



**Invitation for the Extraordinary  
General Meeting of Shareholders No.2/2025**

**Energy Absolute Public Company Limited**

**Friday, 31<sup>st</sup> January 2025**

**10.00 a.m.**

**Through an Electronic Meeting Only**

## Privacy Notice for the Shareholders' Meeting

Energy Absolute Public Company Limited (the “**Company**”) hereby informs the shareholders, proxies, and relevant persons of the following information to ensure compliance with the Personal Data Protection Act, B.E. 2562 (the “**PDPA**”), as well as the Company’s Personal Data Protection Policy. You can find more details on the Company’s Personal Data Protection Policy at <https://www.energyabsolute.co.th/Personaldataprotectionpolicy?lang=E>

### 1. PERSONAL DATA COLLECTED

It is necessary for the Company to collect your personal data, i.e., name, surname, address, telephone number, photo, identification card number, juristic person registration number, shareholder registration number, and information related to the use of electronic systems such as email and IP Address in case of online meeting, for the purpose of identity verification for attendance at the Shareholders’ Meeting.

In this regard, the Company may need to request the copy of documents for identity verification, such as your national identification card or other documents issued by government authorities that display your personal information. These documents may contain sensitive personal data, such as blood type, religion, etc. Therefore, the Company kindly requests you to conceal any sensitive personal data on these documents. This can be done by covering it with black ink or using any other method that ensures the sensitive data is no longer visible on the copy of the documents before submitting them to the Company. In the event that you do not take the aforementioned action, the Company will consider that you have granted permission for the Company to conceal that information on your documents. The document will be considered complete and enforceable in all respects. If the Company is unable to conceal the information due to certain limitations, the Company reserves the right to proceed in accordance with the Company’s Personal Data Protection Policy. The Company also confirms that the purpose of this action is solely for identity verification, and the Company has no intention of collecting or using any sensitive personal data.

Furthermore, during the meeting, the Company will record and broadcast the video and audio of the meeting to comply with the Emergency Decree on Electronic Meetings, B.E. 2563, as well as to ensure transparency in the consideration of meeting agendas and to maintain security within the meeting area. The Company is therefore required to collect, use, and disclose the video and audio of all attendees for legitimate interests in order to comply with the relevant laws.

### 2. COLLECTION OF PERSONAL DATA

In the direct collection of your personal data, the Company will use the personal data only as necessary and in accordance with the specified purposes. In addition, the Company may, only as necessary and in accordance with law, collect your personal data from other sources, i.e., securities registrars or Thailand Securities Depository Co., Ltd. (TSD).

### **3. PURPOSES FOR THE COLLECTION, USE AND DISCLOSURE OF PERSONAL DATA**

The Company collects, uses and discloses your personal data only for the purposes of calling and convening the Shareholders' Meeting in accordance with the relevant legal requirements. Therefore, the Company will collect, use, and disclose your personal data only to the extent authorized by the PDPA and the Company's Personal Data Protection Policy for the legitimate interests of the Company or other persons or juristic person, and to ensure the Company's compliance with the law.

### **4. RETENTION PERIOD AND SECURITY OF PERSONAL DATA**

The Company will retain your personal data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures. The Company will retain your personal data in accordance with the standards for the storage of personal data as required by the PDPA and the Company's Personal Data Protection Policy.

In the event where the retention period for personal data is not otherwise clearly specified, the Company will retain the personal data for the period that may be expected under relevant laws and data retention standards, such as the longest legal prescription of 10 years from the date the personal data was collected.

### **5. YOUR RIGHTS AS A DATA SUBJECT**

You have the rights on your personal data as stipulated in the PDPA, i.e., the right to withdraw your consent; the right to access, copy, and disclosure how we collect your personal data, the right to correct and update, delete, destroy, or anonymize personal data, the right to request suspension of the processing of personal data, the right to send or transfer personal data, right to complaint of non-compliance with the law, the right to object to the collection, use, and disclosure of personal data, and the right to be informed of changes to personal data notice. The exercise of the above rights shall be in accordance with the Company's Personal Data Protection Policy.

### **6. DISCLOSURE OF PERSONAL DATA TO THIRD PARTY OR OTHER ORGANIZATION**

The Company may be required to disclose your personal data to other persons, juristic persons, or government authorities as necessary in connection with the purposes contained herein, such as technology service providers, regulators, government agencies, or by the order of regulatory officials. The Company may also disclose your personal data to the public as required by law or by good corporate governance principles, such as the publication of the minutes of the shareholders' meeting.

