



Invitation Letter for Annual General Shareholders' Meeting 2022

March 21, 2022

Subject Invitation to the 2022 Annual General Meeting of Shareholders via electronic media

To Shareholders,

Attachment 1. Copies of Minutes of the Annual General Meeting of Shareholders Year 2021

 2. The 2021 56-1 One Report and the Financial Statements of the year ended December 31, 2021

 3. Bibliographies of Directors who retire by rotation and being proposed to be re-appointed
 as Directors for another term Definition of Independent Directors

 4. The Company's Article of Association relating to the Annual General Meeting of Shareholders

 5. Documents that shall be shown and sent to the Company for registration of attendance,
 procedures for vote counting and voting results report and the guidelines for attending the
 Meeting by DAP e-Shareholder Meeting

 6. Proxy forms (Form A. B. and C.) and profiles of Audit Committee who were proxy

 7. Request form to attend the Annual General Meeting of Shareholders 2022

The Board of Directors of Carabao Group Public Company Limited ("the Company") had a resolution to hold the 2022 Annual General Meeting of Shareholders on April 21, 2022, at 2.00 p.m. via electronic media (One channel only) broadcast at meeting room, the 3rd Floor, at Head Office of the company which will be subject to the relevant laws and regulations in the epidemic situation of the virus COVID-19 and determine the list of shareholders who have the rights to attend the shareholders' meeting (Record Date) on March 7, 2022. However, if the shareholders are unable to attend the meeting via electronic media, the company recommends you authorizing proxy to a member of the company's independent director to attend the meeting instead. The General Meeting Shareholders for the year 2022 have the following agenda:

Agenda 1 To consider adopting the Minutes of the Annual General Meeting of Shareholders Year 2021 held on April 22, 2021.

Fact and Reason

The Annual General Meeting of Shareholders Year 2021 was held on April 22, 2021. Please refer to the copy of the minutes, which is provided herewith in the Attachment 1. And published on the company's website (www.carabaogroup.com) after the meeting as required by law. It appears that no one objected or requested any corrections.

Opinion of the Board

It deems appropriate herein to adopt the minutes of the Annual General Meeting of Shareholders Year 2021 which was accurately recorded.

Voting required to pass the resolution

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 2 To acknowledge the Company's 2021 operating results

Fact and Reason

To report the Company's operating results for the fiscal year ended December 31, 2021, to the shareholders for acknowledgement. Please refer to the details in the 2021 Annual Report, which is provided herewith in the Attachment 2.

Opinion of the Board

It deems appropriate herein to adopt the minutes of the Annual General Meeting of Shareholders Year 2021 which was accurately recorded.

Voting required to pass the resolution

This agenda is for acknowledgement only.

Agenda 3 To approve the financial statement for the fiscal year ended December 31, 2021, audited and certified by the auditor

Fact and Reason

According to the Section 112 of the Public Company Act B.E. 1992, which determines the annual general meeting of shareholders to consider and approve the financial statements and the company's certified public accountant's report for the fiscal year 2021, ending December 31, 2021, has been audited by the Certified Public Accountant from EY Office Company Limited according to financial reporting standards and has been reviewed by the Audit Committee as appears in the 56-1 One Report year 2021 in the attached 2.

Opinion of the Board

It is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements that have been audited by a certified public accountant from the EY Office Company Limited, showing the correct financial condition in accordance with the Financial Reporting Standards and already reviewed by the Audit Committee, details are as follows:.

Unit : Million Baht

Total Assets	19,185.65
Total Liabilities	9,074.86
Total Revenue	17,569.32
Net Profit	2,881.00
Net Profit per share	2.88 Baht

Voting required to pass the resolution

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 4 To consider and approve the dividend payment for the operating results of 2021

Fact and Reason

The Company has a policy to pay dividends at the rate of not less than 40 percent of net profit after income tax under the consolidated financial statements and the allotment of a legal reserve. The rate of dividend payment is subject to the investment plan, the conditions and restrictions as specified in the loan agreements, or other relevant agreements (if any), the financial condition and operating results as well as other relevant factors of the Company and its subsidiaries. The Board of Directors may reconsider and amend the dividend policy from time to time to be consistent with the Company's and its subsidiaries' future business growth plans, investment capital and working capital requirements, and other factors as considered appropriate. However, the dividend payment must not be in excess of the retained earnings under the Company's separate financial statements and must be in accordance with the relevant law.

In 2021, net profit of the Company in amount of THB2,881 million. The Board of Directors Meeting no. 4/2021 held on August 13, 2021, has approved an interim dividend payment at a rate of THB0.90 per share (1,000 million shares) for the amount of THB900 million. The resolution of the Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting for approval the dividend payment at a rate of THB1.00 per share for the amount of THB1,000 million. Total dividend from the 2021 operating results is THB1,900 million or 65.9% of net profit. The dividend is in accordance with dividend policy.

Comparison of dividend payment in the year 2021 to the preceding year is as follows;

	2021 (propose)	2020	2019	2018	2017	2016
Dividend per share (Baht)	1.90	2.40	1.70	0.80	0.85	1.00
Total amount of dividend (million baht)	1,900	2,400	1,700	800	850	1,000
Payout Ratio (%)	65.9	68.1	67.8	69.1	68.2	67.1

Opinion of the Board

The Board of Directors has deemed it to approve the appropriation of retained earnings and dividend payment for the year 2021. Total dividend payment for the year 2021 is THB1.90 per share which the Board of Directors' meeting resolution approved interim dividend is THB0.90 per share which paid to shareholders on September 10, 2021. And the remaining of dividend will be THB1.00 per share which consistent with the Company's dividend payment policy in which to pay dividends at the rate of not less than 40 percent of net profit after income tax under the consolidated financial statements and the allotment of a legal reserve and historical practice in this respect may not be indicative of future practice.

The Company fix the record date to determine the right to receive dividend on March 7, 2022, Subject to shareholders' approval, the dividend payment will be made on May 9, 2022.

Voting required to pass the resolution

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 5 To consider the appointment of Directors to replace the Directors who retire by rotation.

Fact and Reason

According to the Public Company Act and the Articles of Association of the Company clause 20, one-third of Directors shall leave the position. The Directors who the most long-term service shall leave the position and may be re-appointed to serve the new term. The Directors of the company is total at 13 persons. There is 5 Directors who retire by rotation are as follows:

- 5.1 Mr. Sathien Setthasit Director, Chairman of the nomination and remuneration committee
(appointed to be director since March 18, 2014, 7 years term service from 2014 – Present)
The total of term included this appointment is 10 years.
- 5.2 Mr. Yuenyong Opakul Director
(appointed to be director since March 18, 2014, 7 years term service from 2014 – Present)
The total of term included this appointment is 10 years.
- 5.3 Gen Siripong Wongskhunti Director, **Independent Director**
(appointed to be director since November 11, 2016, 5 years term service from 2016 – Present)
The total of term included this appointment is 8 years.
- 5.4 Mr. Sanchai Jullamon Director, **Independent Director**
(appointed to be director since November 12, 2021, 6 months – Present)
The total of term included this appointment is 3 years.
- 5.5 Mr. Kanit Patsaman Director, Member of the nomination and remuneration committee,
Member of the Audit Committee, Member of the Risk Management
Committee, **Independent Director**

(appointed to be director since March 18, 2014, 7 years term service from 2014 – Present)

The total of term included this appointment is 10 years.

