenda of the meeting are as follows:

**Agenda 1: Review and approve the minutes of the 2022 Annual General Meeting of Shareholders, dated 28 April 2022.**

**Principle and Rationale:** The company held the 2022 Annual General Meeting of Shareholders on 28 April 2022. The copy of the minutes of the Annual General Meeting is referred to Enclosure 1, which the company has already publicized on the company's website, www.iec.co.th, since 9 May 2022.

**Board's Opinion:** Deemed expedient to approve the above minutes as it is recorded accurately according to the resolutions in the 2022 AGM, dated 28 April 2022.

**Required number of votes to pass resolution:** This agenda shall be approved by a majority of shareholders' votes attending the meeting in accordance with Section 107(1) of the PUBLIC LIMITED COMPANIES ACT B.E. 2535 (1992).

**Agenda 2: To consider and approve the reduction of the Company's registered capital from 4,476,576,274.26 baht to 2,493,455,386.69 baht by eliminating 198,312,088,757 ordinary shares that cannot be sold (par value of 0.01 baht) and amend the Memorandum of Association Clause 4**

**Principle and Rationale:** The Company intended to increase the Company's registered capital in order to allocate and offer it to Private Placement (PP) to prevent fractions of shares due to the Company's capital restructuring. The Company still has 198,312,088,757 ordinary shares that cannot be sold. Ordinary shares are as follows:

1. The remaining 157,847,226,578 ordinary shares from offering to the existing shareholders as approved by the Extraordinary General Meeting of Shareholders No. 1/2017 dated October 20, 2017, shall be allocated and offered to all right offerings (ROs) by allocating and offering 203,591,502,350 newly issued ordinary shares at a par value of 0.01 baht. The price of the newly issued ordinary shares was proposed at 0.0125 baht/share. According to the Board of Directors' Meeting's resolution, the record, offering, subscription and payment dates were fixed from Monday, October 8, 2018, to Friday, October 12, 2018.

2. 40,464,862,179 ordinary shares, which cannot be sold, were issued to support the IEC-W2 remaining from the last warrant exercise dated May 22, 2019.

With reference to the Public Limited Company Act B.E. 2535 (1992), Section 136, it was stipulated that the Company shall increase its capital based on the registered capital by issuing new shares when all shares have been sold and paid in full. In case all shares have not been sold, the remaining must be issued to support convertible bonds or stock warrants. Thus, to be in accordance with the legal requirements, the Company is necessary to decrease the registered capital by eliminating 198,312,088,757 ordinary shares that cannot be sold.

To decrease the registered capital, the Company shall amend the Company's Memorandum of Association (registered capital), Clause 4 to comply with the reduction of the registered capital by eliminating those that cannot be sold. It is necessary that the Company amends the Company's Memorandum of Association (registered capital) as follows:

“Clause 4. Registered capital amounting to	2,493,455,386.69 baht (Two billion four hundred ninety-three million four hundred fifty-five thousand three hundred eighty-six and sixty-nine satang)
Divided into	249,345,538,669 shares (Two hundred forty-nine billion three hundred forty-five million five hundred thirty-eight thousand six hundred sixty-nine)
Value per share	0.01 baht (One satang)
Divided into	
Ordinary shares	249,345,538,669 shares (Two hundred forty-nine billion three hundred forty-five million five hundred thirty-eight thousand six hundred sixty-nine)
Preferred stock	-none-”

Those assigned by the Company's Board of Directors shall register the additional amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce. Those assigned shall have the authority to amend the wording in compliance with the registrar's order.

**Board's opinion:** The Extraordinary General Meeting shall approve the reduction of the Company's registered capital from 4,476,576,274.26 to 2,493,455,386.69 baht by eliminating up to 198,312,088,757 unsold shares at a par value of 0.01 baht and approve the amendment of the Company's Memorandum of Association Clause 4 (registered capital) in line with the reduction of registered capital by eliminating the number of unsold shares.

**Required number of votes to pass resolution:** The resolution for this agenda requires an affirmative vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 3:** To consider and approve the increase in the registered capital of 13.31 baht from the original 2,493,455,386.69 baht to 2,493,455,400 baht by issuing 1,331 newly issued ordinary shares at a par value of 0.01 baht to prevent fractions of shares due to the Company's capital restructuring and to amend the Memorandum of Association Clause 4 (registered capital) in compliance with the newly registered capital

**Principle and Rationale:** The Company desired to increase the Company's registered capital by 13.31 baht from the original registered capital of 2,493,455,386.69 to the newly registered capital of 2,493,455,400 baht by issuing 1,331 new ordinary shares at a par value of 0.01 baht to prevent fractions of shares due to the Company's capital restructuring to allocate and offer them to Private Placement (PP) at the offering price of 0.01 baht per share.