### **7. CONTACT CHANNELS**

In case there are any enquiries or require any other informations on the Company's personal data protection please contact: Energy Absolute Public Company Limited, 89 AIA Capital Center Building, 16 Floor, Ratchadaphisek Road, Dindaeng District, Dindaeng Sub-district, Bangkok 10400, e-mail: [ea.cs@energyabsolute.co.th](mailto:ea.cs@energyabsolute.co.th) or [ir@energyabsolute.co.th](mailto:ir@energyabsolute.co.th). You can also contact our Data Protection Officer (DPO) at: [dpo@energyabsolute.co.th](mailto:dpo@energyabsolute.co.th).



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No. EA : CS-EGM NO.2/2568

16 January 2025

Subject: Invitation for the Extraordinary General Meeting of Shareholders No.2/2025

To: All shareholders of Energy Absolute Public Company Limited

- Enclosures
1. Information Memorandum Concerning the Disposal of Assets of the Company pursuant to List (2)
  2. Opinion Report of the Independent Financial Advisor on the Disposal of Assets of the Company
  3. The Articles of Association of the Company in respect of the Shareholders' Meeting
  4. Procedures for attending the Extraordinary General Meeting of Shareholders No.2/2025
  5. Profiles of Independent Directors for shareholders to appoint as proxies
  6. Proxy form A, form B, and form C (Attachment 6.1, 6.2, and 6.3 respectively)
  7. Shareholders' Attendance Requirement for E-AGM and Guidelines for Mobile Application IR Plus AGM and for Web Application IR PLUS AGM

Notice is hereby given that the Board of Directors' Meeting of Energy Absolute Public Company Limited (the "Company") (special) No. 14/2024, held on 13 December 2024 has resolved to convene the Extraordinary General Meeting of Shareholders No.2/2025 on Friday, 31 January 2025 at 10.00 hrs., **only via electronic means (E-EGM)** in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other relevant laws and regulations to consider the following agenda items:

**Agenda 1:** To consider and approve the disposal of assets in the power plant project of EA Solar Phitsanulok by establishing the framework and principles for the asset disposal. The sale price shall be based on (1) the enterprise value or (2) the proposed offering value of the project which is not less than THB 8,000 million, along with the right to repurchase the disposed asset after a 25-year period from the completion date of the asset disposal, as well as the authorization for the Board of Directors to take any actions related to the disposal of such assets.



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**Fact and Rationale:**

- In order to comply with the Company's financial management and debt repayment plan, the Company wishes to enter into the disposal of assets in the power plant project of EA Solar Phitsanulok Company Limited (“ESP”), by establishing the framework and principles related to such disposal of assets. This disposal of assets may be in the form of (1) the sale of all or part of the ordinary shares in ESP, or (2) the transfer of all assets and business operations of the ESP power plant project, or (3) the transfer of rights or interests arising from the operation of producing and distributing electricity generated from solar energy by ESP, whether in whole or in part, within the specified period, including the right to repurchase the disposed ordinary shares or asset from the investor after a 25-year period from the completion date of the disposal of asset (in the case of the transaction structure 1 or 2). The sale price shall be based on (1) the enterprise value<sup>1</sup> or (2) the proposed offering value of the project, not less than THB 8,000 million (before the deduction of taxes and transaction-related expenses. The Company is required to repay debts to financial institutions in an amount not exceeding THB 4,365.18 million. Consequently, the Company will receive cash of no less than THB 3,634.82 million), including the right to repurchase the disposed ordinary shares or asset from the investor after a 25-year period from the completion date of the disposal of asset (in the case of the transaction structure 1 or 2), which will be offered to one or more person and/or juristic person, whereby the group of person and/or juristic person involved shall not exceed a total of 10 parties (collectively, the “Investor”), and is/are not connected person of the Company in accordance with the Notification of Capital Market Supervisory Board No.TorChor. 21/2551 Re: Rules on Connected Transactions and Notification of The Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (as amended) (the “Notification on Connected Transaction”) (collectively referred to as the “Asset Disposal Transaction”). In this regard, ESP is a subsidiary in which the Company holds 99.99 percent indirect shareholding, operates solar power plant business operations in Phitsanulok Province, with a production capacity of 90 MW under the Power Purchase Agreement (PPA).
- Currently, the Company is in the process of selecting the Investor, with several potential investors who have expressed interest to invest including a power generation company established abroad, and the listed company on the Stock Exchange of Thailand. These investors are deemed to have the capability and financial readiness to invest in the ESP project.