Opinion of the Board

The Board of Directors, excluding the directors to be retired by rotation at the 2022 Annual General Meeting of Shareholders, has considered the names of the nominated persons, including the appropriate qualifications and beneficial to the Company, deemed it appropriate to propose to Annual General Meeting of Shareholders to re-appoint 5 directors who are due to retire by rotation to serve for another term in the position namely: Mr. Sathien Setthasit, Mr. Yuenyong Opakul, Gen Siripong Wongskhunti, Mr. Sanchai Jullamon and Mr. Kanit Patsaman for the benefit of continuous administration. All 5 directors while holding the position of company directors and various sub-committee dedicated time and offer useful opinions has always made progress for the company and for the benefit of continuous management. The opinion of the Board is in accordance with the considerations and recommendations of the Nomination and Remuneration Committee. Which is considered in accordance with the criteria and procedures for nominating directors which is specified in 56-1 One report on the topic of nominating and appointing directors and top executives (Bibliography of each Director is shown in the Attachment 3)

However, no shareholder nominated a person to be considered for election as the Company's Board of Director.

For Independent Directors shall have all full qualifications for being an independent director complied with the rules and regulations stipulated by Securities and Exchange Commission and the Stock Exchange of Thailand and independent in giving an opinion in accordance with the relevant guidelines

Voting required to pass the resolution

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 6 To consider and approve the remuneration of the Directors for 2022

Fact and Reason

The Annual General Meeting of Shareholders shall consider and approve the remuneration of the Directors and Directors' bonus, according to the Public Companies Limited Act, B.E. 2535 and the Articles of Association of the Company clause 33.

Opinion of the Board

The Board of Director's has carefully considered the remuneration of Directors and deemed it appropriate to propose to propose to the Annual General Meeting of Shareholders 2022 approve the payment of directors' remuneration for the year 2022 at the amount of not more than THB8,000,000 (THB Eight million) is increase from year 2021 in amount of THB1,000,000. The detail of directors' remuneration as follow;

Position	Monthly Remuneration*	Attendance Fee**
Chairman of committee	45,000	30,000
Member of committee	30,000	30,000

Note : * Monthly Remuneration paid for non-executive director

** Attendance Fee paid for non-executive director who attend the meeting

Director's bonus will assign the Chairman of the Board of Directors to allocate.

There is no other remuneration.

Thus, the opinion of the Board of Directors as such matters shall be complied with the consideration and recommendations of the Nomination and Remuneration Committee.

Voting required to pass the resolution

Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Agenda 7 To consider and approve the appointment of the auditor and determine audit fee for 2022

Fact and Reason

To propose to the Annual General Meeting of Shareholders for consideration and approval for the appointment of the auditor and determining auditing fee for 2021 pursuant to Section 120 of the Public Company Act B.E. 1992.

Opinion of the Board

The Board of Directors, by the consideration and suggestion of the Audit Committee, has deemed it appropriate to propose to the Annual General Meeting of Shareholders for the appointment of the following Auditors from EY Office Limited to be the Company's Auditor for 2022:

Name	C.P.A. Registration No.	Shareholding in the Company	Relationship or related
1. Miss Kamontip Lertwitworatop	4377	None	None
2. Miss Siriwan Suratepin	4604	None	None
3. Mr. Samran Taengcham	8021	None	None

To propose to the Annual General Meeting of Shareholders 2022 approve the Company's Auditor for 2022

Company	Increase/(Decrease)	2022 (propose)	2021	2020	2019	2018
CBG	-	1,000,000	1,000,000	1,165,000	965,000	865,000

Note CBG = Carabao Group Public Company Limited

The aforementioned auditors are independent and have no conflict of interest with the Company, its executives, major shareholders or any related persons with the aforementioned persons. One of the above auditors shall examine and provide opinion toward the Company's financial statements.

The subsidiaries of the company appoint the auditor from EY Office Limited. Detail of the subsidiaries' audit fee as follow;

Company	Increase/(Decrease)	2022 (propose)	2021	2020	2019	2018
CBD	-	1,200,000	1,200,000	1,490,000	1,290,000	1,290,000
DCM	-	800,000	800,000	870,000	670,000	670,000
APG	-	500,000	500,000	775,000	775,000	775,000
ACM	-	500,000	500,000	500,000	500,000	250,000
APM	Increase 100,000	400,000	300,000	150,000	-	-
ACV	-	50,000	50,000	60,000	-	-
AWD	-	100,000	100,000	240,000	-	-
CBMG	-	50,000	-	-	-	-

Note CBD = Carabao Tawandang Co.,Ltd. DCM = Tawandang DCM Co.,Ltd.
 APG = Asia Pasific Glass Co.,Ltd. ACM = Asia Can Manufacturing Co.,Ltd.
 APM = Asia Packaging Manufacturing Co.,Ltd. ACV = Asia Carabao Venture Co.,Ltd.
 AWD = A Woody Drink Co.,Ltd. CBMG = Carabao Marketing Group Co.,Ltd.

The Board of Directors will monitor preparation of the financial statements within the specified period.

Non – Audit Fee

Company	2021	2020	2019	2018
CBG	100,000	120,000	120,000	120,000
CBD	40,000	40,000	40,000	40,000
DCM	-	-	-	-
APG	300,000	220,000	220,000	220,000
ACM	-	-	-	-
APM	-	-	-	-
ACV	-	-	-	-
AWD	-	-	-	-
CBMG	-	-	-	-
Total	440,000	380,000	380,000	380,000

Voting required to pass the resolution

Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 8 To approve the issue of debenture

To propose to the Annual General Meeting of Shareholders for consideration and approval the issue of debenture, the principal amount of the debenture will not exceed THB5,000 million that offered single or multiple.

This is to restructure the company's financial cost. Expansion of business in the future and / or working capital of the Company. The detail as follows;

Type: Any and all types of debentures or bonds, including without limitation, name registered debentures, bearer debentures, secured or unsecured debentures, with or without debentureholders' representative, and subordinated or Senior debentures, depending on the market condition when issuing each trench of bond.

Currency: Baht and/or foreign currency by using the exchange rate on the day of issuance of each trench of bond.

Total Value: The principal amount proposed for approval shall not exceed THB 5,000 million (THB Five Thousand million), or Thai baht equivalent for the foreign currency bond. When calculated with the aggregated amount of all outstanding debentures issued by the Company at any time, the total offering amount will not exceed THB 6,500 million (THB Six Thousand Five Hundred million) (or equivalent in any other currency).

The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed 30 business days after the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.

Maturity: Depending on market situation when issuing each trench of bond.

Offering: To offer and issue debentures for any purposes except refinancing within 2 years, in one time or multiple times and/or in a project or revolving issuance to general public and/or private placement and/or local institutional investor and/or foreign investor at one time or multiple

time according to the announcement of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently practiced in the time of issuance.

Pre-mature redemption:

The bondholder may or may not have the right to pre-maturely redeem bond, this will depend on the terms and conditions of each bond issuance.

Interest rate:

Depending on the prevailing market condition when the bond is issued or depending on the terms and conditions of each bond issuance. In all, the rate shall be regulated by the announcement of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently practiced in the time of issuance.

Authority to determine other specifics:

To appoint the board of directors and/or delegated person to have following authority

1. Determine various specifics about the debenture, such as debenture's type, name, interest rate, maturity, redemption, bondholder representative, as well as the details about offering, which include, but not limited to, price, offering method and offering or distributing duration.

2. Appoint financial advisor and/or underwriter and/or any other person according to any relevant legal requirement or any case as appropriate.

3. Negotiate, engage and amend contract and/or related documents, as well as filling information, documents, and evidence for the Office of the Security Exchange Commission and/or relevant authority related to the bond issuance. Conduct any necessary actions that required to issue bond as appropriate.

Objective:

Restructure financial cost of the company, and/or repay any debts/debentures, and/or expanding business in the future, and/or preparing for working capital.