To increase the registered capital, the Company shall amend the Memorandum of Association Clause 4 (registered capital) to be in line with the increase in the registered capital. The Company shall amend the Memorandum of Association Clause 4 (registered capital) as follows:

“Clause 4. Registered capital amounting to	2,493,455,400 baht (Two billion four hundred ninety-three million four hundred fifty-five thousand four hundred baht)
Divided into	249,345,540,000 shares (Two hundred forty-nine billion three hundred forty-five million five hundred forty thousand).
Value per share	0.01 baht (One satang)
Divided into	
Ordinary shares	249,345,540,000 shares (Two hundred forty-nine billion three hundred forty-five million five hundred forty thousand).
Preferred stock	-none-”

Those assigned by the Company's Board of Directors shall register the additional amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce. Those assigned shall have the authority to amend the wording in compliance with the registrar's order.

**Board's opinion:** The Extraordinary General Meeting shall approve the increase in the registered capital of 13.31 baht from the original registered capital of 2,493,455,386.69 baht to the newly registered capital of 2,493,455,400 baht by issuing 1,331 newly ordinary shares at a par value of 0.01 baht to prevent fractions of shares due to the Company's capital restructuring and approve the amendment of the Company's Memorandum of Association Clause 4 (registered capital) in compliance with the newly registered capital.

**Required number of votes to pass resolution:** The resolution for this agenda requires an affirmative vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 4: To consider and approve the allocation and offering of 1,331 newly ordinary shares at a par value of 0.01 baht (one satang) by allocating and offering them to Private Placement (PP)**

**Principle and Rationale:** The Company increased the registered capital by 13.31 baht from the original registered capital of 2,493,455,386.69 to the newly registered capital of 2,493,455,400 baht by issuing more 1,331 ordinary shares at a par value of 0.01 baht to prevent fractions of the Company's capital restructuring to allocate and offer them to Mrs. Attapornpim Moonthum, Human Resources and Administration Manager, by offering newly ordinary shares at a par value of 0.01 baht, equivalent to 13.31 baht.

It was proposed that the Company's Board of Directors and/or those assigned by the Board to consider and determine the criteria, methods, and other conditions relating to the issuance, allocation, and offering of such shares, e.g., subscription, signing in relevant documents, and other necessary and appropriate operations concerning the issuance and offering of such shares, including the registration with the registrar at the Ministry of Commerce or any state agency related to such issue.

**Board's opinion:** The Extraordinary General Meeting shall approve the allocation and offering of 1,331 newly ordinary shares at a par value of 0.01 baht (one satang) by allocating and offering them to Private Placement at a price 0.01 baht per share.

**Required number of votes to pass resolution:** This agenda shall be approved by a majority of shareholders' votes attending the meeting.

**Agenda 5: To consider and approve for transferring legal reserves, share premium on ordinary shares and the surplus from devaluation of ordinary shares to compensate the Company's accumulated loss.**

**Principle and Rationale:** With reference to the Public Limited Company Act B.E. 2535 (1992), including the additional amendments, Section 119, the shareholders' meeting may resolve to transfer the reserve fund under Section 51 pursuant to Section 116 or other reserve funds to compensate for the Company's accumulated loss by deducting the compensation from other reserve funds first and then deducting from the reserve fund according to Section 116 (legal reserve funds allocated from the net profit) and the reserve fund pursuant to Section 51 (share premium reserve), respectively.

Due to the Company's accumulated loss of 4,103,846,722.33 baht based on its separate statement of financial position ending on June 30, 2022, which had been reviewed by the Company's auditor and approved by the Board of Directors, the Board of Directors deemed it appropriate to propose the Shareholders' Meeting to transfer the surplus from devaluation of ordinary shares, the legal reserve, and the share premium to compensate for the Company's accumulated loss. After transferring the surplus of 464,905,198.16 baht, the legal reserve of 2,095,974.65 baht, and the share premium of 1,422,184,596.50 baht to compensate for the accumulated loss, the Company's accumulated loss would remain at 2,214,660,953.02 baht based on its separate financial statement. Such compensation of the accumulated loss would not affect the Company's Equity, detailed as follows:

The capital restructuring Deficit reduction	Before Deficit compensation	Deficit compensation	After Deficit compensation
Issued and paid-up capital	2,493,455,400.00		2,493,455,400.00
Share premium on ordinary shares	1,422,184,596.50	-1,422,184,596.50	
The surplus from devaluation of ordinary shares	464,905,198.16	-464,905,198.16	
Legal reserve	2,095,974.65	-2,095,974.65	
Deficit	-4,103,846,722.33		-2,214,660,953.02
Other components of equity			
Total equity	278,794,446.98		278,794,446.98

Those assigned by the Company's Board of Directors to manage any necessary operations concerning to the transferring of the legal reserve and share premium on ordinary shares to compensate the Company's accumulated loss can operate with any state agency related to such issue.

**Board's opinion:** The Extraordinary General Meeting shall consider and approve the transferring of legal reserve, the share premium and the surplus from devaluation of ordinary shares to compensate the Company's accumulated loss as above details.

**Required number of votes to pass resolution:** This agenda shall be approved by a majority of shareholders' votes attending the meeting.

**Agenda 6: To consider and approve the change in the par value of shares by combining value of shares and amend the Memorandum of Association Clause 4.**

**Principle and Rationale:** Due to the accumulated loss of 2,214,660,953.02 baht after the transferring of the surplus from the devaluation of ordinary shares, the legal reserves, and the share premium to compensate for the Company's accumulated loss, the Company desired to decrease the paid-up capital by reducing in the par value of shares in order to eliminate the accumulated loss. It is necessary to change the par value by combining the value of shares first.

The Board of Directors deemed it appropriate to suggest to the Meeting that the par value shall be changed by combining shares in the ratio of 400 existing shares to one new share. After the change in the par value, the number of shares will change as follows:

The change in the par value of shares	Before par combining	After par combining
Issued and paid-up capital	2,493,455,400.00	2,493,455,400.00
Par value of ordinary shares	0.01	4.00
Volume of registered and paid-up shares	249,345,540,000.00	623,363,850.00

As a result of the change in the par value from 0.01 baht to 4 baht, the fractions of some shareholders will be insufficient to be converted to new shares. The existing fractions will be discarded. The TSD, which is Company's share registrar, will be assigned by the Company to calculate and change the par value, as well as discard fractions. However, in case the shareholders' fractions are insufficient to be converted to new shares after the calculation, the Company is pleased to pay cash to compensate for the original discarded fractions at 0.01 baht per share. However, each affected shareholder can claim for compensation of such fractions at the Company's office within one month from the effective date of the Company's par value change. If the affected shareholder fails to receive such compensation within the specified period, the Company shall be deemed that the shareholder waives his or her right to claim such compensation.

In this regard, those assigned by the Board of Directors have authority to manage any necessary and proper actions related to the par value change in accordance with the regulations and laws of the government agencies or any other relevant agencies.

The par value change by combining shares will not affect to the Company's registered capital and the Company shall amend the Memorandum of Association Clause 4 to be in line with the change in the Company's registered par value as mentioned above. The amendment details of the Memorandum of Association Clause 4 are as follows:

“Clause 4. Registered capital amounting to	2,493,455,400 baht (Two billion four hundred ninety-three million four hundred fifty-five thousand four hundred baht)
Divided into	623,363,850 shares (Six hundred twenty-three million three hundred sixty-three thousand eight hundred fifty)
Value per share	4 baht
Divided into	
Ordinary shares	623,363,850 shares (Six hundred twenty-three million three hundred sixty-three thousand eight hundred fifty)
Preferred stock	-none-”

Those assigned by the Company's Board of Directors shall register the additional amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce. Those assigned shall have the authority to amend the wording in compliance with the registrar's order.

**Board's opinion** : The Extraordinary General Meeting shall consider and approve the change in the par value of shares by combining shares in the ratio of 400 existing shares to one new share, changing from the par value of 0.01 baht per one ordinary share to 4 baht per one ordinary share and approve the amendment of the Company's Memorandum of Association Clause 4 in compliance with the change of the par value as detailed above.

**Required number of votes to pass resolution:** The resolution for this agenda requires an affirmative vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 7: To consider and approve the reduction of the Company’s registered capital and the Company’s paid –up capital by reducing the par value of ordinary shares (par reduction) in order to bring the surplus from the capital reduction to compensate the Company’s accumulated loss and amend the Memorandum of Association Clause 4.**

**Principle and Rationale:** To serve the future payment of dividend in case of accumulated loss, it is prohibited by law to pay the dividend in case the Company has accumulated loss. The current operating results cannot wipe out the loss to turn it into the accumulated profit leading to the dividend payment. Capital reduction is one of the methods to pay the dividend faster.