<sup>1</sup> Enterprise Value is an information use to assess the value of a company, calculated as follows: Enterprise Value = Total Market Capitalization + Debt – Cash + Minority Interest + Market Value/Par Value of Preferred Share.



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The Company is also considering the structure of the transaction, which may be conducted in one of the following structures:

- (1) the sale of all or part of ordinary shares in ESP (in a proportion of no less than 51 percent), where the Company will negotiate with the Investor to grant the right to the seller and/or the Company and/or its subsidiaries to repurchase all or part of the ordinary shares of ESP from the Investor after the expiration of a 25-year period from the completion date of the Asset Disposal Transaction, at a price to be mutually agreed upon, with the total value of the repurchase of ordinary shares of ESP not exceeding THB 1,000,000<sup>2</sup> which will be in accordance with the terms to be specified in the relevant agreement. If the parties agree to sell the ordinary shares of ESP, whether in full or in part, in a proportion that results in the Company ceasing to be the controlling persons<sup>3</sup> of ESP, ESP will cease to be a subsidiary of the Company, or in proportion exceeding 75 percent, ESP will cease to be an associate company of the Company (as the case may be), or
- (2) the transfer of assets and the entire business of the ESP power plant project<sup>4</sup>, which depends on the negotiation between the parties. The seller may (2.1) transfer the entire business, including all assets, liabilities, rights, obligations, and responsibilities under various agreements that ESP has with other parties to the Investor (Entire Business Transfer). In this case, ESP will proceed with the dissolution of the company to ensure that the transfer of the entire business complies with the tax exemption conditions prescribed under the Revenue Code, or (2.2) transfer the assets of the ESP power plant project (e.g., power purchase agreements, permits, solar panels, buildings and structures, machinery, and equipment, etc.) to the Investor. In this case, ESP will continue to operate as a subsidiary of the Company. The Company will continue to assess the appropriateness of ESP's business operations. Additionally, the Company will negotiate with the Investor to grant the right to the seller and/or the Company and/or its subsidiaries to purchase and transfer all assets and entire business of the ESP power plant project back from the Investor after the expiration of a 25 years period from the completion

<sup>2</sup> As negotiated between the parties.

<sup>3</sup> Controlling persons means the person with the controlling power over the company, which means

- Holding the voting shares of a juristic person more than 50 percent of the juristic person's total voting shares
- Having control over majority votes at the juristic person's shareholder meeting, either directly or indirectly or by any reason
- Controlling an appointment or discharge of more than half of the directors, either directly or indirectly

<sup>4</sup> In this form of transaction, the seller will not transfer any employees, nor will there be any need to lay off employees of ESP, as ESP currently has no employees.



date of the Asset Disposal Transaction, at a price to be mutually agreed upon, with the repurchase and transfer of all assets and operations of the ESP power plant project shall have a total value not exceeding THB 1,000,000<sup>5</sup>, which will be in accordance with the terms to be specified in the relevant agreement, or

(3) the transfer of rights or benefits from the production and distribution of electricity generated from solar energy by ESP, whether in whole or in part, within the specified period which shall not exceed 25 years, and transfer of rights or benefits actually received by ESP (as is basis) in the specified proportion, whereby the seller has no obligation to guarantee income and is free from any commitments with the Investor. After the expiration of a 25-year period from the completion date of the transaction transferring the rights or benefits from ESP's solar power generation and sale operations, all or part of the rights or benefits related to the solar power generation and sale operations of ESP will immediately revert to ESP<sup>6</sup>.

- Additionally, in determining the terms for the repurchase of assets after a 25-year period from the completion date of the Asset Disposal Transaction, the Company has considered that the ESP power plant project will still hold value and potential for profitability. This will create value and benefit for the Company, as the power purchase agreement can be extended for an additional period of 5 years at a time, and the project has the potential for future reinvestment opportunities. The repurchase terms are thus a right of the Company. Therefore, in this asset disposal, the Company will be able to recognize total revenue and profit or loss in accordance with the applicable accounting standards. The value of the transaction may vary depending on the structure and proportion of the transaction agreed upon between the Investor and the Company. However, the sale price must be based on either (1) the enterprise value or (2) the proposed offering value of the project, not less than THB 8,000 million.
- In addition, the Board of Directors' meeting has resolved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors to negotiate the principles, conditions, and various agreements, for conducting the Asset Disposal Transactions to be appropriate. This includes, but is not limited to, the consideration of the appropriateness of the purchase price offered, the suitability of the procedures and timeline for the transaction, the appropriateness of terms and conditions, etc., in order to maximize the benefits for the Company and its shareholders, based on the

<sup>5</sup> As referenced from the negotiations between the parties.