Opinion of the Board

The Board of Directors, by the consideration has deemed it appropriate to propose to the Annual General Meeting of Shareholders for approve to issue of debenture, objective to restructure the company's financial cost,

expansion of business in the future and / or working capital of the Company. Repayment of principal of debenture, the company expect to use cash flow from operations. In addition, the company had loan from finance institute around THB5,900 million.

Voting required to pass the resolution

Not less than third-fourth of the shareholders who attend the Meeting and have the rights to vote.

Agenda 9 To consider other issues (if any)

The Company determines the names of shareholders who are entitled to attend the meeting on March 7, 2022.

Please be informed accordingly and attend the meeting on the aforementioned date, time, and venue. However, if a shareholder cannot attend the meeting, a proxy of the third person or independent director of the Company can be assigned to attend the meeting and vote on behalf of the shareholder following the Proxy Forms in the Attachments hereto.

Sincerely yours,

Mr. Sathien Setthasit
Chairman of the Board of Directors

Notes: 1. The Notice to shareholders and its attachments are also publicized on the Company's website (www.carabaogroup.com). For any queries, please forward your questions to the E-mail address: waranchai.j@carabao.co.th or registered post to Corporate Secretary Section, The Carabao Group Public Company Limited, 393 Silom Building, 393 Silom Road, Silom Sub-District, Bangrak District, Bangkok 10500 with the complete contact information.

2. Should you need the printed 2019 Annual Report, please inform via the E-mail address: waranchai.j@carabao.co.th or registered post to Corporate Secretary Section, The Carabao Group Public Company Limited, 393 Silom Building, 393 Silom Road, Silom Sub-District, Bangrak District, Bangkok 10500 with the complete contact information.

For more information, please contact:

Miss Raewadee Rassameesangpetch, Mr.Waranchai Jensiriwanich or Miss Phenyalaq Chansuthep Company Secretary Section, The Carabao Group Public Company

Phone: 026366111

Registration to verify your identity at the meeting of shareholders via the system DAP e-Shareholder Meeting.

1. Register by shareholder

Register to verify your identity or appoint a proxy via Link: <https://shorturl.asia/wjuGJ>

2. Register by sending documents to the company

Fill in the information of shareholders or the proxies in the request form to attend the meeting.

Download <https://shorturl.asia/8ScOd> (Attachment 7) and Proxy Form (Attachment 6) and send all document to the company within April 12, 2022 for verified the identity of the shareholders.

Once the company has already verified the identity of the shareholders The company will send a link to the shareholders for attend meetings through the system DAP e-Shareholder Meeting.

Shareholders can study terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system and how to use the system DAP e-Shareholder Meeting in User Manual e-Shareholder Meeting System <https://shorturl.asia/8ScOd> or QR Code



Shareholders in sending questions in advance related to each agenda to the company at "Company Secretary Department" Carabao Group Public Company Limited, 393 Silom Building, No. 393 Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500

In holding the shareholders' meeting through the DAP e-Shareholder Meeting System, the company will collect, use, and disclose the personal data of the shareholders for the purpose of complying with the obligations prescribed by the law and for the benefit of facilitating the shareholders in attending the meeting. The collection, use, and disclosure of personal data of the shareholders will be in accordance with the Privacy Policy or Privacy Notice as occur on the company's website

(Translation)

Minutes of the 2021 Annual General Meeting of shareholders

Carabao Group Public Company Limited

Time and venue of the meeting

Date of Meeting April 22, 2021
Time 02.00 pm.
Venue 3rd floor 393 Silom Building, No. 393 Silom Road, Silom Sub-district, Bangrak District,
Bangkok 10500 Thailand

Directors Attending the Meeting at the meeting room

- | | |
|-------------------------------------|---|
| 1. Mr. Sathien Setthasit | Chairman of the Board of Director / Chief Executive Officer |
| 2. Miss Nutchamai Thanombooncharoen | Director / Managing Director |
| 3. Mr. Yuenyong Opakul | Director / Senior Deputy Managing Director |
| 4. Mrs. Saowanee Kamolbutr | Chairman of the audit committee and Independent Director |
| 5. Mr. Kanit Patsaman | Member of the audit committee and Independent Director |
| 6. Miss Urawee Ngowroongrueng | Member of the audit committee and Independent Director |

Directors Attending the Meeting via MS Teams

- | | |
|-------------------------------|-------------------------------------|
| 1. Mr. Kamoldist Smuthkochorn | Director / Deputy Managing Director |
| 2. Mr. Romtham Setthasit | Director / Deputy Managing Director |
| 3. GEN. Siripong Wongskhunti | Independent Director |
| 4. Mr. Nha-kran Laohawilai | Independent Director |
| 5. Miss Nutchanok Vongswat | Director |

The company has 11 directors, 11 directors attend the meeting. (100%)

Director that did not attend the Meeting.

- None -

Attendee

Mr. Pongsam Klongwathanakith	Chief Financial Officer
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Company Secretary

Mr. Waranchai Jensiriwanich	Secretary of the Meeting
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Auditor

Miss Kamontip Lertwitworatep	EY Office Limited
Miss Kornkanok Ruengphinyophon	EY Office Limited

The Commencement of the Meeting

Mr. Sathien Setthasit, Chairman of the Board of Directors, presiding as the Chairman of the Meeting, informed the Meeting that there were 30 shareholders, and 1,141 proxies total is 1,171 shareholders presented at the Meeting of which were accounting for 800,717,064 shares, or 80.07% of the total shares of Carabao Group Public Company Limited. The number of shares constituted a completed quorum as stated in the Articles of Association No.40

The Shareholders still attended to the meeting continuously, at the end of the meeting there were 36 shareholders, and 1,146 proxies total is 1,182 shareholders presented at the Meeting of which were accounting for 800,718,583 shares, or 80.07% of the total shares.

The Chairman assigned Mr. Waranchai Jensiriwanich, Company Secretary, inform the detail of the meeting and meeting's condition to shareholders.

Mr. Waranchai Jensiriwanich informed to the meeting that according to the situation of COVID-19. In order to comply with the outbreak control measures of the Covid-19 virus in organizing the annual general meeting of shareholders of the company, the company requested for cooperation from shareholders to grant proxies to independent directors as per the list provided in the notice of the meeting which had been sent to shareholders. If the shareholders will attend the meeting in person, the company has established public health measures such as temperature measurement and ask for cooperation from the shareholders who attended the meeting wear a cloth mask or sanitary mask, not provide microphones and not allow to eat food or beverage etc.

In addition, Mr. Waranchai Jensiriwanich informed to the meeting about Good Governance Guideline as follows;

- A. The Company invited the shareholders to propose the agenda for 2021 Annual General Shareholders' Meeting in advance.
- B. The Company invited the shareholders to propose the nominate candidates for CBG's directorship.

The company fix the period was October 16, 2020 – January 15,2021 for both of proposal to the Board of Directors but were not received any proposals from shareholders.

Mr. Waranchai Jensiriwanich clarified the Meeting with the rules and the voting procedures as follows:

- A. In order to be fair and transparent towards the voting and vote counting for each agenda item, the Company invited the shareholders' representative to be the witness of vote counting.
- B. For purpose of voting in each agenda item, the Chairman will be asking for the vote only disagree and abstain and deduct amount of disagree and abstain votes from the total of votes of the shareholders attending the meeting and were entitled to vote. The rest of votes were agreed for that agenda. In case of no vote disagree and abstain will assume that total of votes was agree. For voting in each agenda item, the shareholder has to vote in ballot that shareholder or proxy received by registration. The voting right was fixed for one share for one vote. A resolution of the meeting in each agenda item shall be decided by the majority of votes of the shareholders attending the meeting and were entitled to vote. In the case of the votes of the shareholders were tied in each agenda item, the Chairman shall cast an

additional vote as a decided vote. The result of the voting in each agenda once completed will be announced to the meeting when vote counting were done.