With respect to the Public Limited Company Act B.E. 2535 (1992), including additional amendments, Section 139, the shareholders’ meeting may resolve to reduce the registered capital by decreasing each share value or the number of shares. But the capital cannot be lowered less than one-fourth of all capital. However, in the case of the Company’s accumulated loss compensation according to Section 119 has been operated, but the accumulated loss still remains, the Company may reduce the capital to be lower than one-fourth of all capital.

Due to the Company’s accumulated loss, the paid-up capital can be reduced to less than one-fourth of all paid-up capital. The reduced paid-up capital shall be classified as the paid-in surplus due to the reduction of such capital. That paid-in surplus shall be used by the Company to compensate for all existing accumulated losses, respectively, according to the law.

The Board of Directors deemed it appropriate to suggest to the Shareholders’ Meeting that the Company’s registered capital of 2,181,773,475 baht shall be reduced from the original registered capital of 2,493,455,400 baht to the registered capital of 311,681,925 baht divided into 623,323,850 ordinary shares by reducing the Company’s par value from 4 baht to 0.50 baht. By doing this, the capital of 2,181,773,475 baht from the capital reduction shall compensate for the accumulated loss of 2,214,660,353.02 baht. After the reduction of the capital and compensation for the accumulated loss, the Company’s accumulated loss will remain 32,887,478.02 baht, as follows:

The change in the par value of shares	Before par reduction	After par reduction
Issued and paid-up capital	2,493,455,400.00	311,681,925.00
Par value of ordinary shares (per share)	4.00	0.50
Volume of registered and paid-up share	623,363,850.00	623,363,850.00
Deficit	-2,214,660,953.02	-32,887,478.02
Total Equity	278,794,446.98	278,794,446.98

The change in the par value will not affect the Company’s Equity. Such reduction shall involve the adjustment of accounting figures to compensate for the accumulated loss only. The Company shall amend the Memorandum of Association Clause 4 consistent with the change in the above par value. The details of the amendment of Memorandum of Association Clause 4 are as follows:

“Clause 4. Registered capital amounting to	311,681,925 baht (Three hundred eleven million six hundred eighty-one thousand nine hundred twenty-five baht)
Divided into	623,363,850 shares (Six hundred twenty-three million three hundred sixty-three thousand eight hundred fifty)
Value per share	0.50 baht (Fifty satang)
Divided into	
Ordinary shares	623,363,850 shares (Six hundred twenty-three million three hundred sixty-three thousand eight hundred fifty)
Preferred stock	-none-”

Those assigned by the Company’s Board of Directors shall register the additional amendment of the Company’s Memorandum of Association at the Department of Business Development, Ministry of Commerce. Those assigned shall have the authority to amend the wording in compliance with the registrar’s order.

After the approval of the Extraordinary General Meeting of Shareholders, the Company shall transfer the legal reserve to compensate for the accumulated loss and issue a letter to creditors to notify them of the resolution of capital reduction and the registration of the change in the par value (par combining) from 0.01 to 4 baht. After the period of expiration, the creditors shall submit an objection within two months from the date of receipt of the resolution. The Company shall register the paid-up capital reduction by reducing the par value from 4 to 0.50 baht at the Department of Business Development.

**Board’s opinion** : The Extraordinary General Meeting shall consider and approve the reduction of the Company’s registered capital of 2,181,773,475 baht from the original registered capital of 2,493,455,400 baht to the registered capital of 311,681,925 baht by reducing the Company’s par value from 4 baht per share to 0.50 baht per share and approve the amendment of the Company’s Memorandum of Association Clause 4 in compliance with the change of the par value as detailed above.

**Required number of votes to pass resolution:** The resolution for this agenda requires an affirmative vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 8:** To consider and approve the increase of the registered capital not exceeding 411,681,925 baht from the original registered capital of 311,681,925 baht (newly registered capital after the reduction of registered capital) to the newly registered capital of 723,363,850 baht by issuing 823,363,850 new ordinary shares at a par value of 0.50 baht and to amend the Company’s Memorandum of Association Clause 4 (registered capital) in line with the increase in the newly registered capital.



**Principle and Rationale:** The Company intends to increase its registered capital not exceeding 411,681,925 baht from the original registered capital of 311,681,925 baht to the newly registered capital of 723,363,850 baht.

