



Invitation to
the 2023 Annual General Meeting of Shareholders
via electronic meeting (e-AGM)
AIRA Factoring Public Company Limited

Monday 24th April 2023 at 14.00 hrs.

Remarks - The Pre- registration will be opened on Monday 3rd April 2023, at 12.00 hrs. onward
- Please *hide/conceal your religion information on your identity* card before making the copy.

Privacy Notice

AIRA Factoring Public Company Limited (the “Company”) is greatly aware of the personal data protection of the shareholders. And to be compliance with the Personal Data Protection Act B.E. 2562 (2019), the Company would like to inform details regarding personal data as follows:

Objectives, Necessities and Collecting Personal Data

It is necessary for the Company to collect your personal data that are given to the Company, i.e. name, surname, address, telephone number and identification number, etc., which will be used for the following purposes:

- To call the Annual General Meeting of the Shareholders for the Year 2023 and to hold the Annual General Meeting of Shareholders as required by law.
- To deliver relevant documents as requested by the shareholders.
- To communicate with and facilitate the shareholders for and at the Annual General Meeting of the Shareholders for the Year 2023.

Period of Personal Data Collection

The Company will keep your personal data for certain period as required by laws and as deemed necessary and in accordance with the objectives for collection of the Company as prescribed by laws.

Owners' Rights to Personal Data

The shareholders as the owner of the personal data, will have the rights as prescribed in the Personal Data Protection Act B.E. 2562 (2019),

1. which includes the right to request for access and obtain a copy of personal data
2. right to request for transfer of personal data
3. right to object the collection, use or disclosure of personal data
4. right to request for deletion or destruction or anonymization of personal data to become unidentified
5. right to request for temporary suspension of personal data
6. right to request for withdrawal of consent and
7. right to request for correction of personal data. The shareholders

who wish to entitle to such rights, may submit your request by contacting the Company at AIRA Factoring Public Company Limited, No. 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400, telephone number 0 2657 6222 or fax number 0 2657 6244 on business days and hours. or email : ir-af@airafactoring.co.th

CONTENTS

Invitation to the 2023 Annual General Meeting of Shareholders	1-10
Attachment1 : Annual Report 2022 (Form 56-1 One Report)	QR Code
Attachment 2: Names and profiles of directors who retired by rotation and nominated for re-election by shareholders for another term.	11-19
Attachment 3: Definition of independent director specified by the company	20-21
Attachment 4: Profiles of independent directors who are representative as proxy	22-25
Attachment 5: The Company's Articles of Association related to the shareholders' meeting	26-30
Attachment 6: Documents and Evidence for proxy and e-registration	31-32
Attachment 7: Procedures for registration and attending the Annual General Meeting of Shareholders through the electric media (e-AGM)	33-35
Attachment 8 : Procedures for sending any query in advance	36
Attachment 9 : Proxy Form A and Form B.	37-44
Attachment 10 : Guidelines for commenting or submitting questions and voting at the shareholders' meeting	45-47

- Translate from Thai -

AF-AGM 001/2023

8 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: The shareholders of AIRA Factoring Public Company Limited

Enclosures:

1. Annual Registration Statement/ Annual Report 2022 (Form 56-1 One Report) in QR Code format.
2. Names and profiles of directors who retired by rotation and nominated for re-election by shareholders for another term.
3. Definition of independent director specified by the company
4. Profiles of independent directors who are representatives as proxy
5. Articles of Association of the Company related to the shareholders' meeting
6. Documents and Evidence for proxy and e-registration
7. Procedures for registration and attending the Annual General Meeting of Shareholders through the electric media (e-AGM)
8. Procedures for sending any query in advance
9. Proxy Form A and Form B.
10. Guidelines for commenting / submitting questions / voting in the shareholders' meeting

As the Board of Directors' meeting of Aira Factoring Public Company Limited (“the Company”) resolved to convene the 2023 Annual General Meeting of Shareholders via electronic media. (e-AGM) on Monday, April 24, 2023 at 2:00 p.m. to consider the following agenda items:

Agenda 1 Acknowledgment of the Company's operating results for the year 2022

Purpose & Reason

In order to comply with the Public Limited Companies Act B.E. 2535 (including any amendments) and according to the Company's Articles of Association which stipulates that the Board of Directors must report the Company's operating results during the past year to shareholders in the Annual General Meeting of Shareholders every year.

The company has summarized the past operating results and significant changes that occurred in the year 2022 as shown in Form 56-1 One report for the year 2022, details in Attachment No. 2, under the heading of Explanations and Analysis of financial position and performance

The Board's Opinion:

It was deemed appropriate for the shareholders' meeting to acknowledge the operating results for the year 2022 that will be presented on the meeting date.

Resolution:

This agenda is for acknowledgment. Therefore, voting is not required.

Agenda 2 To consider and approve the balance sheet and profit and loss account and the auditor's report ended 31 December 2022

Purpose & Reason

Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Company's Articles of Association, which requires the company to prepare a balance sheet and profit and loss account at the end of the company's fiscal year to propose to the shareholders' meeting at the annual general meeting for approval. The company must arrange for an auditor to complete the audit of the balance sheet and profit and loss statement before presenting them to the shareholders' meeting.

The Board's Opinion:

It was deemed appropriate for the shareholders' meeting to approve the Company's financial statements for the fiscal year ended December 31, 2022, which are shown in the Company's Annual Report (56-1 One Report) for the year 2022. Such financial statements have been audited by the Company's auditor and reviewed by the Audit Committee, which can be summarized as follows:

(Unit: Baht)

Details	2022	2021	Changing	
			Increased (Decreased)	%
Total assets	2,384,298,248	2,311,539,476	72,758,772	3%
Total liabilities	1,858,674,459	1,780,784,017	77,890,442	4%
Total shareholders' equity	525,623,789	530,755,459	(5,131,670)	-1%
Total revenues	226,489,380	197,832,279	28,657,101	14%
Profit for the year	45,260,716	49,516,429	(4,255,713)	-9%
Total comprehensive income for the year	46,068,330	49,516,429	(3,448,099)	-7%
Earnings per share (Baht / Share)	0.0283	0.0309	(0.0026)	-8%

Resolution:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 3 To consider and approve the allocation of net profit for the year 2022 as legal reserve

Purpose & Reason

According to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Company must allocate part of its annual net profit as a reserve fund of not less than five (5) percent of its annual net profit and deducted by accumulated loss brought forward (if any) until this reserve fund is not less than ten (10) percent of the registered capital.

The Board's Opinion:

Company performance for the fiscal year 2022 ending December 31, 2022, the Company has a net profit of 45,260,716 baht. The Board therefore deems it appropriate to propose to the shareholders' meeting to consider approving the annual net profit allocation for legal reserves.

Resolution:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 4 To consider and approve the omission of dividend payment for the year 2022

Purpose & Reason

According to the Company's dividend payment policy, each year the Company pays out dividends at the rate of not less than 50% of net profit after deduction of reserves as specified in the Company's Articles of Association and by law and if there is no other necessity that the dividend payment significantly affects the normal operation of the Company.

However, according to Article 42 of the Articles of Association, the company may from time to time pay interim dividends when it considers that the company has sufficient profits to pay. After the interim dividend has been paid, such dividend payment shall be reported to the shareholders' meeting at the next shareholders' meeting.

The Board's Opinion:

It was deemed appropriate to proposed to the annual general meeting of shareholders 2023 to approve the omission of dividend payment for the year 2022 as the Company paid interim dividends in the year 2022 at the rate of 0.032 baht per share, totaling 51.2 million baht paid to shareholders who Listed on the Record Date (December 29, 2022), which is the date for determining the names of shareholders who are entitled to receive

dividends. The dividend payment is scheduled on January 13, 2023. Details of the dividend payment are as follows:

- Paid from net profit For the 9-month operating results (January 1 - September 30, 2022) at the rate of 0.02375 baht per share, totaling 38.00 million baht, representing 98.15% of the accumulated net profit for 9 months.
- Paid from retained earnings at the rate of 0.00825 baht per share, totaling 13.20 million baht, representing 87.49% of retained earnings at the end of September 2022.

Dividend payment information for the year 2022 compared to 2020 and 2021 as follows:

Details	2022	2021	2020
Net Profit Attribute to owners of the company (Million Baht)	45.26	49.52	42.71
Total number of shares (Shares)	1,600	1,600	1,600
Total Dividend (Baht / Share)			
- Interim dividend payment (Baht per Share)	0.032	0.025	0.021
- Annual dividend payment (Baht per Share)	-	-	-
Total Dividend amount (Million Baht)	51.2	40.00	33.60
Dividend payout ratio (%)	113.12	80.77	78.67

Resolution:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 5 To consider and approve the election of directors to replace those who are due to retire by rotation

Purpose & Reason

According to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 18 of the Company's Articles of Association, it stipulates that at every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire from office. Directors who retire from office may be re-elected to take office again.