- C. If any shareholder or proxies attend the meeting after the meeting opened. They have the right to vote only on the agenda under consideration and later.
- D. This meeting had 8 agendas, all agenda shall be decided by the majority of votes except agenda 2 proposed to acknowledge and agenda 6 the resolution to approve was two-third of votes of the shareholders attending the meeting and were entitled to vote. For consider in agendas 5 and 8 will separate voting to agenda 5.1, 5.2, 5.3., 8.1 and 8.2.
- E. In proceeding of the meeting, the Chairman would proceed to consider the agenda items specified in the invitation of the meeting in order of priority and would provide the shareholders an opportunity to ask questions (if any) before giving a resolution in each agenda item. Any shareholders who wish to pose a question should state their name, surname, registration number and declaration of attending in person or attend on behalf of others in case of proxy so that the secretary of the meeting would record in the minutes of the meeting and count the votes correctly. This time, the company requires to writing questions on paper do not use the microphone.

The Company Secretary informed that the meeting elects one person who is a shareholders' representative to be a witness of vote counting, which is Mr. Chawalit Sukchaya as proxy.

Mr. Waranchai Jensiriwanich then proceeded to the meeting according to the agenda, the detail as follows;

Agenda 1 To approve the minutes of the 2020 Annual General Shareholders' Meeting held on June 22, 2020.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Corporate Secretary, presented to the meeting regarding to examine the minutes of the 2020 Annual General Shareholders' Meeting held on June 22,2020, which were submitted to the shareholders together with the invitation of the meeting.

The Chairman asked to the meeting that any shareholders want to amend the minutes of the 2020 Annual General Shareholders' Meeting.

The Chairman offered opportunity for the shareholders to ask questions and express opinions.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, certified the minutes of the 2020 Annual General Shareholders' Meeting held on June 22, 2020, as proposed by the following votes;

Shareholder Voting	Number of votes	Percentage
Agree	800,718,273	100.0000
Disagree	-	-
Abstain	-	-
Total	800,718,273	100.0000
Voided Ballot	-	-

Agenda 2 To acknowledge the Company's operating results in 2020.

The Chairman assigned Miss Nutchamai Thanombooncharoen, the managing director, presented to the meeting regarding 2020 operating results with details summarized as follows.

1. Market share of the company for Energy Drink is 21.4 percent, ranked no. 2
2. Sales of the functional drink "Woody C+ Lock" accounted for 1.5% of the total sales from just 9 months selling, while the of functional drink total market value was THB9,100 million. Growth 9 %, but for vitamin C drinks the total market value is THB6,753 million, growing 15%.
3. Earning per share is THB3.53 per share growth from 2019 by 41%.
4. Dividend per share is THB2.40 per share growth from 2019 by 42%.
5. Interest-Bearing Debt to Equity Ratio is 0.5 time.
6. In 2020, set up Asia Packaging Manufacturing Co., Ltd. with an investment of THB700 million to operate a manufacturing business and distribute packaging such as Shrink Film, OPP label, carton, etc. The company expected to complete operations within the second quarter of 2021 in order to increase product efficiency and production cost management.
7. The company donated to the Chaipattana Foundation for support the fight against COVID in the amount of THB50 million.
8. Total revenue growth rate of the company from 2016 to 2020 (CAGR - Compound Annual Growth Rate) is 14.7%. In 2020 proportion of sales in each category as follow.

Category	Percent
Branded Own - Domestic	35
Branded Own – Overseas	47
Distribution	14
Branded OEM	2
Others	2

9. Energy Drink Products
 - Proportion of export compared to domestic grow up to 58:42 in 2020 from 44:56 in 2017 adhere to the company's strategy.
 - Export sales by region is CLMV 85%, China 5%, Asia (exclude china) 8% and others 2%
10. In year 2020, the company received the awards
 - Credit Rating from TRIS Rating change from A- to A
 - Best CEO Awards and Best Performance Awards from The Stock Exchange of Thailand.
 - Thailand Top's Corporate Brands 2020 Food & Beverage Category from Sasin Graduate Institute of Business Administration and The Stock Exchange of Thailand.

The Chairman offered opportunity for the shareholders to ask questions and express opinions.

There were neither further questions nor opinions raised in the meeting.

The Chairman asked the Meeting to acknowledge the operating results in 2020 accordingly.

Resolution It is for acknowledgement and thus the resolution is not required. The meeting acknowledged the Company's operating results in 2020 as presented accordingly.

Agenda 3 To approve the financial statements and auditor's report for the fiscal year ending 31 December 2020, which is audited by the auditor.

The Chairman assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, presented to the meeting to clarify that according to Section 112 of the Public Company Act B.E. 1992, the Board of Director must propose to the Annual General Meeting of shareholder to consider the financial statements of the Company. The year ended December 31, 2020 together with the report of the auditor which was audited by the auditor from EY Office Limited in accordance with accepted Financial Reporting Standard are proposed to get approval. The financial statement details are shown in annual report which were submitted to the shareholders together with the invitation of the meeting. The summary of financial highlight is as follows.

Unit : THB

	<u>Consolidated Financial Statement</u>	<u>Company Financial Statement</u>
Total Assets	17,382 Million	2,254 Million
Net Profit	3,525 Million	2,005 Million
Net Profit per share	THB 3.53	THB 2.01
Total Assets	17,087 Million	10,502 Million
Total Liabilities	6,929 Million	3,512 Million
Total Equities	10,157 Million	6,990 Million

The Chairman offered opportunity for the shareholders to ask questions and express opinions.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, approved the financial statements for the year ended December 31, 2020, as proposed by the following votes;

Shareholder Voting	Number of votes	Percentage
Agree	800,718,578	100.0000
Disagree	-	-
Abstain	-	-
Total	800,718,578	100.0000
Voided Ballot	-	-

Agenda 4 To consider and approve the dividend payment for the Company's operating results in 2020.

The Chairman assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, presented to the Meeting that The Company has a policy to pay dividends at the rate of not less than 40 percent of net profit after income tax under the consolidated financial statements and the allotment of a legal reserve. The rate of dividend

payment is subject to the investment plan, the conditions and restrictions as specified in the loan agreements, or other relevant agreements (if any), the financial condition and operating results as well as other relevant factors of the Company and its subsidiaries. The Board of Directors may reconsider and amend the dividend policy from time to time to be consistent with the Company's and its subsidiaries' future business growth plans, investment capital and working capital requirements, and other factors as considered appropriate. However, the dividend payment must not be in excess of the retained earnings under the Company's separate financial statements and must be in accordance with the relevant law.

The dividend payment will not exceed the retained earnings shown in the separate financial statements of the Company and in accordance with the relevant laws. However, the approval of dividend payment depends on the resolution of the shareholders' meeting and pursuant to the Public Company Act B.E. 2535 and the Company's Articles of Association, the Company shall make a reserve at a rate of no less than 5% of net profits less retained loss (if any) so long as such a legal has yet to equate to 10% of registered capital.

In 2020, net profit of the Company in amount of THB3,525.03 million. The Board of Directors Meeting no. 5/2020 held on August 7, 2020 has approved an interim dividend payment at a rate of THB0.90 per share (1,000 million shares) for the amount of THB900 million. The resolution of the Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting for approval the dividend payment at a rate of THB1.50 per share for the amount of THB1,500 million. Total dividend from the 2020 operating results is THB2,400 million or 68.1% of net profit. The dividend is in accordance with dividend policy.

Comparison of dividend payment in the year 2020 to the preceding year is as follows.