<sup>6</sup> In the transaction under Structure 3, the Company is firstly required to repay the entire loan amount of THB 4,365 million to the financial institutions, as there are conditions specified in the loan agreement, under which the financial institutions have the right to claim payment from certain portions of the power purchase agreements of ESP.



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current situation of the Company. The Board of Directors will perform their duties with responsibility, due care and loyalty, and shall comply with the laws, regulations, objectives, and shareholder meeting resolutions, in accordance with the fiduciary duties and Section 89/7 of the Securities and Exchange Act.

- As the Company has debt obligations that need to repay to the financial creditors and debenture holders in 2025, totaling THB 14,307 million, consisting of THB 6,857 million to financial creditors and THB 7,450 million for debenture holders, the Board of Directors has considered the appropriateness of the assets or businesses to be disposed based on multiple factors from the Company's business group includes five main business groups, which are: (1) Biodiesel, (2) Renewable Energy Power Plants, (3) Lithium-Ion Battery for Electric Vehicles, (4) Electric Vehicles, and (5) Electric Vehicle Charging Stations. Among these, ESP's solar power plant business has strong demand from both domestic and international investors due to its environmentally friendly (ESG) investment appeal. Additionally, the business has firm power purchase agreements, which makes future forecasting easier. The ESP power plant projects have demonstrated stable earnings in the past, with assets that have been in use for a relatively short time and benefiting from additional power purchase price (adder) support for small power producers (SPP), ensuring consistent profitability. It is a business that investors in the industry are familiar with, with a separate shareholding structure from other projects (the Company holds an indirect 99.99 percent share), which enables Investor to quickly assess the due diligence, making it more attractive to potential Investors compared to other projects or businesses of the Company. Therefore, the Board of Directors has concluded that the ESP power plant project is more suitable for disposal than other projects, in order to meet the Company's debt repayment obligations in 2025.
- In conducting the Asset Disposal Transaction, the Board of Directors will select and contact various suitable and capable investors, as well as assess their ability to continue the business operation of ESP in the future, and will proceed to have interested investors submitting non-binding or indicative offers to the Company. Subsequently, the Board of Directors will review these indicative offers, both in terms of the proposed purchase price and the various terms and conditions, and select the specific most suitable investors to conduct due diligence on ESP. The selected investors will then be invited to submit binding offers, detailing various commercial terms, including transaction structure, principles and conditions for the Company's consideration in selecting an investor who would be the Investor in the Asset Disposal Transaction. In this process, the Company will carefully consider the proposals and terms offered by each investor, by taking into account the best interests of the Company and its shareholders as paramount consideration. At the same time, to facilitate the Asset Disposal Process, the Company will negotiate the definitive agreements related to the transaction alongside conducting due diligence.



If the Board of Directors is able to select the Investor and successfully enter into the definitive agreement for the disposal of Assets with the selected Investor, the Company will accordingly notify shareholders of the details of the selected Investor through the Stock Exchange of Thailand (“SET”).

- The Company expects that, under the definitive agreement regarding the disposal of assets, the Asset Disposal Transaction will proceed only if the conditions precedent have been satisfied or waived, in whole or in part, by the relevant parties. The Company and the Investor will further determine such conditions, which may include, but are not limited to, the satisfaction of due diligence by the Investor, the approval from the board of directors and/or the shareholders’ meeting of the Investor to enter into the Asset Disposal Transaction with the Company and/or its subsidiaries, the receipt of consents or waivers from third parties, creditors, government authorities, or regulators in relation to the Asset Disposal Transaction, including obtaining approval or consent for the transfer of the relevant licenses (as the case maybe, based on the method of asset disposal), and the absence of any material adverse effect on the financial condition or operations of ESP, or any material adverse effect on the share price or asset value occurring between the execution date and the completion date.
- Initially, the Company will make its best effort to negotiate the terms and conditions of the agreement, including the execution of the relevant agreements and all conditions precedent to be completed by March–April 2025. After all conditions precedent have been completed or waived, as the case may be, the Company anticipates that the Asset Disposal Transaction will be completed by April 2025 at the latest. However, if the Asset Disposal Transaction cannot be completed within the specified period, the Company may consider extending such period as necessary and appropriate, taking into account the debt repayment plan and the best interests of the Company and its shareholders.
- Currently, the Company has outstanding loans to creditors, these are divided into loans from financial institutions, totaling approximately THB 27,498.20 million, and debentures totaling approximately THB 31,166 million. In 2025, the Company has financial obligations to repay loans from financial institutions and debentures, totaling THB 14,307 million. This is divided into THB 6,857 million in loans from financial institutions and THB 7,450 million in debentures. Therefore, the Asset Disposal Transaction will help reduce the Company's loan obligations amounting to THB 4,365.18 million, which ESP is required to repay to financial institutions (as referenced from the audited financial statements of ESP as of 30 September 2024). In addition, the proceeds received from the Asset Disposal Transaction (after deducting taxes and applicable expenses) can be used for the benefit of the Company and can be summarized as follows:



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- (1) The Company will receive cash from the transaction after deducting taxes and applicable expenses and will use the proceeds to repay the ESP project loan amounting to THB 4,365.18 million, to repay loans to the Company's financial institution creditors, and redeem maturing debentures. This will help reduce the Company's debt burden and financial costs of the Company, leading to a decrease in the debt-to-equity ratio, thereby strengthening the Company's financial position.
  - (2) The Company will be able to use the proceeds received as working capital, enhancing liquidity for its business operations; and
  - (3) The Company will be able to use the proceeds received in the ongoing construction projects, which will generate returns for shareholders in the future.
- In this regard, the aforementioned Asset Disposal Transaction is classified as a transaction for the disposal of asset of the Company according to the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (as amended), and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (collectively referred to as the “**Notifications on Asset Acquisition or Disposal**”). The highest total transaction size, when calculating according to net operating profits criteria, is 49.82 percent based on the Company and ESP's reviewed consolidated financial statements ending 30 September 2024. The Company has no other disposal of asset transactions calculated using the net operating profits criteria within the past 6-month period. Therefore, the maximum total value of this transaction is equivalent to 49.82 percent, based on the net operating profits criteria. This Asset Disposal Transaction is considered as a Type 2 transaction, as its value is 15 percent or higher but less than 50 percent. As a result, the Company is obligated to disclose information memorandum regarding the Asset Disposal Transaction to the SET and provide such information memorandum to shareholders within 21 days from the date the information memorandum is disclosed to the SET, in accordance with the Notifications on Asset Acquisition or Disposal.
  - However, as it is anticipated that when the Asset Disposition Transaction is set to be completed, if there is a calculation on the size of the asset acquisition based on the Company's consolidated financial statements ended 31 December 2024, it may be possible that the transaction size will exceed 50 percent but not exceed 100 percent. Therefore, in accordance with good corporate governance



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practices and to allow shareholders to participate in the consideration of the matter, the Board of Directors has decided to disclose the information regarding this Asset Disposal Transaction, appoint an independent financial advisor, and seek approval for the Asset Disposal Transaction at the shareholders' meeting.

Therefore, for this Asset Disposal Transaction, the Company will comply with the Notifications on Asset Acquisition or Disposal as follows:

- (1) Disclose the information memorandum concerning the Asset Disposal Transaction to the SET;
  - (2) Arrange for a shareholders' meeting to approve the Asset Disposal Transaction, whereby the Company must obtain approval from the shareholders' meeting with a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of shareholders with an interest; and
  - (3) Appoint an independent financial advisor approved by the Securities and Exchange Commission to provide an opinion on the Asset Disposal Transaction and deliver the opinion of the independent financial advisor to the shareholders.
- The Asset Disposal Transaction described above shall not be classified as a transaction with the connected person of the Company according to the Notification on Connected Transaction.
  - Please refer to the additional details on the Asset Disposal Transaction of the Company in the Information Memorandum Concerning the Disposal of Assets of the Company pursuant to List (2), **Enclosure 1**.
  - In this regard, the Board of Directors Meeting of the Company has resolved to appoint FynnCorp Advisory Company Limited, a financial advisor on the SEC-approved list, as the Company's as independent financial advisor to prepare and provide opinion of the independent financial advisor to the shareholders of the Company concerning the appropriateness of the entry into the Asset Disposal Transaction of the Company, which is classified as a transaction for the disposal of asset of the Company. The independent financial advisor has prepared the opinion on Asset Disposal Transaction. Please refer to the additional details in the Opinion Report of the Independent Financial Advisor on the Disposal of Assets of the Company, **Enclosure 2**.