The Board's Opinion:

At present, the Company has 10 directors. In the 2023 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation as follows:

1. Mr.Kunakorn Makchaidee Director / Independent Director
2. Mrs. Yajai Pattanasukwasun Director / Independent Director
3. Admiral Navapol Damrongpong Director / Independent Director

The Company has given the opportunity to shareholders to nominate a list of qualified persons to be elected as the Company's directors. From October 1, 2022 to December 31, 2022. It appeared that no shareholder nominated a person to be elected as the Company's director.

Board of Directors excluding interested directors have considered screening carefully with caution which has agreed with the recommendation of the Nomination and Remuneration Committee and Corporate Governance for Sustainability that has been carefully considered according to the process specified by the Company which takes into account the suitability and benefits that the Company will receive and the components of Board of Directors according to the Board Skill Matrix, including considering the IOD Chartered Director database which has been disclosed on the website of the Thai Institute of Directors Association.

It was deemed appropriate that the three directors who retired by rotation, namely Mr.Kunakorn Makchaidee, Mrs. Yajai Pattanasukwasun and Admiral Navapol Damrongpong, are fully qualified in accordance with relevant laws and do not have prohibited characteristics under the Act. Public Company Limited B.E. 2535 and related notifications of the Capital Market Supervisory Board.

All 3 persons are knowledgeable, capable and experienced in the business related to the Company's operations, which are suitable for the Company's business operations and beneficial to the direction, strategy and operation plan of the Company as well as the performance of the directors while holding the position, they have always been responsible and perform their duties with caution and honesty.

In this regard, all 3 directors who retired by rotation are independent directors who still perform their duties with independence, able to express their opinions independently and also possess the qualifications of independent directors in accordance with the definition of independent directors of the Stock Exchange of Thailand and of the Company.

The Board of Directors has considered that the nominated persons are in compliance with the relevant laws and regulations relating to independent directors and are still able to perform their duties and express their opinions independently.

In this regard, there is one retired director who is an independent director whose term of office is more than 9 years. The Board of Directors has considered that Such independent director, although holding the position for more than 9 years, does not cause the independence to be lost, still able to express opinions and perform duties independently in accordance with the relevant rules correctly. Such person has knowledge and expertise which is of the utmost benefit to the Company, and is also fully qualified according to the Company's independent director qualifications and the requirements of the Capital Market Supervisory Board. The Board of Directors' meeting agreed to propose to the shareholders' meeting for approval.

(Profile of directors who retired by rotation and nominated for re-election by shareholders for another term and the definition of independent director specified by the Company is detailed in Attachment 3 and 4)

Resolution:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 6 To consider and approve the directors' remuneration for the year 2023

Purpose & Reason

According to Section 90 of the Public Limited Companies Act B.E. 2535 and Article 23 of the Company's Articles of Association, the Company's directors are entitled to receive directors' remuneration as considered and resolved by the shareholders' meeting.

The Board's Opinion:

It was deemed appropriate for the shareholders' meeting to approve the directors' remuneration as proposed by the Nomination and Remuneration and Corporate Governance Committee for Sustainability.

In this regard, the determination of such remuneration has been considered in accordance with the specified criteria which takes into account the suitability in terms of performance, duties, responsibilities, performance of each director and has compared reference data from industry groups that have the same size and income level and has considered about business trends and inflation rates to be taken into account in determining remuneration. The remuneration rate and components of remuneration for directors were also considered, which reflected the value of knowledge and abilities of directors that were sufficient to motivate and retain directors. quality with the company.

The remuneration of the Company's directors is a monetary remuneration only, consisting of meeting allowance and remuneration for directors without compensation that is other benefits.

In addition, the proposal to increase the meeting allowance of the Board of Directors and the Audit Committee in the amount of 2,000 baht per meeting because the meeting allowance has not been increased since 2011 when compared to the meeting allowance based on industry groups with size and income in The same level as the company, which is based on the survey results of directors' remuneration of the Thai Institute of Directors Association (IOD), found that the company's meeting allowance is lower than the average of the industry. The Board of Directors therefore agreed to propose to the shareholders' meeting to consider the adjustment of meeting allowances for the Board of Directors and the Audit Committee as proposed. (Details in the table below)

For proposing to increase the meeting allowance of the Nomination and Remuneration Committee (new name is Nomination and Remuneration Committee and Corporate Governance for Sustainability) due to being assigned more responsibilities by overseeing the work of Corporate Governance for Sustainability. The meeting allowance of the Nomination and Remuneration Committee has not increased since 2012.

The meeting allowance rate of the Nomination and Remuneration Committee and Corporate Governance for Sustainability has been determined by comparing and referring to the meeting allowance rate of the Nomination and Corporate Governance Committee of companies in the industry which is same size and has income in the same level, which is based on data from the survey of directors' remuneration of the Thai Institute of Directors Association (IOD).

Therefore, it was proposed to the shareholders' meeting to approve the meeting allowance of the Nomination and Remuneration Committee and Corporate Governance for Sustainability as proposed in order to be consistent with the workload, duties and responsibilities which was a similar meeting allowance rate. with companies in the industry.

Details of the directors' remuneration proposed for approval this time (compared to 2022) as follows:

● **Board meeting allowance**

Details	2023 (Proposed)	2022	Note
The Board of Directors			
- Chairman of the Board of Directors	27,000	25,000	The remuneration of Executive Director shall be reduced by half.
- Member of the Board of Directors	17,000	15,000	
The Audit Committee			
- Chairman of the Audit Committee	25,000	25,000	-
- Member of the Audit Committee	17,000	15,000	
Nomination and Remuneration Committee and Corporate Governance for Sustainability			
- Chairman of the Nomination and Remuneration Committee and Corporate Governance for Sustainability Committee	20,000	15,000	The remuneration of Executive Director shall be reduced by half.
- Member of the Nomination and Remuneration Committee and Corporate Governance for Sustainability Committee	17,000	10,000	
The Executive Committee			
- Chairman of the Executive Committee	15,000	15,000	Executive Director shall be not received remuneration.
- Member of the Executive Committee	10,000	10,000	

Details		2023 (Proposed)	2022	Note
The Credit Committee				
	- Chairman of the Credit Committee	15,000	15,000	Executive Director shall be not received remuneration.
	- Member of the Credit Committee	10,000	10,000	

- Other benefits - No other benefit
- The Directors' bonus

It was deemed appropriate to allocate the directors' bonus for the year 2022 performance at the rate of 2.5% of the annual net profit (within the amount of 1,131,518 baht) compared to the directors' bonus from the previous year. Details as follows

Details	For the year 2022 performance (proposed year)	For the year 2021 performance
Directors' Bonus amount	Not more than 1,131,518 baht	Not more than 1,238,000 baht

Resolution:

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 7 : To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2023

Purpose & Reason

According to Section 120 of the Public Limited Company Act B.E. 2535 and Article 37 (5) of the Company's Articles of Association, which requires that the Annual General Meeting of Shareholders appoint the auditor and determine the audit fee of the Company every year.

The Board's Opinion:

It was deemed appropriate for the shareholders' meeting to appoint Mrs. Poonart Phaocharoen, CPA No. 5238 and / or Ms. Sumana Phanpongsanon. Certified Public Accountant No. 5872 and / or Ms. Orawan Techawatanasirikul Certified Public Accountant No. 4807 and / or Ms. Kerdsiri Kanchana Prakanit Certified Public Accountant No. 6014 from EY Office Limited to be the Company's auditor as proposed by the Audit Committee. In this regard, such auditor has audited the Company's accounts for the 2nd year (2021 is the first year). In the event that the aforementioned certified auditors are unable to perform their duties, EY Office Limited may assign another certified public accountant of EY Office Limited to be the Company's auditor for the year 2023 in its stead.

Auditor's remuneration for the year 2023 in the amount not exceeding 1,210,000 baht (one million two hundred and ten thousand baht only) without any other service fees.

(Unit: Baht)

Audit Fee	2023 (Proposed)	2022	Changing	
			Increase (Decrease)	%
Audit fee	1,210,000	1,060,000	150,000	14.15%
Others fee	None	None	-	-
Total	1,210,000	1,060,000	-	-

The said audit fee increased from 2022 by 150,000 baht (one hundred and fifty thousand baht only), in line with the increase in the volume of more complex transactions, the increasing variety of products and the use of technology-based businesses. The audit fee proposed above is an audit service only, excluding out of pocket expenses.

The said audit fee increased from 2022 by 150,000 baht (one hundred and fifty thousand baht only), in line with the increase in the volume of more complex transactions, the increased variety of products and the business used. technology The audit fee proposed above is an audit service only, excluding out of pocket expenses.

In this regard, the above auditors have no relationship or interest with the Company / executives / major shareholders / or any person related to such persons. The auditor is independent, has skills and knowledge in auditing according to international standards, has experience and expertise in auditing the factoring business.

Resolution:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 8: Other matters (if any)

As the Company has given shareholders the opportunity to propose agendas for the 2023 Annual General Meeting of Shareholders in advance from October 1 to December 31, 2022, the Company would like to inform that no shareholders have proposed agendas for the Annual General Meeting of Shareholders. hold shares for the year 2023 during that period.