	2020 (propose)	2019	2018	2017	2016	2015
Dividend per share (Baht)	2.40	1.70	0.80	0.85	1.00	0.89
Total amount of dividend (million baht)	2,400	1,700	800	850	1,000	890
Payout Ratio (%)	68.1	67.8	69.1	68.2	67.1	70.9

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting passed resolution to ratify the interim dividend payments of THB0.90 per share and approve the proposed dividend payments of THB1.50 per share for the Company's operating results in 2020 with a simple majority of total number of votes of shares of shareholders who were present and eligible for voting in the meeting as follow:

Shareholder Voting	Number of votes	Percentage
Agree	800,718,578	100.0000
Disagree	-	-
Abstain	-	-

Shareholder Voting	Number of votes	Percentage
Total	800,718,578	100.0000
Voided Ballot	-	-

Agenda 5 To consider the appointment of Directors to replace the Directors who retire by rotation.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Corporate Secretary, presented to the meeting regarding the appointment of Directors to replace the Directors who retire by rotation, to clarify that according to the Public Company Act and No.20 of the Articles of Association of the Company, one-third of directors shall leave the position. The directors with the longest term shall leave the position and may be re-appointed to serve the new term. The directors of the company are 9 persons. The company fix the period was October 16, 2020 – January 15, 2021 for both of proposal to the Board of Directors but were not received any proposals from shareholders.

The Directors who retire by rotation are as follows:

- | | |
|-------------------------------------|--|
| 1. Mrs. Saowanee Kamolbutr | Director, Chairman of the Audit Committee, Vice Chairman of the nomination and remuneration committee, Chairman of risk management committee, Independent Director |
| 2. Miss Nutchamai Thanombooncharoen | Director, Member of the nomination and remuneration committee Vice Chairman of risk management committee |
| 3. Mr. Kamoldist Smuthkochorn | Director, Member of risk management committee |
| 4. Mr. Romtham Setthasit | Director |

The opinion of the Board of Directors exclude the directors who were stakeholder has carefully considered the names of the nominated persons, including the appropriate qualifications and experiences, deemed it appropriate to propose to the Annual General Meeting of shareholders to re-appoint 4 directors who are due to retire by rotation to serve for another term in the position namely: Mrs. Saowanee Kamolbutr Miss Nutchamai Thanombooncharoen Mr. Kamoldist Smuthkochorn and Mr. Romtham Setthasit. The opinion of the Board is in accordance with the considerations and recommendations of the Nomination and Remuneration Committee.

The detail of 4 Directors about educational background and the expertise of the nominated person. Information on attendance of the board of directors / sub-committees in the past year, shareholding in the company information on directors or executives in the company listed companies and other companies and related information of the nominated persons appear in the invitation of the meeting. To comply with the good corporate governance, this agenda will be separate voting.

This consideration is considered individually, and any person is involved with this agenda have left the meeting. the Company has collected all ballot.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved the appointment of the director subject to be retired as directors for another term, as proposed by the following votes.

1. Mrs. Saowanee Kamolbutr (Independent Director, Chairman of the audit committee)

Shareholder Voting	Number of votes	Percentage
Agree	795,187,140	99.3092
Disagree	5,531,340	0.6908
Abstain	100	0.0000
Total	800,718,580	100.0000
Voided Ballot	-	-

2. Miss Nutchamai Thanombooncharoen (Vice Chairman of the Board of Director)

Shareholder Voting	Number of votes	Percentage
Agree	765,728,605	95.6302
Disagree	34,989,875	4.3698
Abstain	100	0.0000
Total	800,718,580	100.0000
Voided Ballot	-	-

3. Mr. Kamoldist Smuthkochorn (Director of the Company)

Shareholder Voting	Number of votes	Percentage
Agree	798,409,868	99.7117
Disagree	2,308,714	0.2883
Abstain	-	-
Total	800,718,582	100.0000
Voided Ballot	-	-

4. Mr. Romtham Setthasit (Director of the Company)

Shareholder Voting	Number of votes	Percentage
Agree	798,392,868	99.7095
Disagree	2,308,614	0.2883
Abstain	17,100	0.0021
Total	800,718,582	100.0000
Voided Ballot	-	-

Agenda 6 To consider and approve the directors' remuneration for year 2021.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Corporate Secretary, presented to the meeting regarding, to consider and approve the directors' remuneration for year 2021. The policy of Directors' Remuneration at a reasonable rate and in accordance with various factors as follows.

- 1) Duties and responsibilities of each director.
- 2) Remuneration of other companies in the same industry.
- 3) Remuneration of companies listed on the Stock Exchange of Thailand.
- 4) Business expansion and profitable growth of the company.
- 5) Other factors

For the Annual General Meeting of Shareholders to consider the remuneration of directors for the year 2021 in accordance with the Public Limited Companies Act B.E. 2535 and No.33 of the Articles of Association of the Company.

The Board of Directors has carefully considered the remuneration of directors and compare with the performance of the previous year and deemed it appropriate to propose the remuneration of directors not more than THB7,000,000 million increase THB2,000,000 (more than year 2015 - 2019) due to the increasing of the number of the board of director, the details as follows.

	Remuneration (THB)				
	Year 2021 (Proposed Year)		Year 2014 - 2020		Change from Year 2020
	Monthly Remuneration	Attendance Fee	Monthly Remuneration	Attendance Fee	
Chairman of the Board of Director and Chairman of sub committee	45,000	30,000	45,000	20,000	10,000
Member of the Board of Director and member of sub committee	30,000	30,000	30,000	20,000	10,000

Remark: 1) This Remuneration have payment to non-executive directors only.

2) Attendance Fee have paid for director, who have attended the meeting only.

and the Remuneration assign the Chairman of the Board of Directors to allocate. The opinion of the Board is in accordance with the considerations and recommendations of the Nomination and Remuneration Committee.

The resolution to approve for this agenda was two-three of votes of the shareholders attending the meeting and were entitled to vote.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The meeting considered and passed, by a unanimous of total number of votes of the shareholders present at the meeting and eligible to vote, approved the directors' remuneration Year 2021 in amount of

THB7,000,000 and approved attendance fee up to THB30,000 per time and assign the Chairman of the Board of Directors to allocate, as proposed by the following votes.

Shareholder Voting	Number of votes	Percentage
Agree	791,341,783	98.8290
Disagree	9,376,800	1.1710
Abstain	-	-
Total	800,718,583	100.0000
Voided Ballot	-	-

Agenda 7 To consider and approve the appointment of the auditor and determine auditor's fees for year 2021.

The Chairman assigned Mrs. Saowanee Kamolbutr, Chairman of the audit committee, to clarify that according to Section 120 of the Public Company Act B.E.1992 and the Articles of Association No.55, the Annual General Shareholders' Meeting to consider the appointment of the auditor and determine auditor's fees.

The audit committee and the board of director considered and deemed it appropriate to propose to the Annual General Shareholders' Meeting appoint the auditor from EY Office Limited as the auditor of the company one of the following auditors shall examine and provide opinion toward the Company's financial statements.

- 1) Miss Kamontip Lertwitworatep C.P.A. Registration No. 4377 or
- 2) Miss Siriwan Suratepin C.P.A. Registration No. 4604 or
- 3) Mr. Samran Taengcham C.P.A. Registration No. 8021

Miss Kamontip signed to certify the Company's financial statements since 2020, this year is the second year.

To propose to the 2021 Annual General Meeting of Shareholders approve the Company's Auditor for 2021.

Company	Increase/(Decrease)	2021 (propose)	2020	2019	2018	2017	2016	2015
CBG	(165,000)	1,000,000	1,165,000	965,000	865,000	865,000	540,000	540,000

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote approved the appointment of the auditor and determine auditor's fees for year 2021, as proposed by the following votes.