823,363,850 new ordinary shares at a par value of 0.50 baht shall be issued to carry out the real estate development business or the investment project which has long-term returns and to be the Company's revolving fund. A newly ordinary share of 0.50 baht per share (fifty satang per share) shall be offered. To increase the registered capital, the Company shall amend the Memorandum of Association Clause 4 (registered capital) in line with the increase in the registered capital as follows:

“Clause 4. Registered capital amounting to	723,363,850 baht (Seven hundred twenty-three million three hundred sixty-three thousand eight hundred fifty baht)
Divided into	1,446,727,700 shares (One billion four hundred forty-six million seven hundred twenty-seven thousand seven hundred)
Value per share	0.50 baht (Fifty Satang)
Divided into	
Ordinary shares	1,446,727,700 shares (One billion four hundred forty-six million seven hundred twenty-seven thousand seven hundred)
Preferred stock	-none-”

The increase in the registered capital under this agenda took place after the reduction of the par value from 4 to 0.50 baht per share and after the registration of the reduction of the registered capital to 311,681,925 baht at the Ministry of Commerce.

Those assigned by the Company's Board of Directors shall register the additional amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce. Those assigned shall have the authority to amend the wording in compliance with the registrar's order.

**Board's opinion:** The Extraordinary General Meeting shall consider and approve to increase the Company's registered capital at the amount of 411,681,925 baht from the original registered capital of 311,681,925 baht to the newly registered capital of 723,363,850 baht by issuing 823,363,850 new ordinary shares at a par value of 0.50 baht and approve to amend the Company's Memorandum of Association Clause 4 (registered capital) in line with the increase in the registered capital.

**Required number of votes to pass resolution:** The resolution for this agenda requires an affirmative vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 9: To consider and approve the allocation and offering of 823,363,850 new ordinary shares at a par value of 0.50 baht (Fifty satang) to Private Placement (PP).**

**Principle and Rationale:** It is appropriate to issue and offer 823,363,850 new ordinary shares of the Company to Private Placement (PP) by offering them to Mr. Komol Jungrungreangkit at a price of 0.50 baht amounting to 411,681,925 baht (Four hundred eleven million six hundred eighty-one thousand and nine hundred twenty-five baht only).

However, the Company's Board of Directors and/or those assigned by the Board shall have an authority to consider and determine the criteria and other conditions relating to the issuance and offering of the increased ordinary shares, e.g., offering price; subscription period; share payment; offering details and allocation methods by either one-time or multiple offerings depending on the suitability of socio-economic and investment conditions so that the Company can receive maximum benefits; signing of relevant documents, and other necessary and appropriate operations concerning the issuance and offering of such shares, including the registration with the registrar at the Ministry of Commerce or any state agency related to such issue.

The offering price per share shall be determined not lower than the par value. Conditions shall be stipulated to offer shares to the Private Placement (PP), who shall be prohibited from offering the Company's allocated shares through the silent period within 1 year from the acquisition of such shares.

The Company shall allocate and offer the increased ordinary shares to Private Placement (PP) within 1 year from the date that the Shareholders' Meeting has approved.

Concerning the criteria for selecting a limited investors, the Company has considered various components of selecting Private Placement (PP), such as potential and reliable investors with experience or knowledge in different business fields to enhance business potential for the Company in the future, to suggest how to expand the Company's business in terms of the existing and new businesses and to be long-term investors.

**Board's opinion:** The Extraordinary General Meeting of Shareholders shall consider and approve the allocation and offering of 823,363,850 new ordinary shares at a par value of 0.50 baht (Fifty satang) to Mr. Komol Jungrungreangkit. Currently, the Board of Directors is in the process of studying the guidelines for real estate business operations and additional future investment. The money from the increase in the capital shall be used as the reserve fund to be allocated as the revolving fund of the Company and other subsidiaries, and as the Company's further investment.

**Required number of votes to pass resolution:** This agenda shall be approved by a majority of shareholders' votes attending the meeting.

**Agenda 10: The disposal of investments in IEC Sakaeo1 Co., Ltd. and GIDEC Co., Ltd.**

**Principle and Rationale/Board's opinion:** Disposal of investments in two subsidiaries and operation authorization are detailed as follows:

1. Investment disposal transaction of IEC Sakaeo 1 Company Limited ("IEC SK1") which operate Power Plant business by producing and distributing electricity from biomass with capacity 8 MW, located at Moo 14, Sala Lumduan Subdistrict, Mueang Sakaeo District, Sakaeo Province, to interested people: 10,299,998 new ordinary shares shall be disposed of at 99.99% of IEC's disposed shares held by the Company.