The Company has set the date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on Wednesday, March 8, 2023.

The company would like to inform that the company arranges the shareholders' meeting via electronic media only and for the convenience and speed of registration to attend the meeting via electronic media, please study the explanation of the registration of the Annual General Meeting of Shareholders via electronic media (e-AGM) (Enclosure No 7).

The Company will open for registration to attend the Annual General Meeting of Shareholders in advance from Monday, April 3, 2023 at 12:00 noon.

If any shareholder is unable to attend the meeting You can appoint another person or an independent director of the company. (Details as per Enclosure No 4) as a proxy to attend the meeting on your behalf. Please fill in and sign the proxy form attached hereto. (Enclosure No 9) and submit the proxy form with attached documents or evidence showing the status of a shareholder or a representative of the shareholder who is entitled to attend the meeting, details in Enclosure No. 6 , or can download the proxy form from the Company's website. www.airafactoring.co.th

In this regard, the company would like to ask for your cooperation, please send a proxy form to the company within April 17, 2023 by sending it to

Company Secretary, Aira Factoring Public Company Limited
188 Spring Tower, 12A Floor, Phayathai Road,
Thung Phaya Thai, Phaya Thai, Bangkok 10400

Hence, the shareholders are invited to attend the meeting via electronic media on the date and time mentioned above. You can view the notice of the 2023 Annual General Meeting of Shareholders and supporting documents on the Company's website from March 23, 2023 onwards. If shareholders have questions or questions related to the meeting agenda, they can send questions in advance to the company via e-mail. ir_af@airafactoring.co.th

Sincerely yours,

AIRA Factoring Public Company Limited



(Mr. Akrawit Sooksai)

Director and Chief Executive Officer

Names and profiles of directors who retired by rotation and nominated for re-election by shareholders for another term

1. Mr. Kunakorn Makchaidee (Age 67 Years)

Position: Director / Chairman of Audit Committee

Type of Director: Independent Director / Non-Executive Director

Date of appointment: November 10, 2016

Number of years in office as an independent director until
the end of this term: 17 years 8 months



Shareholding as of December 31, 2022:

Direct shareholding: 15,500,000 shares (0.969%)

Indirect shareholding (Spouse and children who are not yet of legal age): -None-

Education / Training:

- Master of Business Administration (Finance), Delta State University, U.S.A.
- Bachelor of Accounting, University of the Thai Chamber of Commerce
- Certificate of Attendance, Capital Market Academy Leader Program from Capital Market Academy (CMA), The Stock Exchange of Thailand Class 8

Director Training from Thai Institute of Directors Association (IOD):

- Director Leadership Certificate Program - DLCP Class 8/2022
- Certificate of Attendance, Chartered Director Class 5/2009
- Certificate of Attendance, Audit Committee Program Class 17/2007
- DCP Re-Refresher Course Class 7/2005
- Diploma of Director Certificate Program and Australian Institute of Company Directors (AICD) Class 7/2001
- Certificate of Attendance, Chairman 2001 and Australian Institute of Company Directors (AICO) Class 5/2001

Work Experience (5 years past experiences):

Board member / Management in Listed Company – The Stock Exchange of Thailand: 3 companies

- 2021 – Present Independent Director, Audit Committee and
Nomination and Remuneration Committee
Surapon Foods Public Company Limited
- 2020 – Present Independent Director, Chairman of Audit Committee and
Risk Management Committee
Bangkok Ranch Public Company Limited
- 2016 - Present Independent Director , Chairman of Audit Committee
AIRA Factoring Public Company Limited

- 2011 - 2016 Director
AIRA Factoring Public Company Limited
- 2005 – 2011 Director and Executive Director
AIRA Factoring Public Company Limited

Board member / Management in Non-Listed Company – The Stock Exchange of Thailand: 1 company

- 2002 - Present Director
Chao Khun Agro Products Company Limited
- 1991 - December 2019 Director
Business Venture Promotion Company Limited
- 2018 - October 2019 Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee
Hydroquip Company Limited
- 2018 - April 2019 Independent Director and Audit Committee
Eastern Energy Plus Company Limited
- 2002 - January 2019 Director
BVP Business Consultants Company Limited

Position in other organization / Institutions: 4 places

- 2001 - Present Audit Committee
The Thai Chamber of Commerce and Board of Trade of Thailand
- 2001 - Present Fellow Member
Thai Institute of Directors Association (IOD)
- 2000 - Present Founder member
Thai Factoring Association
- 1955 - Present Founder member
Thai Venture Capital Association

Position in conflict of interest to the company: -None-

Relation among Family with other Directors and Management of the Company or Subsidiaries: -None-

Criminal-Free Track Record for the past 10 years: -None-

History of potential conflict of interest with the Company in the past year: -None-

Attendance in 2022:

- | | |
|---------------------------|-----------|
| - Board of Directors | 5/5 times |
| - Audit Committee | 8/8 times |
| - Non-executive committee | 1/1 time |
| - Independent Committee | 1/1 time |

2. Mrs. Yajai Pattanasukwasun (Age 63 years)

Position: Director / Chairman of Nomination and Remuneration Committee
Member Audit Committee

Type of Director: Independent Director / Non-Executive Director

Date of appointment: August 14, 2014

Number of years in office as an independent director until
the end of this term: 8 years 4 months

Shareholding as of December 31, 2022:

Direct shareholding: -None-

Indirect shareholding (Spouse and children who are not yet of legal age): -None-

Education / Training:

- Master of Public Administration, Chulalongkorn University
- Bachelor of Accountancy, Thammasat University
- Bachelor of Laws, Sukhothai Thammathirat Open University
- Certification of Public Law, Thammasat University

Director Training from Thai Institute of Directors Association (IOD):

- Director Leadership Certification Program (DLCP) Class 4/2022
- Role of the Chairman (RCP) Class 49/2022
- IT Governance and Cyber Resilience Program Class 18/2021
- Boards that Make a Difference (BMD) Class 6/2018
- Risk Management Program for Corporate Leader Class 16
- Advanced Audit Committee Program (AAP) Class 22/2016
- Audit Committee Program (ACP) Class 4/2005
- Director Certification Program (DCP) Class 43/2004

Work Experience (5 years past experiences):

Board member / Management in Listed Company – The Stock Exchange of Thailand: 1 company

- 2014 - Present Independent Director, Chairman of Nomination and Remuneration Committee,
Member of Audit Committee
AIRA Factoring Public Company Limited

Board member / Management in Non - Listed Company – The Stock Exchange of Thailand: 4 companies

- 2020 – Present Director of Audit Committee and Office Evaluation
Office of the National Anti-Corruption Commission



- Jun 2021- Present Director, Audit Committee and Director of Corporate Governance
Thai Credit Guarantee Corporation (TCG)
- Aug 2021 – Present Chairman of the Board of Directors
Islamic Bank Asset Management Company Limited
- Aug 2019 - Present Director, Chairman of Audit Committee
AIRA Asset Management Company Limited
- May 2020 – Jan 2021 Director, Audit Committee
The Market Organization Under the Ministry of Interior
- Jan 2019 - Sep 2019 Director, Chairman of Risk Management Committee,
Remuneration and Nomination Committee
Small and Medium Enterprise Development Bank of Thailand
- Apr 2019 - Sep 2019 Inspector for Ministry of Finance
Office of Permanent Secretary Ministry of Finance
- 2018 - Sep 2019 Director , Audit Committee
Sports Authority of Thailand
- 2016 - Apr 2019 Advisor on Policy and Strategy
Office of Permanent Secretary for Finance, Ministry of Finance
- 2014 - Sep 2019 Director, Director of Executive Committee and Legal Advisor
Government Pharmaceutical Organization

Position in other organization / Institutions: 1 places

- 2012 - Present Director and CFO
Institute of Research and Development for Public Enterprises
- 2015 - 2019 Secretary
Thammasat University Commerce and Accountancy Alumni

Position in conflict of interest to the company: -None-

Relation among Family with other Directors and Management of the Company or Subsidiaries: -None-

Criminal-Free Track Record for the past 10 years: -None-

History of potential conflict of interest with the Company in the past year: -None-

Attendance in 2022:

- Board of Directors	5/5 times
- Audit Committee	8/8 times
- Nomination and Remuneration Committee and Corporate Governance for Sustainability	5/5 times
- Non-executive committee	1/1 time
- Independent Committee	1/1 time

3. Admiral Navapol Damrongpong (Age 64 years)

Position: Director

Type of Director: Independent Director / Non-Executive Director

Date of appointment: May 12, 2020

Number of years in office as an independent director until
the end of this term: 2 years 7 months

Shareholding as of December 31, 2022:

Direct shareholding: -None-

Indirect shareholding (Spouse and children who are not yet of legal age): -None-

Education / Training:

- Master of Public and Private Management Program, National Institute of Development Administration (NIDA)
- Naval Cadet Program Class #75, Royal Thai Naval Academy
- Cadet Program Class #18, Armed Forces Academies Preparatory School
- FO MWV CO/XO Designate Course, Australia
- Royal Thai Marine Air Delivery Course Class 4
- Surfacewarfare and Commanding Officer Course
- Executive Relationship Development Course (ERDC) Class 7
- Naval Staff Program Class #53, Naval Command and Staff College
- Naval War Program Class #36, Naval War College, Royal Thai Navy
- The National Defence Course Class #55, National Defence College
- Capital Market Leader Program Class #25, Capital Market Academy
- Advance Master Management Program (AMM) Class #1, National Institute of Development Administration (NIDA)

Director Training from Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) Class 177/2020

Work Experience (5 years past experiences):**Board member / Management in Listed Company – The Stock Exchange of Thailand: 3 companies**

- 2021 – Present Director
Singer Thailand Public Company Limited
- 2019 – Present Consultant
BTS Group Holdings PCL
- 2020 – Present Independent Director
AIRA Factoring Public Company Limited

- 2020 – June 2022 Independent Director, Audit Committee and
Nomination and Remuneration Committee
Raja Ferry Port Public Company Limited

Board member / Management in Non - Listed Company – The Stock Exchange of Thailand: 3 companies

- 2021 - Present Director
Muangthong Assets Company Limited
- 2020 – Present Consultant
U-Tapao International Aviation Company Limited
- July 2022 – Present Chairman
Nakhonchaiair Co., Ltd.