Shareholder Voting	Number of votes	Percentage
Agree	800,718,583	100.0000
Disagree	-	-
Abstain	-	-
Total	800,718,583	100.0000
Voided Ballot	-	-

Agenda 8 To appoint 2 new directors.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Corporate Secretary, presented to the meeting regarding, The Company has expanded the business into more diverse the management and business operations of the Company. Therefore, need to have person an expert and experience in other businesses to participate in management of the Company, in order to most benefit the Company.

Therefore, the Board of Director agreed to propose to the 2020 Annual General Shareholder Meeting for appoint 2 persons to be directorship are Mr. Predee Daochai and Mrs. Wongdao Thanombooncharoen, that both have eligibility and experienced have expertise in other businesses to participate in the management of the Company for the greater benefit of the Company as the Nomination and Remuneration Committee proposed. Information of the nominated persons appear in the invitation of the meeting.

To comply with the good corporate governance, this agenda will be separate voting.

This consideration is considered individually, and any person is involved with this agenda have left the meeting. the Company has collected all ballot.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

Resolution The Meeting considered and passed its resolution, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved the appointment of 2 new directors by the following votes;

1. Mr. Predee Daochai (Independent Director)

Shareholder Voting	Number of votes	Percentage
Agree	798,829,782	99.7637
Disagree	1,891,701	0.2363
Abstain	100	0.0000
Total	800,718,583	100.0000
Voided Ballot	-	-

2. Mrs. Wongdao Thanombooncharoen (Director of the company)

Shareholder Voting	Number of votes	Percentage
Agree	798,900,469	99.7729
Disagree	1,801,014	0.2249
Abstain	17,100	0.0021
Total	800,718,583	100.0000
Voided Ballot	-	-

Agenda 9 To consider other issues (if any)

The Chairman made statement to the meeting that there were no persons proposing and raising other matters for consideration. Hence, the agenda has all been considered.

Afterwards, the Chairman gave an opportunity for the shareholders to ask questions. The Chairman and the Management responded to the questions and talk about normal business situation. No one asked any more.

There were neither questions nor opinions raised for consideration in the Meeting thus far. The Chairman expressed gratitude and thanked to all shareholders and directors participating in the Meeting. The Meeting was finished at 03.30 pm.

Signed

(Mr. Sathien Setthasit)

Chairman of the Board of Directors

Signed

(Mr. Waranchai Jensiriwanich)

Legal Director / Company Secretary

For Consideration on Agenda no. 5

Directors who retire by rotation and being proposed to be re-appointed as Directors

1. Mr. Sathien Setthasit: Chairman of the Board of Director

Chairman of the Nomination and Remuneration Committee

Age 67The date of appointment 18 March 2014Number of years in the position of director 7 years (2014 – present)Number of years in office until the end of term 10 yearsPercentage of Shareholding in the Company 32.1Family Relationship among Directors and Executives The father of Mr. Romtham SetthasitEducational Qualifications/Training

- B.A. (Political Science), Sukhothai Thammathirat Open University

- Director Accreditation Program (DAP) #19/2004, Thai Institute of Directors (IOD)

Work Experience the past 5 years

2014 – Present Chairman of the Board of Directors, Chairman of the Executive Committee, Chairman of the Nomination and Remuneration Committee, Chief Executive Officer Carabao Group PCL.

2018 – Present Director Tawandang Logistic Co.,Ltd. TD Tawandang Co.,Ltd. Express Med Co.,Ltd.

2014 – Present Chairman of the Board of Directors Asia Pacific Glass Co., Ltd.

2012 – Present Chairman of the Board of Directors Tawandang DCM Co., Ltd.

2013 – Present Chairman of the Board of Directors Carabao Group PCL.

2002 – Present Chairman of the Board of Directors Carabao Tawandang Co., Ltd.

Director / Executive Position in Other Business

Listed Company None

Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2020
Board of director meeting	7 / 7	6 / 6
Nomination and Remuneration Committee	2 / 2	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

2. Mr. Yuenyong Opakul: Member of the Board of Directors

Age 67
The date of appointment 18 March 2014
Number of years in the position of director 7 years (2014 – present)
Number of years in office until the end of term 10 years
Percentage of Shareholding in the Company 14.2
Family Relationship among Directors and Executives None



Education

- Honorary Doctorate (Liberal Arts), Bangkok Thonburi University
 - Honorary Doctorate (Thai Popular Music), Ramkhamhaeng University
- Director Accreditation Program (DAP) #112/2014, Thai Institute of Directors (IOD)

Experience

2014 – Present Senior Deputy Managing Director Carabao Group PCL.
2014 – Present Member of the Board of Directors Asia Pacific Glass Co., Ltd.
2014 – Present Member of the Board of Directors Tawandang DCM Co., Ltd.
2013 – Present Member of the Board of Directors Carabao Group PCL.
2002 – Present Member of the Board of Directors / Senior Deputy Managing Director Carabao Tawandang Co., Ltd.

Director / Executive Position in Other Business

Listed Company None
Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	2 / 7	6 / 6
Annual General Shareholders' meeting	1 / 1	1 / 1

3. Gen Siripong Wongkhunti: Member of the Board of Director / Independent Director

Age 60

The date of appointment 11 November 2016

Number of years in the position of director 5 years (2016 – present)

Number of years in office until the end of term 8 years

Percentage of Shareholding in the Company None

Family Relationship among Directors and Executives None



Education

- Military Academy (Class 20)
- Bachelor of Science, Chulachomklao Royal Military Academy (Class 31)
- Command and General Staff Officer Course, Class 71, Command and General Staff College
- Generic Technology Course, DSTO, Australia 1994
- Master of Political Science, Thammasat University, 2003
- The National Defense College Program Class 57, 2015
- Top Management Program in Energy Science Class 7 Institute of Energy Science, 2016
- Top Management Program, Capital Market Academy (CMA) Class 24, 2017
- Director Accreditation Program (DAP) #137/2017, Thai Institute of Directors (IOD)

Experience

2016 – Present Independent Director / Member of the Board of Director, Carabao Group PCL.

2018 - 2021 Director – General the War Veterans Organization of Thailand (Retirement)

2015 – 2017 Director – General, Defense Energy Department, Defense Industry and Energy Centre

2013 – 2014 Deputy Director – General, Defense Energy Department, Defense Industry and Energy Centre

2013 Expert, Office of the Permanent Secretary of Defense

Director / Executive Position in Other Business

Listed Company None

Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	6 / 7	6 / 6
Annual General Shareholders' meeting	1 / 1	1 / 1

4. Mr. Sanchai Jullamon: Member of the Board of Director / Independent Director

Age 61

The date of appointment 12 November 2021

Number of years in the position of director 6 months (2021 – present)

Number of years in office until the end of term 3 years

Percentage of Shareholding in the Company None

Family Relationship among Directors and Executives None



Education

- Master of Laws, Ramkhamhaeng University
- Bachelor of Laws, Ramkhamhaeng University
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, #19, King Prajadhipok's Institute
- The program of Senior Executives of Justice Administration, class 18, Office of Courts of Justice
- Director Accreditation Program (DAP) #113/2014, Thai Institute of Directors (IOD)

Experience

2021 – Present Independent Director, Carabao Group PCL.

2013 – Present Legal Consultant, B & W CASES Co., Ltd. (Subsidiary company of Double A)

2002 – Present Partner and Legal Consultant, C & K Law Office

2019 - 2021 Senator

2016 – 2019 Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee, Carabao Group PCL.

2013 – 2018 Legal Consultant, Thai Foods PCL.

2014 – 2016 Independent Director, Carabao Group PCL.