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- Considering the necessity and urgency of the Asset Disposal Transaction, the Company deemed it necessary to propose to the shareholders' meeting for consideration and approval of the framework and principles related to the Asset Disposal Transaction, in parallel with the Company's process of selecting a suitable Investor, as well as determining and negotiating the Asset Disposal Transaction structure, principles and conditions related to the Asset Disposal Transaction. In this regard, in order for the Asset Disposal Transaction to be completed by April 2025, for this reason, the Company will propose to the shareholders' meeting to consider and approve granting the Board of Directors and/or the person designated by the Board of Directors the authority, which includes performing duties as a director according to the fiduciary duties, to proceed with the following actions under the framework and principles approved by the shareholders' meeting and in compliance with as well as under the limit of the applicable laws, with the best interests of the Company and its shareholders being paramount consideration;
  - (1) to consider, select, determine, and change the Investor who the Company will enter into the Asset Disposal Transaction with;
  - (2) to consider and determine the details, agreements, structure, and terms relate to the Asset Disposal Transaction, including determining the purchase price;
  - (3) to negotiate, agree, amend, enter into, and execute agreements and documents related to the Asset Disposal Transaction;
  - (4) to sign, amend, revise, file, and submit any documents or evidence necessary or related to the Asset Disposal Transaction for the purpose of obtaining approvals, notifications, consents, or exemptions from any relevant authorities or parties, including communicating, providing statements, and clarifying matters to any authorities or related parties in order to complete the Asset Disposal Transaction;
  - (5) to delegate authority, or appoint individuals or employees within the Company' group with the scope of authority deemed appropriate by the Board of Directors, within the framework approved by the shareholders' meeting; and
  - (6) to perform any actions to successfully complete the Asset Disposal Transaction

In this regard, the aforementioned authorization shall be effective for a period of 1 year from the date of the shareholders' meeting at which the resolution is passed approving the Company's participation in the Asset Disposal Transaction.



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**Opinion of the Board of Directors:**

- The Board of Directors has carefully considered the selling price of assets, the necessity and rationale of entering into the Asset Disposal Transaction, the impact on the financial position, the risks associated with the transaction, the Company's operating results, as well as the benefits that will arise from the entering into the transaction, and is of the opinion that the disposal of asset is appropriate, reasonable, and serves the best interests of the Company. Therefore, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the disposal of assets in the power plant project of EA Solar Phitsanulok by establishing the framework and principles for the asset disposal. The sale price shall be based on (1) the enterprise value or (2) the proposed offering value of the project which is not less than THB 8,000 million, along with the right to repurchase the disposed asset after a 25-year period from the completion date of the asset disposal, as well as the authorization for the Board of Directors to take any actions related to the disposal of such assets.

**Resolution:**

- This agenda must be passed by the approval of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

All shareholders are invited to attend the Extraordinary General Meeting of Shareholders No.2/2025 on the date, time, and procedure as mentioned above.

For general shareholders may submit only Proxy Form A or Proxy Form B. In case the shareholders who are foreign investors and appoint a custodian in Thailand to be a share depository, may submit Proxy Form C to the Company before attending the Meeting through electronic media.

For those shareholders who are unable to attend the Extraordinary General Meeting of Shareholders No.2/2025, through electronic meeting (E-EGM), they may appoint any one of the Independent Directors, as specified on this invitation (**Enclosures 4 and 6**) to attend and vote on their behalf (the profiles of Independent Directors are enclosed as **Enclosure 5**).

In this respect, the Company encourages the shareholders and proxies to submit the proxy form to attend the meeting through electronic meeting by 27 January 2025, in order to allow the Company to verify the documents, before the date of Extraordinary General Meeting of Shareholders No. 2/2025.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)  
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400  
โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

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The Company kindly requests the cooperation of shareholders and/or proxy holders to review the registration process and prepare the necessary identity verification documents, as well as the voting procedure and guidelines for participating in the Extraordinary General Meeting of Shareholders No. 2/2025 via electronic means (**Enclosure 7**).

The Company has set 7 January 2025 as the date to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record date). On the day of the Extraordinary General Meeting of Shareholders No. 2/2025, the Company invites representatives from law firms to audit the voting and oversee the meeting for transparent and in line with the laws and the articles of association of the Company as well as the principles of good corporate governance for shareholders' meeting of the Office of the Securities and Exchange Commission.

Yours Faithfully,

Energy Absolute Public Company Limited

- Somchainuk Entrakul-

(Mr. Somchainuk Entrakul)

Chairman of the Board of Directors