Position in other organization / Institutions: -None-

- 2018 – 2019 Deputy Chief of Defence Forces
Royal Thai Armed Forces Headquarters
- 2017 – 2018 Assistant Commander- In-Chief
Royal Thai Navy
- 2016 – 2017 RTN Advisory Group
Royal Thai Navy
- 2015 – 2016 Board
Malaysia -Thailand Joint Authority (MTJA)
- 2015 – 2016 Assistant secretary
Special Economic Zone policy committee
- 2015 – 2016 Advisor to Chairman
Industrial Estate Authority of Thailand
- 2014 – 2016 Commander-in-Chief of the military
Royal Thai Armed Forces Headquarters

Position in conflict of interest to the company: -None-

Relation among Family with other Directors and Management of the Company or Subsidiaries: -None-

Criminal-Free Track Record for the past 10 years: -None-

History of potential conflict of interest with the Company in the past year: -None-

Attendance in 2022:

- Board of Directors 5/5 times
- Non-executive committee 1/1 time
- Independent Committee 1/1 time

Criteria for nomination of directors

The Board of Directors has considered based on the opinion of the Nomination and Remuneration Committee that the directors who retired by rotation are fully qualified in accordance with relevant laws, without any prohibited characteristics under the Public Limited Companies Act B.E. 1992 and relevant announcements of the Capital Market Supervisory Board and are persons with knowledge, ability and experience in business related to the Company's operations, which is suitable for the Company's business operation and beneficial to the determination of direction, strategy and operating plans of the Company and have performed their duties with responsibility, care and honesty all along give opinions independently.

Definition of Independent Director

Definition of “Independent Director” are as follows:

1. Must not hold more than 1 % of the shares with voting rights of the total stake of the Company. Parents companies, subsidiaries, Joint Ventures, Major Shareholders or Controlling Shareholder are considered when calculating the total shares held by the Independent Director.

2. The Independent Director must not be or have previously been a Director related to the management of the employees, staffs, a consultant who receives a salary, or someone with authority. Parent companies, subsidiaries, Joint Venture, subsidiaries of the same parent company, Major Shareholders or Controlling Shareholders, in which the Independent Director is not positioned as Director or previously been a Director related to the management of the employees, staffs, a consultant with a salary, or someone with authority must wait at least 2 years before the intention to formally register as an Independent Director. If the Independent Director was previously a government official or a consultant for the Government for which the Government was a Major Shareholder or Controlling Shareholder, such waiting time would be null.

3. The Independent Director must not be blood related or registered legally with the following individuals: father, mother, spouse, brothers, sisters, children, spouse of children, spouse of Management, spouse of Major Shareholders, spouse of someone with the authority to control, or spouse of a nominee for the position of Management, someone with the authority to control, or subsidiaries.

4. The Independent Director does not have or previously have a business relationship with the parent company, subsidiaries, Joint Ventures, Major Shareholders or Controlling Shareholders, in which such relationship will have an effect on the independent decision making of the Independent Director. The Independent Director does not own or have previously own a significant portion of stocks or have significant business control over parent company, subsidiaries, Joint Venture, Major Shareholders or Controlling Shareholders, unless the Independent Director has waited at least 2 years before the intention to formally register as an Independent Director.

The definition of a business relationship is defined as the follow: transactions that are in accordance with normal business operations, to lent or rent property, transactions of assets or of service, giving or receiving financial aid from lending or borrowing, guarantees, offering assets to be collateral, and other actions with similar objectives. Such business transactions will result in either the Independent Director or the partner in the business transaction to be in debt and will need to repay the other party in the amount of 3% of the net tangible assets of the Independent Director or an amount higher than 20 Million Baht, whichever is lower. The calculation of such debt will be in accordance to the appraised value of the related transactions announced by the Capital Market Commission in relation to the guidelines of related transactions complied. The verification of such debt will be 1 year prior to such business relationship.

5. The Independent Director must not be or was previously been an Auditor of a parent company, subsidiaries, Joint Venture, Major Shareholder or Controlling Shareholders, and not a Partner of these companies or have authority to control. The Independent Director must also not be a stakeholder of such auditing firms in which audits the parent company, subsidiaries, Joint Venture, Major Shareholders or someone with the authority to control unless the Independent Director has waited at least 2 years before the intention to formally register as an Independent Director.

6. The Independent Director must not be or have previously offered professional services which includes legal and financial consultant receiving more than 2 million Baht per year from the parent company, subsidiaries, Joint Venture, Major Shareholders or controlling shareholders, and not be a Partner or controlling shareholders of such companies that offer professional services unless the Independent Director has waited at least 2 years before the intention to formally register as an Independent Director.

7. The Independent Director must not be appointed to be the representative of other Directors, Major Shareholder or shareholders that are related to the Major Shareholders

8. The Independent Director must not operate any company with the same business as the Company or any company that significantly competes with the Company or subsidiaries. The Independent Director must also not hold a significant stake of such companies, take the role of Director, Management, Employee, Staffs, or Consultant of such company, and must not hold more than 1% of the total voting rights of the company in which operates in the same business as the Company or significantly competes with the Company or subsidiaries.

9. The Independent Director must not have other characteristics that will not allow the Independent Director to have an independent judgment.

After the appointment of the Independent Director according to (1) to (9), the Independent Director may be given responsibility by the Board of Directors to allow judgment and management of parent company, subsidiaries, Joint Venture, subsidiaries with the same parent company, major shareholders or Controlling shareholders, in which the decision will be regarded as a collective decision

Profiles of independent directors who are representatives as proxy

1. Mr. Sorasit Soontornkes (Age 70 Years)

Position: Director / Chairman of the Board of Directors

Type of Director: Independent Director / Non-Executive Director

Address: 188 Spring Tower Building, 12A Floor, Phayathai Road,
Thung Phayathai, Phayathai, Bangkok 10400

Date of appointment: May 14, 2018

Number of years in office as an independent director until
the end of this term: 4 years 7 months

Shareholding as of December 31, 2022:

Direct shareholding: -None-

Indirect shareholding (Spouse and children who are not yet of legal age): -None-

Education / Training:

- Master of Business Economics, Thammasat University
- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Chulalongkorn University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Executive Development Program (Wharton School) University of Pennsylvania, U.S.A.
- Capital Market Academy Leader Program Class 8
- Advanced Army Academics Program (regular class 46), Army War College

Director Training from Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) Class 91/2007
- Advanced Audit Committee Program Class 33/2019

Work Experience (5 years past experiences):

Board member / Management in Listed Company – The Stock Exchange of Thailand: 2 companies

- 2018 - Present Independent Director ,Chairman of the Board of Directors
AIRA Factoring Public Company Limited
- 2018 - Present Independent Director, Chairman of the Audit Committee and Risk Management Committee
J.D. Food Products Public Company Limited
- 2018 - 2020 Independent Director & Chairman of the Audit Committee
Allianz Ayudhya Capital Public Company Limited



- 2017 - 2020 Advisor to Board of Director & Chairman of the Risk Oversight Committee
 Nok Air Public Company Limited

Board member / Management in Non-Listed Company – The Stock Exchange of Thailand: -None-

- 2018 - 2020 Independent Director and Chairman of the Audit Committee
 Allianz Ayudhya General Insurance Public Company Limited

Position in other organization / Institutions: 3 places

- 2018 - Present Audit Committee
 Eastern Economic Corridor office of Thailand
- 2022 – Present Director of Budget Sub – Committee
 The National Broadcasting and Telecommunication Commission (NBTC)
- 2017 - Present Director, Internal Audit Office
 Chulalongkorn University
- 2017 - 2022 Audit Committee
 Bank of Thailand
- 2012 - 2016 President and Director
 Deposit Protection Agency