2012 – 2013 Director General, The Zoological Park Organization under The Royal Patronage of H.M. The King, Ministry of Natural Resources and Environment

Director / Executive Position in Other Business

Listed Company None

Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	-	1 / 1
Annual General Shareholders' meeting	-	-

4. Mr. Kanit Patsaman: Member of the Board of Directors / Independent Director
Member of the Audit Committee Member of the Nomination and Remuneration
Committee Member of the Risk Management Committee

<u>Age</u>	59
<u>The date of appointment</u>	1 October 2014
<u>Number of years in the position of director</u>	7 years (2014 – present)
<u>Number of years in office until the end of term</u>	10 years
<u>Percentage of Shareholding in the Company</u>	None
<u>Family Relationship among Directors and Executives</u>	None



Education

- Bachelor of Economics, Ramkamhaeng University
- MBA, National Institute of Development Administration
- Director Certification Program (DCP) #156/2012, Thai Institute of Directors (IOD)
- Audit Committee Program (ACP) #40/2012, Thai Institute of Director (IOD)
- Corporate Governance for Board of Directors and Top Management of State Enterprise and Public Organization (PDI) #11, King Prajadhipok's Institute
- Driving Company Success with IT Governance (ITG) #5/2017, Thai Institute of Directors (IOD)
- Role of the Chairman Program (RCP) #45/2019, Thai Institute of Directors (IOD)
- Ethical Leadership Program (ELP) #24/2021, Thai Institute of Directors (IOD)

Experience

2017 – present	Member of the Board of Directors, Chairman of Audit Committee and Member of Risk Management Praram 9 Hospital
2016 - present	Member of the Board of Directors / Member of Audit Committee, Member of Nomination and Remuneration, Member of Risk Management Committee, Carabao Group PCL.
2014 – 2016	Member of the Board of Directors, Carabao Group PCL.
2013 – 2014	Member of the Board of Directors, Bank for Agriculture and Agricultural Co-operatives
2013	Member of the Board of Directors, Thai Credit Guarantee Corporation
2012 – 2014	Member of the Board of Directors, National Housing Authority
2005 - 2013	Advisor to Liquidation directors and authorized representative of liquidation directors, Thai Asset Management Corporation

Director / Executive Position in Other Business

Listed Company

None

Competitors / Related Businesses

None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	7 / 7	6 / 6
Member of the Audit Committee	5 / 5	5 / 5
Member of the Nomination and Remuneration	2 / 2	4 / 4
Member of the Risk Management	4 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

The nomination and appointment of director

Director Nomination

The nomination and remuneration have a charter duty to provide advice on the rules and the qualifications of directors and preliminary consideration the qualifications of the nominated directors of the Company

Sources of nominated persons

The Company has provided the opportunity for its directors, management, or advisors to participate in the nomination of qualified directors. In addition, the Company also allows the shareholders to nominate persons to be directors. Since October 1, 2021 – December 31, 2021, before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2022.

In 2022, there were no shareholders nominate the names.

Process of selection

The company focuses on the diversity of the board structure, professional skills, specialize experiences, by consideration of Board Experience for the fit of the structure, size, and composition of the board and to improve the performance of the board.

Rules and Procedures for Appointment of Directors

In case of the director retired by rotation, the appointment of directors will be considered by Annual General Shareholders meeting.

1. For electing the director, each shareholder shall have votes equal to the number of shares held by them.
2. Electing the director will be vote one by one, shareholder have to elect the nominated person with all rights to vote director individually.

In case of vacant positions due to reasons other than the expiration of the term of the director. The Director shall appoint a qualified person and no legal prohibitionsto be a replacement for the next meeting. A person who is a replacement may only serve as the director for the remaining term of the director whom he replaces. The resolution of the appointment of such person must be approved by not less than three-fourths of the remaining directors.

Qualifications of Independent Directors

The nomination and remuneration committee will consider the qualifications of the persons appointed as independent directors by considering the qualifications and prohibited characteristics prescribed in the PLCA, the SEC Act, notifications of the Capital Market Supervisory Board, and other relevant notifications, regulations and/or rules. Furthermore, the board of directors will consider selecting persons with qualifications experience and suitability to be the Company's independent directors and propose them to the shareholders meeting for consideration and appointment as Company's directors. It is the Company's policy to ensure that the number of independent directors shall constitute at least one-third of the Company's board of directors and not fewer than three members. The board of directors has specified the qualifications of an independent director, which is equal to the minimum requirements of SEC., and stricter than the requirements of the SET as follows:

(a) an independent director must not hold shares exceeding one percent of the total shares with voting rights of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company. Such percentage shall include shares held by related persons of such independent director;

(b) an independent director shall not be or have been an executive director, employee, staff and consultant who receives a regular salary or a controlling person of the Company, the parent company, the subsidiaries, the associate companies, the same-level subsidiaries, major shareholders, or controlling persons of the Company, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(c) an independent director shall not be related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of another director, executive, major shareholder, controlling person to be nominated as an executive director or controlling person of the Company or the subsidiaries;

(d) an independent director shall not have or have had a business relationship with the Company, the parent company, the subsidiaries, the associate companies, major shareholders or controlling persons of the Company in the manner that may prevent free judgment, and shall not be or have been a significant shareholder or controlling person of a person related to the business of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, unless such relationship ended at least two years before the date of submission of the application to the Office of the SEC;

(e) an independent director shall not be or have been an auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person of or a partner in the auditing office in which the auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company works, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(f) an independent director shall not be or have been a provider of any professional service, including legal advisory or financial advisory service receiving more than Baht two million of service charges per year from the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person or a partner of the service provider, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(g) an independent director shall not be a director appointed as the agent of the directors of the Company, major shareholders, or shareholders related to a major shareholder;

(h) an independent director shall not operate a business of the same nature with and in competition with the business of the Company or the subsidiaries and shall not be a significant partner in a partnership, or be an executive director, employee, staff and consultant who receives a regular salary, or hold shares exceeding one percent of the total shares with voting rights, of another company operating a business of the same nature with and in competition with the business of the Company or the subsidiaries.

(i) an independent director shall not possess any other characteristics that prevent them from freely giving an opinion regarding the Company's operation.

The Company's Article of Association relating to the Annual General Meeting of Shareholders

1. The Meeting of Shareholders

- Article 34 The board of directors shall arrange for an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. The general meetings of the Company shall be held at the registered office of the Company or in a nearby province or at such other place as the directors may decide.
- Article 35 The other of the annual general meetings shall be called the "extraordinary meetings".
- The board of directors may summon an extraordinary meeting of shareholders whenever the board thinks fit or the shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares issued or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares issued may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.
- Article 36 In a shareholders' meeting, a person who has the rights to vote shall be a shareholder whose name is recorded in the shareholders' register as of the date determined by the board of directors and the amount of shares for which each shareholder has the rights to vote shall be in accordance with the shareholders' register as of the same date. In this regard, the rights of such person shall not be affected even though the information in the shareholders' register as of the date of the shareholders' meeting has been changed.
- The date determined by the board of directors under the first paragraph shall not exceed 2 months prior to the date of the shareholders' meeting.
- Article 37 In summoning the meeting of shareholders, either the ordinary meeting or the extraordinary meeting, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matter to be proposed to the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper of at least three (3) days prior to the date of the meeting in the three (3) consecutive days.
- The notice to the shareholders shall be sent via register mail.

2. The Proxy

- Article 38 In the meeting of shareholders, a shareholder may appoint a person who is sui jurist to attend the meeting and vote on his/her behalf. The proxy form must be dated and signed by the principal in the form prescribed by the Registrar. The information in the proxy should have a least as follow:
- 1) Number of shares of Authorizer
 - 2) Name of Attorney
 - 3) Number of the meeting that attends the meeting and voting.
- The proxy form must be submitted to the Chairman or other person designated by the Chairman at the meeting place prior the proxy attends the meeting.