- Investment disposal transaction of GIDEC Company Limited (“GIDEC”) which operate Waste to Energy Power Plant business by producing and distributing electricity from waste with capacity 6.5 MW, located at Moo 3, Airport road, Khuan Lang Subdistrict, Hat Yai District, Song Khla Province, to interested people: 8,999,998 new ordinary shares shall be disposed of at 99.99% of GIDEC’s disposed shares held by IEC Green Energy Company Limited, which is a subsidiary that the Company has a 100% stake.

Moreover, the Company and interested people made the Memorandum of Agreement on the transaction of the disposal of the above shares. However, the success of this transaction shall depend on the precedented conditions, which are still uncertain.

After the transaction, IEC, SK1, and GIDEC will no longer be the Company’s subsidiaries. Currently, the Board of Directors is in the process of studying the guidelines for real estate business operations and additional future investment. The money from the disposal of shares shall be used as the reserve fund to be allocated as the revolving fund of the Company and other subsidiaries, and as the Company’s further investment.

**Agenda 11: Consider other matters (if any)**

The Company schedules the Record Date (whereby the list of shareholders eligible to attend the 2022 EGM is determined) to be on October 12, 2022.

Shareholders are cordially invited to attend the meeting on the announced time, date and venue. Shareholders can register from 8.00 hours on in order to facilitate the registration process. For conveniences, shareholders or proxies are kindly requested to present Barcode-printed Registration Form to the registration officer on the meeting date. In the event any shareholder is unable to physically attend, please have your proxy representing and voting by using one of the given proxy forms in the Enclosure 4. (Form A or Form B Affixed Duty Stamp THB 20) as deem appropriate. Shareholders and proxies are required to present the document or the evidence proving the status of shareholder or proxy of shareholder as stipulated in the Enclosure 5.

Should you wish to appoint the Company’s independent director as your proxy to vote as your desire, you may appoint an independent director. The independent director that can be appointed as your proxy include Mr. Sakda Sinives, who is Audit Committee and Independent Director as appeared in the Enclosure 2. In the event of foreign shareholder who appoints a custodian in Thailand as the stock account keeper and manager, he or she may use either the enclosed proxy form or Form C. (Form C Affixed Duty Stamp THB 20 is applicable for custodian only.)

Should you wish to appoint the Company’s independent director as your proxy, please send the proxy form to the Company by Wednesday, November 9, 2022, or submit it to the registration desk prior to attending the meeting. It is recommended that your proxy holder bring all documents and evidence to be declared according in the Enclosure 5. The Company will conduct the Meeting in accordance with the procedures for participation and casting votes as detailed in the Enclosure 6.

Additionally, the Company has also made a map to the meeting venue of EGM as appear in Enclosure 7.

In the event of any change occurring as a result of the COVID-19 pandemic, the CEO as designated by the Company’s Board of Directors, or a person designated by the CEO is authorized to reschedule the EGM No.1/2022, including the meeting venue, procedure and condition as appropriate under the given circumstances and as required by applicable laws.

For your benefit, it is advisable that shareholders follow the Company’s news update on the situation (if any) via the Company’s website www.iec.co.th.

Please be informed accordingly.

Yours faithfully,



( Mr. Komol Jungreangkit )  
Chairman of the Board

**Note:**

1. The Company shall disseminate the invitation letter along with the Proxy Form, documents relevant to the Extraordinary General Meeting of Shareholders No.1/2022 and other meeting documents on the Company's website to inform shareholders in advance at [www.iec.co.th](http://www.iec.co.th) on the topic of Investor Relations > Information for shareholders > General Meeting of Shareholders.  
For any queries, please contact the Investor Relations Division at [investors.iec@gmail.com](mailto:investors.iec@gmail.com) or at Tel. No. 02-619-0199, or Fax. No. 02-619-0019.
2. For shareholders appointing proxy, kindly submit the proxy in advance to  
Company Secretary  
The International Engineering Public Company Limited  
No. 333/86, 333/89 IT Square Building, Tower1, 6<sup>th</sup> floor, Kamphaengphet 6 Road, Talat Bangkhen, Lak Si, Bangkok 10210
3. the Extraordinary General Meeting of Shareholders shall be proceeding with the meeting in Thai language.  
In case of foreigners, please come with translator to ensure correctness and completeness of information.