Position in conflict of interest to the company: -None-

Relation among Family with other Directors and Management of the Company or Subsidiaries: -None-

Criminal-Free Track Record for the past 10 years: -None-

History of potential conflict of interest with the Company in the past year: -None-

Interests for each agenda item proposed in this meeting: -None-

Special interests that are different from other directors for each agenda item proposed in this meeting: -None-

Meeting attendance in 2022:

- The Board of Directors 5/5 Times
- - Non-executive committee 1/1 time
- - Independent Committee 1/1 time

2. Mr. Poonsak Thiapairat (Age 58 years)

Position: Director / Member of Audit Committee

Member of Nomination and Remuneration Committee

Type of Director: Independent Director / Non-Executive Director

Address: 188 Spring Tower Building, 12A Floor, Phayathai Road,
Thung Phayathai, Phayathai, Bangkok 10400

Date of appointment: February 25, 2004

Number of years in office as an independent director until
the end of this term: 18 years 10 months

Shareholding as of December 31, 2022:

Direct shareholding: -None-

Indirect shareholding (Spouse and children who are not yet of legal age): -None-

Education / Training:

- MBA (Finance and International Business), Sasin Graduate Institute
of Business Administration of Chulalongkorn University
- Master of Science Program in Logistics, Chulalongkorn University

Director Training from Thai Institute of Directors Association (IOD):

- Finance for Non-Finance Director (FN) class 23/2005
- Directors Accreditation Program (DAP) class 11/2004

Work Experience (5 years Past Experiences):

Board member / Management in Listed Company – The Stock Exchange of Thailand: 1 company

- 2004 - Present Independent Director, Member of Audit Committee
Member of Nomination and Remuneration Committee,
AIRA Factoring Public Company Limited

Board member / Management in Non - Listed Company – The Stock Exchange of Thailand: 3 companies

- 2021 – Present Chief Executive Officer
The Bricket Company Limited
- 2015 - Present Director
Poons Group of companies
- 2014 – Present Director
Bellugg Group Company Limited



- 2014 - 2020 Director and Senior Executive Advisor
Eternity Grand Logistics Public Company Limited and the subsidiaries company

Position in conflict of interest to the company: -None-

Relation among Family with other Directors and Management of the Company or Subsidiaries: -None-

Criminal-Free Track Record for the past 10 years: -None-

History of potential conflict of interest with the Company in the past year: -None-

Interests for each agenda item proposed in this meeting: -None-

Special interests that are different from other directors for each agenda item proposed in this meeting: -None-

Meeting attendance in 2022:

- Board of Directors	5/5 times
- Audit Committee	8/8 times
- Nomination and Remuneration Committee and Corporate Governance for Sustainability	5/5 times
- Non-executive committee	1/1 time
- Independent Committee	1/1 time

The Company's Articles of Association in related to the shareholders' meeting

Chapter 5 BOARD OF DIRECTORS

Article 16. The Company shall have a Board of Director comprising not less than five directors but not more than fifteen directors to carry out the Company's business. A director has not less than one-half of the total number of directors must have a residence within the Kingdom of Thailand.

A director may or may not be a shareholder of the Company.

Article 17. The shareholder meeting will appoint director of the Company to the following criteria and methods:

- (1) A shareholder shall have one vote per share.
- (2) Each Shareholder may exercise all the votes he has under (1) to elect one or several persons as directors but may not allot his votes to any person at any number.
- (3) The persons who received highest votes in their respective order of the votes shall be elected as directors at the number of directors that the Company may have or that are to be elected at such meeting. In the event of equal votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors that the Company may have or that are to be elected at such meeting, the Chairman of that meeting shall have a casting vote.

Article 18. At every manual general meeting, one-third of the directors during such time shall retire from office. If their number is not multiple of three then the number nearest to one-third must retire from office.

A retiring director shall be eligible for re-election.

The directors who retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.

Article 21. The shareholders meeting may adapt a resolution that any director vacates his office before the expiry of his term, by voting of not less than three-fourths of the number of the shareholders present and entitled to vote and having shares in aggregate not less than one-half of the number of shares held by the shareholders present and entitled to vote.

Article 22. In case a directorship becomes vacant for reasons other than retirement upon the expiry of his term, the Board of Directors may elect a person who has the appropriate qualifications and not of a forbidden nature under the law governing public companies limited and governing securities and securities exchange as the replacement, unless the remaining duration of the director's term of office is less than two months. The replacement director shall hold office for the remaining term of office of the director whom he replaces.

The resolution of the Board of Director under the first paragraph shall be supported by a vote of not less than three-fourths of the number of remaining directors.

Article 23. A director is entitled to remuneration from the Company to the consideration and resolution of the shareholders meeting by voting of not less than two-thirds of the number of the shareholders present and entitled to vote, such remuneration may be fixed or specified from time to time according to the regulation laid out, or let it remain effective until the resolution of the shareholder is a change. Moreover, a director is also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

Chapter 6

THE SHAREHOLDERS MEETING

Article 32. The Board shall arrange for an Annual Ordinary Meeting of Shareholders to be held within four months after the end of the fiscal year of the Company.

All other general meetings from the first paragraph are called "Extraordinary Meeting". The Board of Directors may summon Extraordinary Meeting whenever they think fit.

One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold may make a request in writing to the board of directors to summon a shareholders' meeting. In such a case, the Board of Directors must convene a shareholders' meeting within forty-five (45) days from the date of receipt of such request.

In case where the Board of Directors does not arrange for the meeting to be held within the period specified in the third paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may be called the by themselves within forty-five (45) days from the end of the period specified in the third paragraph. In such case, the meeting shall be considered as duly called by the Board of Directors, and the Company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitating the said arrangement as appropriate.

Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the fourth paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Article 34, those shareholders under fourth paragraph shall jointly reimburse the Company for all the expenses incurred from the arrangement for such meeting.

Article 33. To summon a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters. Such notice shall be sent to the shareholders and the Registrar not later than seven days prior to the date of such meeting and published by newspapers for three consecutive days not later than three days prior to the date of the meeting.

Provided that place which is used for meeting in province of head of office of the Company or other place as assigned by the Board of Director will set up.

Article 34. The quorum of a shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, who hold not less than one-third of the total number of shares sold.

If after one hour from the time fixed for any general meeting of shareholders the number of shareholders present does not constitute a quorum as specified from the first paragraph, such meeting shall be cancelled if such general shareholders were requested for by the shareholders. However, if such shareholders meeting was not requested by the shareholders the meeting shall be called again and notice for the new meeting shall be sent to shareholders not less than seven days before the meeting. In that new meeting no quorum shall be required.

Article 35. The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside at such meeting. If this is no Vice Chairman or he is absent or unable to perform his duties, the meeting shall elect one of the shareholders presents at the meeting to be the Chairman.

Article 36. In case voting in the shareholder meeting, one share shall be counted as one vote and a shareholder having special in a given matter has no right to vote on such matters. The resolutions of the shareholders meeting shall comprise the following votes.

- (1) All ordinary resolutions shall require a simple majority of the total of votes cast by shareholders present and vote at the meeting. In case the votes are tied, the chairman of the meeting shall have a casting vote.
- (2) Decisions on the following matters shall require the passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote
 - (a) The sale or transfer of whole or important parts of business of the Company to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other private companies or public limited companies to the Company.

- (c) The making, amending or concealing of contracts relating to the leasing out of the businesses of the Company, wholly or certain important parts, the assignment to any other persons to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective towards profit and loss sharing.
- (d) To amend the Memorandum or Articles of Association
- (e) To increase or reduce the registered capital
- (f) To dissolve the Company
- (g) To issue debentures the Company
- (h) To amalgamate with other the Company

Article 37. The businesses to be transacted at the annual ordinary meeting of the shareholders are:

- (1) To consider report of the Board of Directors which is submitted to the meeting showing the business operation of the Company during the past year
- (2) To consider and approve balance sheet and profit and loss account
- (3) To consider allocation of profits and to pay dividend
- (4) To elect directors to replace those who retire by the expiration of their terms and to fix their remuneration
- (5) To elect the auditors and fix their remuneration and
- (6) Other business.

Chapter 7

ACCOUNTING FINANCE AND AUDITING

Article 38. The fiscal year of the Company shall start from 1 January and end on 31 December of every year.

Article 40. The directors shall prepare the balance sheet and profit and loss statement as at the end of the fiscal year of the Company and shall submit the same to the annual ordinary general meeting for adoption. The directors shall have the same examined by the auditor before submission to the shareholders meeting.

Article 41. The Board of Directors shall send the following documents to the shareholders together with the notice calling for annual ordinary general meeting:

- (1) Copies of the balance sheet and the profit and loss statement which have already been examined by the auditor together with the report of the auditor and
- (2) Annual report of the Board of Directors and other documents to support its.

Article 42. No dividend shall be paid other than out of profits. As long as the Company continues to sustain accumulated losses, no dividend shall be paid.

Dividend shall be distributed according to the number of shares in equal amount on each share. The payment of dividend will approve from the shareholder meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has a reasonable profit in which to do so. When the payment dividend is paid interim, the shareholders shall be informed of such dividend distribution at the next general meeting.

Payment of dividends shall be made within one month from the date the resolution is passed by the shareholders meeting or by the meeting of the Board of Directors, as the case may be. Written notice shall also be sent to the shareholders and the publication of notice of such payment of dividends shall be made in a newspaper.

Article 43. The Company shall allocate not less than five percent of its annual net profit less the total accumulated losses brought forward (if any) to the reserve until this fund attains an amount of not less than ten percent of the registered capital.

Article 46. The auditor has the duty to attend the shareholders meeting whenever it is held to consider the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company in order to give explanation to the shareholders about the auditing of accounts. The Company shall also send to the auditor the reports and documents of the Company that should be sent to the shareholders in that shareholders meeting.

Documents and Evidence for proxy and e-registration

Documents required to be shown before entering into the e-meeting

1. In case of natural persons

1.1 Thai national shareholder

- (a) Shareholder's ID card* (ID card or official ID card or State enterprise employee's ID card)
- (b) In case of proxy, copy of ID card of the shareholder and ID card or passport (in case of a foreigner) of the proxy holder

1.2 Foreign shareholders

- (a) Shareholder's passport
- (b) In case of proxy, copy of passport of the shareholder and ID card or passport (in case of a foreigner) of the proxy holder

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) Certificate of juristic person issued no more than 30 days by the Department of Business Development, Ministry of Commerce
- (b) Copy of ID card or passport (in case of a foreigner) of the authorized director who signed the proxy with the ID card or passport (in case of a foreigner) of the proxy holder

2.2 Juristic person registered abroad

- (a) Juristic person certificate
- (b) Copy of ID card or passport (in case of a foreigner) of an authorized director who signed the proxy with the ID card or passport (in case of a foreigner) of the proxy holder.

In case of the copy documents a certified correct copy is required and if the document is made abroad a notary public's signature and certification is required.

Remark: * Please close/conceal religion information on your ID card.

Proxy procedures

The Company has sent both Proxy Form A and Form B (the form of proxy with details of items to be mandatorily authorized) as provided by Department of Business Development, Ministry of Commerce, has been delivered to the shareholders authorized to participate in the Company's meeting of shareholders as follows:

- 1) A proxy is given to any person or Company's independent director as desired by such the shareholder by indicating the name and particulars of such person (who is to act as a proxy) or making a mark in front of the independent director's name as stated in the proxy form only one person is selected as a proxy to participate in the meeting.
- 2) Twenty Baht worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in affixing the duty stamps by the Company.
- 3) The proxy is requested to have the true and genuine proxy with documentation delivered by mail to the Company's address by 17 April 2023 or one hour prior to the commencement of the meeting to give time for the Company's officials to examine the documents in time for the meeting.

Any shareholder can hold any amount of the Company's shares but the amount of shares cannot be divided by giving mandates to several proxies in order to divide votes to give more or less votes to any person.

Procedures for registration and attending

the Annual General Meeting of Shareholders through the electric media (e-AGM)

1. Registration / Verification

The company will start pre-registered for attending the shareholders' meeting from April 3, 2023 at 12:00 noon until the scheduled time of the meeting.

1.1 The shareholder attending the Meeting in person shall verify one's own identity according to the item 2.

1.2 The shareholder assigning a proxy to attend the Meeting (the proxy) shall prepare documents* as follows:

- a) E-AGM Registration Form for Proxy
- b) Proxy form B as shown in Enclosure No. 9
- c) Required supporting documents* according to Enclosure No. 6

After filled in all above documents, please scanning or taking photos of them for submission to the email: ir_af@airafactoring.co.th. The original documents shall be mail to "Company Secretary" at AIRA Factoring Public Company Limited, No. 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400 within April 17th, 2023.

2. Shareholder shall pre-register from April 3rd, 2023 at 12.00 hrs.by scanning the QR Code below.



3. Shareholders or proxies can study procedures and methods for registering an electronic meeting for shareholders' meetings. (the registration manual attached)

4. Other matters regarding to DAP e-shareholder Meeting are as follows:

4.1 DAP e-shareholder Meeting shall use the WebEx program which shareholder shall register and login via link as item 2.

4.2 Suitable Equipment for e-AGM by DAP e-shareholder Meeting via WebEx:

- Compatible to Computer / Notebook / Tablet / I Pad / I Phone / Smartphone via iOS and Android
- Internet Speed: at least 1/1 Mbps
- Browser: Internet Explorer v.7 and up, Mozilla Firefox, Google Chrome

4.3 DAP e-shareholder meeting shall collect, use, and disclosure the personal data of shareholder for attending e-AGM of AIRA factoring Public Company Limited under Personal Data Protection Act (PDPA)

e-AGM Registration Form for Proxy

Written at.....

Date

I/We (Mr. / Miss / Mrs.)Nationality.....

Address Road Sub-district

District ProvinceZip code

e-mail Tel

Being a shareholder of AIRA Factoring Public Company Limited by holding the total amount ofshares

I/We hereby inform the email address and telephone number of Proxy holder to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders of the Company on Monday 24th April 2023 at 14.00 hrs. by electronic meeting (e-AGM). Please send the username and password to the Proxy holder as follows:

e-mail address Telephone no.

SignedShareholder

(.....)

Remarks:

Please return the e-AGM registration Form along with the required identification documents* for our verification of the shareholder's right to attend the e-AGM before Friday 17th April 2023 via email or mail to the following address:

- By e-mail: ir_af@airafactoring.co.th or
- By mail: Company Secretary, AIRA Factoring Public Company Limited No. 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400

***Documents required to be shown before entering into the e-meeting**

1. In case of natural persons

1.1 Thai national shareholder

- (a) Shareholder's ID card* (ID card or official ID card or State enterprise employee's ID card)
- (b) In case of proxy, copy of ID card of the shareholder and ID card or passport (in case of a foreigner) of the proxy holder

1.2 Foreign shareholders

- (a) Shareholder's passport
- (b) In case of proxy, copy of passport of the shareholder and ID card or passport (in case of a foreigner) of the proxy holder

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) Certificate of juristic person issued no more than 30 days by the Department of Business Development, Ministry of Commerce
- (b) Copy of ID card or passport (in case of a foreigner) of the authorized director who signed the proxy with the ID card or passport (in case of a foreigner) of the proxy holder

2.2 Juristic person registered abroad

- (a) Juristic person certificate
- (b) Copy of ID card or passport (in case of a foreigner) of an authorized director who signed the proxy with the ID card or passport (in case of a foreigner) of the proxy holder.

In case of the copy documents a certified correct copy is required and if the document is made abroad a notary public's signature and certification is required.

Remark: * Please close/conceal religion information on your ID card.

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Contents

1

Preparation for DAP e-Shareholder Meeting

2

Steps of e-Registration

3

Steps of joining the e-Meeting

4

e-Question and e-Voting functions

5

Resetting password

1 Preparation for DAP e-Shareholder Meeting



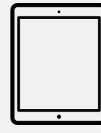
For registration, please prepare an electronic device **with a camera**.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1 Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1 e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2 Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

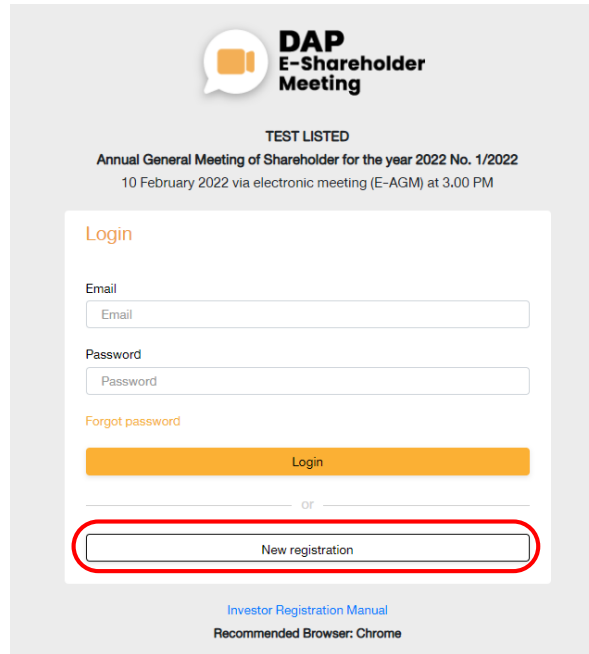
*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

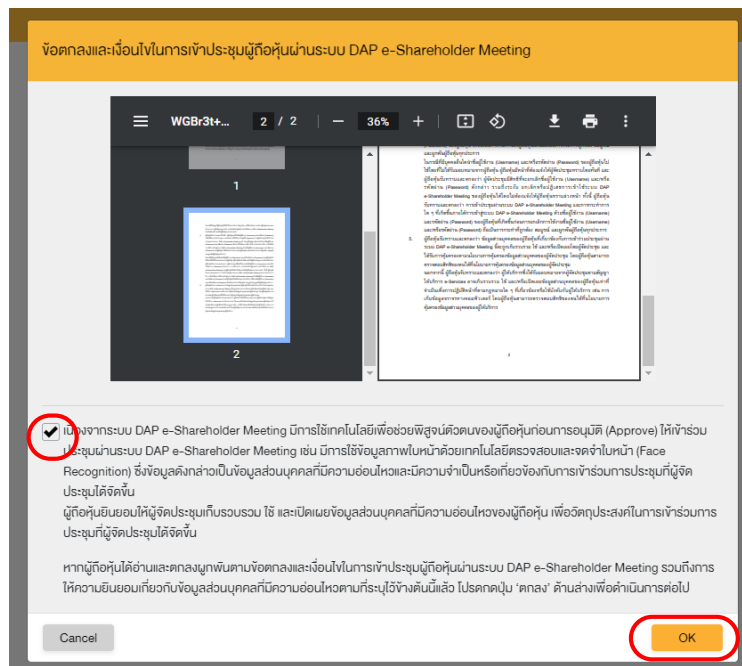
2

Steps of e-Registration



Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”



2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself

ขั้นตอนที่ 5: ถ่ายภาพตัวเอง

ดำเนินการถ่ายภาพหน้าคุณ

ดำเนินการถ่ายภาพบัตรประชาชนของคุณ

ดำเนินการถ่ายภาพตัวเองถือบัตรประชาชนของคุณ

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information

ลงทะเบียน: การลงทะเบียนผู้ถือหุ้นรายบุคคล 1:2565 รหัส 1:2565 01 บทบาท 2565 com 13:00 - บริษัทมหาชน SET (SET)

Register

Registration Type	เจ้าของหุ้นสามัญ
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นพ.วิทย์
Identity Number	310500321195
Date of birth	2 กุมภาพันธ์ 2564
Email	eeagn001@hotmail.com
Mobile number	+66 801234567

e-KYC

ดำเนินการถ่ายภาพหน้าคุณ

ดำเนินการถ่ายภาพบัตรประชาชนของคุณ

ดำเนินการถ่ายภาพตัวเองถือบัตรประชาชนของคุณ

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	นายดร. นพ.วิทย์	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงจตุจักร เขตจตุจักร
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCYJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter

Upload attachments as specified in the invitation letter

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

- Attend in person Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

- Proxy to another person (A) Proxy to independent director (B)

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



อัปโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารในขอบันทึก: ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4 Proxy to another person (B)

Step 1

Choose a registration form

- Attend in person
 Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

- Proxy to another person (A)
 Proxy to another person (B)

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

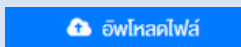
Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain



The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบฉันทะ v.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.5 Proxy to independent director (B)

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

Proxy to another person (A) Proxy to independent director (B)

Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director *

Independent Director

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree Disagree Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree Disagree Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ v.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company
Click the meeting link in the email received from the system.

Step 2

Login

Email

Password

[Forgot password](#)

Enter username (email address that you have registered) and password

Step 3

Meeting list

Company Name Meeting Type Status Year

Company Name Meeting Type Status Year

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
 บริษัท ก่อสร้าง SET

19 July 2022 AGM Online

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

Meeting list

Meeting information Agents Q&A Summary voting results

Meeting information

Company Name: ก่อสร้าง SET
 Company Number: 1017
 Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022
 Meeting Type: AGM
 Meeting Location: via electronic meeting @ AGM at 1017 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	สถาบันก่อสร้าง	1,000	1,000	233/21 Ng 11 road/Banluang road/Chatuchak
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting”
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room Open WebEx Leave Meeting

1

Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
 Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
 Agenda No 4.2 To consider and approve the audit fee for the year 2022

Q&A 5

Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark : Completed

🕒 06 February 2022 14:09 Delete

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3 Completed

🕒 06 February 2022 14:09 Delete

Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions

During the meeting, shareholders can submit questions in advance:

1. Click "Send Question" Send Question
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click "Send Question" Send Question

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

For each agenda, there are 3 voting options: "Approve", "Disapprove" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" Submit Vote


Shareholders are able to vote only within given time frame.

4

e-Question and e-Voting functions

e-Voting functions



Example of voting results



การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)





วาระที่ 2 พิจารณายอมรับฟังและแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.0000

e-Summary



- เห็นด้วย (Agree) 60%
- ไม่เห็นด้วย (Disagree) 20%
- งดออกเสียง (Abstained) 20%



การพิจารณา: คณะเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:


Send Question or Vote


Submit Vote
Send Question

Q&A Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✔	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✔	
5	Mr. B	✔	

✔ Agenda has voting.  Voting Result Summary

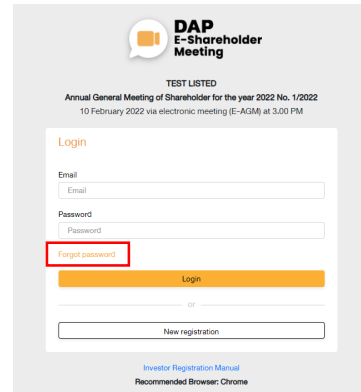
After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the  icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

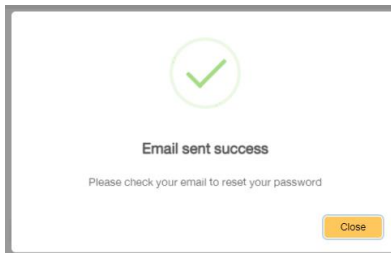


There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Check your inbox



Set new password

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



DAP e-Shareholder Meeting



shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:



Procedures for sending any query in advance

The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone, facsimile or e-mail with which the Company can contact
 - Query raised or comment proposed with documents or accompanying information (if any)

2. Channels:
 - E-mail: ir_af@airafactoring.co.th
 - Website: www.airafactoring.co.th, select contact "Investor Relations"
 - Fax No. 0 2657 6244

3. Office hours to send query

The Company requests that any query and/comment may be sent now until 15 April 2021, at least 5 days prior to the Meeting.

4. Company Secretary shall gather all query/comment for consideration by Chief Executive Officer and answer in the day of Meeting.

5. The response of the queries sent prior to the meeting, the Company will consider the queries and respond to them accordingly at the meeting.



แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

Proxy Form A (General Form)

เขียนที่

Written at

วันที่เดือนพ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Khwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไอร่า แฟคตอริง จำกัด (มหาชน)

Being a shareholder of AIRA Factoring Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Holding the total number of shares, and having the right to vote equivalent to votes,

(3) ขอมอบฉันทะให้

Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....
Name Age Years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
Name Age Years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
Name Age Years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

นายสรสิทธิ์ สุทรเทศ ตำแหน่ง กรรมการอิสระ / ประธานกรรมการบริษัท

Mr. Sorasit Soontornkes (position Independent Director / Chairman of the Board of Directors)

ที่อยู่เลขที่ 188 อาคารสปริง ทาวเวอร์ ชั้น 12 A ถนนพญาไท แขวงทุ่งพญาไท เขตพญาไท กรุงเทพมหานคร 10400

Residing at 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400

นายพูนศักดิ์ ธิปไตย ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ / กรรมการสรรหาและพิจารณาค่าตอบแทน

Mr. Poonsak Thiapairat (position Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee)

ที่อยู่เลขที่ 188 อาคารสปริง ทาวเวอร์ ชั้น 12 A ถนนพญาไท แขวงทุ่งพญาไท เขตพญาไท กรุงเทพมหานคร 10400

Residing at 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : -ไม่มี-

Conflict of interest in the agenda proposed to the Meeting: -None-

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวันและเวลาสถานที่อื่น

Anyone of the above as my/our proxy holder to attend and vote at the 2023 Annual General Meeting of Shareholders via e-AGM on Monday, 24 April 2023 at 14.00 hrs. or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remark

ผู้ถือหุ้นจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy-holder to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

อากรแสตมป์
20 บาท
Duty Stamp 20 ฿

เขียนที่

Written at

วันที่ เดือน ปี

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง

Address Road Sub - District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์

District Province Zip Code

(2) เป็นผู้ถือหุ้นของบริษัท ไอรา ฟาคตอริง จำกัด (มหาชน) (Being a shareholder of AIRA Factoring Public Company Limited)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of share(s) and the voting right equals to vote(s) as follows

หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary shares share(s) and the voting right equals to vote(s)

หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred shares share(s) and the voting right equals to vote(s)

(3) ขอมอบฉันทะให้ (Hereby appoint)

(1) นาย / นาง / นางสาว.....อายุ.....ปี

Mr. / Mrs. / Miss Age years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง

Address Road Sub - District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์ หรือ

District Province Zip Code

(2) นาย / นาง / นางสาว.....อายุ.....ปี

Mr. / Mrs. / Miss Age years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง

Address Road Sub - District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์ หรือ

District Province Zip Code

(3) นาย / นาง / นางสาว.....อายุ.....ปี

Mr. / Mrs. / Miss Age years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง

Address Road Sub - District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์

District Province Zip Code

นายสรสิทธิ์ สุทรเทศ ตำแหน่ง กรรมการอิสระ / ประธานกรรมการบริษัท

Mr. Sorasit Soontornkes (position Independent Director / Chairman of the Board of Directors)

ที่อยู่เลขที่ 188 อาคารสปริง ทาวเวอร์ ชั้น 12 A ถนนพญาไท แขวงทุ่งพญาไท เขตพญาไท กรุงเทพมหานคร 10400

Residing at 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : -ไม่มี-

Conflict of interest in the agenda proposed to the Meeting: -None-

นายพูนศักดิ์ ธิệpไพรัตน์ ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ / กรรมการสรรหาและพิจารณาค่าตอบแทนฯ

Mr. Poonsak Thiapairat (position Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee)

ที่อยู่เลขที่ 188 อาคารสปริง ทาวเวอร์ ชั้น 12 A ถนนพญาไท แขวงทุ่งพญาไท เขตพญาไท กรุงเทพมหานคร 10400

Residing at 188 Spring Tower Building, 12A Floor, Phayathai Road, Thung Phayathai, Phayathai, Bangkok 10400

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : -ไม่มี-

Conflict of interest in the agenda proposed to the Meeting: -None-

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวันและเวลาดังกล่าวที่อื่น

Anyone of the above as my/our proxy holder to attend and vote at the 2023 Annual General Meeting of Shareholders via e-AGM on Monday, 24 April 2023 at 14.00 hrs. or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda as follows:

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทประจำปี 2565

Agenda 1 Acknowledgment of the Company's operating results for the year 2022

วาระนี้ไม่มีการลงคะแนนเสียง เนื่องจากเป็นวาระเพื่อรับทราบ

This agenda is only for the acknowledgement of the Shareholders; therefore, voting is not required

วาระที่ 2 พิจารณานอุมติงบดุลและบัญชีกำไรขาดทุน และรายงานผู้สอบบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 2: To consider and approve the balance sheet and profit and loss account and the auditor's report ended 31 December 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve (Vote)

Against (Vote)

Abstains (Vote)

วาระที่ 3 พิจารณาและอนุมัติการจัดสรรกำไรสุทธิประจำปี 2565 เพื่อเป็นทุนสำรองตามกฎหมาย

Agenda 3: To consider and approve the allocation of net profit for the year 2022 as legal reserve

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve (Vote)

Against (Vote)

Abstains (Vote)

วาระที่ 4 พิจารณาและอนุมัติงดเว้นการจ่ายปันผลประจำปี 2565

Agenda 4: To consider and approve the omission of dividend payment for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5: To consider and approve the election of directors to replace those who are due to retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เลือกกรรมการทั้งหมด

Vote for all the nominated candidates as a whole.

เลือกกรรมการตามรายบุคคล

Vote for an individual nominee.

1. นายคุณากร เมฆใจดี กรรมการบริษัท / กรรมการอิสระ
Mr.Kunakorn Makchaidee Director / Independent Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

2. นางญาใจ พัฒนสุขสวัสดิ์ กรรมการบริษัท / กรรมการอิสระ
Mrs. Yajai Pattanasukwasun Director / Independent Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

3. พลเรือเอกนवल ดำรงพงศ์ กรรมการบริษัท / กรรมการอิสระ
Admiral Navapol Damrongpong Director / Independent Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 6: To consider and approve the directors' remuneration for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดสอบบัญชีสำหรับปี 2566

Agenda 7: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ 8 อื่น ๆ (ถ้ามี)

Agenda 8: Other matters (If any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid any not voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from that agenda specified above. Including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting, unless in case the proxy holder abstain vote according to me/us specified in the proxy.

ลงชื่อ ผู้มอบฉันทะ
Signature (.....) Proxy Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

ลงชื่อ ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

ลงชื่อ ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

หมายเหตุ: Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting; the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไอรา แฟคตอริง จำกัด (มหาชน)

The Proxy of the shareholder of AIRA Factoring Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ในวันจันทร์ ที่ 24 เมษายน 2566 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวันและเวลาสถานที่อื่น

In the 2023 Annual General Meeting of Shareholders via e-AGM on Monday, 24 April 2023 at 14.00 hrs. or on the date and at the place as may be postponed or changed.

วาระที่ เรื่อง

Agenda No. Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ เรื่อง

Agenda No. Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ เรื่อง

Agenda No. Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

วาระที่ เรื่อง

Agenda No. Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)



วาระที่ เรื่อง เลือกตั้งกรรมการ

Agenda No. Subject: To approve the appointment of new directors.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เลือกกรรมการทั้งหมด

Vote for all the nominated candidates as a whole.

เลือกกรรมการตามรายบุคคล

Vote for an individual nominee.

1.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

2.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

3.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

4.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

5.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

6.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

7.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

8.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

9.

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve (Vote) Against (Vote) Abstains (Vote)

Guidelines for commenting or submitting questions and voting at the shareholders' meeting

Guidelines for expressing opinions or asking questions

1. Since the meeting of shareholders via electronic media has a limited time, the company therefore asks shareholders who wish to ask questions or express their opinions to submit questions. Please send questions or comments by typing questions into the DAP Meeting system only, which will show a "Submit Questions" symbol on the screen so that the company can manage meeting time effectively.
2. The Company will open a system for shareholders to type and submit questions at the beginning of each agenda. The system will be closed within 3 minutes after the reporting of each agenda has ended.
3. However, if any questions are not related to the proposed agenda and the Company gives an opportunity to ask questions, the Company will answer the questions during the Q&A period. However, the questions that were not answered today will appear in the minutes of the general meeting of shareholders

Method of voting in each agenda

1. Vote counting will count one share as one vote
2. When the company proposes the meeting to consider and vote, the Company will open the DAP system for voting for 1 minute. The company will ask the shareholders about voting "Disagree" or "Abstain"

If shareholders wish to vote "Disagree" or "Abstain" can be checked in the box. "Disagree" or "Abstain" and press "Confirm". Such votes will be deducted from the total number of shares of the shareholders or proxies who attend the meeting and have the right to vote. Any shareholder who does not vote as mentioned above will be deemed to vote. All "Agree"

3. In the case of shareholders who did not attend the meeting in person and had already exercised the right to vote in the proxy form. The Company will record such voting when the Company receives the proxy form.
4. If any agenda has equal votes, the chairman of the meeting will have one more vote as a casting vote.

Registration for the meeting participation

The pre-registration for the meeting of shareholders shall be started on 1 April 2022 from 12.00 hrs. until the time when the meeting is scheduled. Please be noted that the details of Manual of Pre-registration shall be presented as Attachment 7.

Guidelines for commenting or submitting questions and voting at the shareholders' meeting

Criteria for expressing opinions or asking questions

Regarding the limited time of the shareholders' meeting via electronic media, the company would like to ask shareholders who wish to ask questions or express their opinions to submit questions. Please submit questions or comments by typing questions into the DAP Meeting system only.

This will show a symbol indicating "Send a question" on the screen, so that the company can manage the meeting time effectively. The company will open a system for shareholders to type and submit questions from the beginning of each agenda. The system will be closed within 3 minutes after the end of reporting for each agenda. If any questions are not related to the proposed agenda, the company provides an opportunity to ask questions, but the company will answer questions during Q&A. However, any unanswered questions will appear in the Minutes of the Annual General Meeting of Shareholders.

Criteria for voting in shareholders' meetings

Voting for each agenda will be done openly through the DAP e Shareholder system. Each shareholder shall have votes equal to the number of shares held and the proxy shall have votes equal to the total of those given by the shareholders. One share is entitled to one vote.

The chairman of the meeting will propose to the shareholders to vote for each agenda. The Company will turn on the DAP system for voting for 1 minute. The Company will ask the shareholders about voting "Disagree" or "Abstain"

If shareholders wish to vote "Disagree" or "Abstain" can be selected in the box specified. "Disapprove" or "Abstain" and press "Confirm". Such votes will be deducted from the total number of shares held by shareholders or proxies attending the meeting and having the right to vote. However, the shareholders who did not vote as mentioned above shall be deemed to have voted "agree".

In case of shareholders who do not attend the meeting in person and have already exercised the right to vote in the proxy form, the Company will record such vote when the Company receives the proxy form.

If any agenda has equal votes, the chairman of the meeting will have an additional vote as a deciding vote.

In the event that a shareholder or proxy attends the meeting later than the specified time, the shareholder or proxy can register and attend the meeting but will have the right to vote on the remaining agenda only.

The resolution of the meeting of shareholders must consist of the following votes:

- In normal circumstances, the majority vote is considered the meeting's resolution.
- In other circumstances, such as where required by law or Company's Articles of Association that

the resolution be made in accordance with the requirements of the law or the Company's Articles of Association, the Chairman of the meeting shall inform the shareholders in the meeting for their acknowledgement before casting votes on each agenda.

Counting votes and vote declaration

The Chairman of the meeting shall inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting. The Company shall count the votes on each agenda item by deducting the disagreed and abstained votes from the total shares of shareholders or proxies presented and entitled to vote and shall inform the meeting of the result of the vote counting.