Article 39 In case of a proxy, the person who are both shareholder and not the shareholder shall have the right to vote based on the number of proxies and the personal vote in cases where their shareholders.

3. The Quorum

Article 40 In the meeting of shareholders shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, and holding in aggregate number of shares of not less than one-third (1/3) of all shares sold, in order to constitute a quorum.

4. The Appointment of the Director

Article 19 The directors shall be elected at the shareholders meeting in accordance with the following rules and methods:

(1) Each shareholder shall have votes equal to the number of shares held by them.

(2) Each shareholder shall elect one or several persons as directors, but not more than the number of directors that the Company may have or that are to be elected at such meeting.

(3) Each shareholder may exercise all the votes to elect one or several persons as directors, Shareholders have the rights to vote for each person equal to the number of votes they have, in this regard, the votes cannot be divided to any person to any extent.

(4) The person 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.

5. The Shareholder's voting

Article 44 Unless otherwise provided in these regulations, the Voting at a meeting of shareholders; whether voting by hands or by secret ballot that one share one vote Shareholders who is the related person within the matter not entitled to vote except for appoint directors. A resolution of the shareholders' meeting shall consist of the following.

(1) In normal case, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have an additional casting vote to decide on the matter.

(2) In the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:

(a) The sale or transfer of whole or essential parts of business of the Company to other persons.

(b) The purchase or acceptance of transfer the other limited company or private limited company's businesses to the Company.

(c) Entering into, amending or terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the assignment to other persons to manage the Company's business or the consolidation of the businesses with other persons with an objective to share profit and loss.

(d) Amendment to Articles of association of the Company.

(e) To increase or decrease the capital of the company or new bond issue offer to the general public.

(f) To merge or dissolution of company.

Document that shall be shown and sent to the company for registration of attendance, procedures for vote counting and voting results report and the guidelines for attending the Meeting via electronic and user manual e-Shareholder Meeting system

The company organize the Annual General Meeting of Shareholders for the year 2022 held on April 21, 2022, at 4 pm. via electronic meeting broadcast at Meeting room 3rd floor Head Office of the company Therefore, the company would like to inform about the method of attending the meeting via electronic (E-AGM) as follows:

1. Shareholders who do not wish to attend the meeting via electronic (E-AGM)

For those shareholders who are unable to attend the Meeting via electronic (E-AGM) themselves, the company recommends the shareholders appoint an independent director as their proxy to attend the meeting in person. (Attachment 6) by sending documents to the Company "Company Secretary Department" Carabao Group Public Company Limited, 393 Silom Building, No. 393 Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500 within April 12, 2022.

2. Shareholders and proxies who wish to attend the meeting via electronic (E-AGM)

Shareholders and proxies (Form A. B. or C.) self-register

Register to verify your identity or appoint a proxy via Link: <https://shorturl.asia/wjuGJ> within April 12, 2022. for verified the identity of the shareholders.

Shareholders and proxies (Form A. B. or C.) register by sending documents to the company

Fill in the information of shareholders or the proxies in the request form to attend the meeting. Download <https://shorturl.asia/8 ScOd> (Attachment 7) and Proxy Form (Attachment 6) and to the Company "Company Secretary Department" Carabao Group Public Company Limited, 393 Silom Building, No. 393 Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500 within April 12, 2022. for verified the identity of the shareholders.

When the company has already verified the identity of the shareholders, the company will send a link to the shareholders for attend meetings via DAP e-Shareholder Meeting system.

In case of that your Username and Password are lost or have not received within April 12, 2022 please immediately contact "Company Secretary Department" Miss Raewadee Rassameesangpetch 081-842-3219 or Miss Phenyalaq Chansuthep 099-419-2956

Registration for attending the Annual General Meeting of Shareholders on April 21, 2022, will be open for login from 13.00 hrs. onwards.

1. Form of Proxy

Department of Business Development, Ministry of Commerce specified 3 Forms of Proxy according to Regulation of Department of Business Development Re: Form of Proxy (No.5) B.E. 2007. The Company arranges the 3 styles of Form of Proxy are enclosed herewith (Attachment 6) for the shareholders who will not be able to attend the meeting may appoint a person as your Proxy as follows:

- **Proxy (Form A):** General Form of Proxy (simple form)
- **Proxy (Form B):** Specific Form of Proxy

- **Proxy (Form C):** Only foreign shareholders as registered in the registration book who have Custodian in Thailand

In case the shareholder would like to get more Form of Proxy, kindly download from the Company's website at <https://shorturl.asia/8ScOd>

2. Proxy procedures

Shareholders who are unable to attend the Meeting may appoint a person as your proxy according to the following procedures:

2.1 Complete **only one** of above Forms of Proxy as follows:

2.1.1 General shareholder shall select only one of either Form A or Form B

2.1.2 Shareholders listed in the share registration book as foreign investor appointing the Custodian in Thailand shall select only one of three Forms of Proxy (Form A, Form B or Form C)

2.2 Authorize a person as you wish or a Member of Audit Committee of the Company to attend and vote at the Meeting on your behalf by specifying the name details of a person to be your proxy.

2.3 Affix the 20 Baht stamp duty with specifying the date of Form of Proxy across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the meeting is not allowed. The shareholder shall authorize the Proxy to cast the votes for all of the shares being held. Authorization of less than the total number of shares is not allowed, except the foreign investors whose names appear in the share register book who authorize the Custodian in Thailand to take care of the shares according to the Form of Proxy (Form C).

Documents required prior to attending the Meeting

1. For individual

1.1 In case of self-attending:

Valid ID issued by governmental authorities, e.g. ID card, Governmental ID, driver license or passport, the evidence of name or last name's change (if any).

1.2 In case of proxy:

- One of the Form of Proxy (either Form A. or Form B.) completely filled up and signed by the shareholder and the Proxy
- Copy of ID card or others issued by the government authorities to the Shareholder, and completely signed by the shareholder.
- Copy of ID card or others issued by the government authorities to the Proxy, completely signed by the proxy.

2. For Juristic Person

2.1 In case of proxy:

- One of the Form of Proxy (either Form A. or Form B.) filled up and signed by the authorized representative (director) of the Shareholder and the Proxy.

- Copy of shareholder Certification of Juristic Person Registration, certified true and correct by authorized representative (director) and containing particulars that such a person is an authorized representative.
- Copy of ID card or others issued by the government authorities to representative (director) who is the Shareholder duly certified by him/her/them;
- Copy of the proxy issued by governmental authorities, completely signed by the Proxy, and shall present the document at the registration site.

2.2 In case of Foreign Investor appointing the Custodian in Thailand

2.2.1 The documents as under the Juristic Person in Item 1 and 2 shall be prepared by selecting one of any Form of Proxy (either Form A, Form B or Form C).

2.2.2 In case the foreign investor authorizes the Custodian to sign the Form of Proxy on its behalf, the following documents are required:

- Power of Attorney by foreign investor authorizing Custodian to sign the Form of Proxy on its behalf.
- Letter to certify that the person signing in the Form of Proxy is legally allowed to do the Custodian business. In case the original documents are not in English, the English translation shall be required and certified true and correct by the shareholder or the authorized representative(s) of the shareholder.

Voting Process

1. A voting in each agenda shall be made openly. Shareholder or proxy shall make only one vote for approval, disapproval, or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. Shareholders wishing to cast their votes as disapproval, or abstention shall be required to indicate a mark in the disapproval, or abstention section on the ballot program and will announce the voting results to the Meeting.
3. Any shareholder who did not cast their votes on the ballot or failed to submit their ballot program would be assumed to have approved the agenda item as proposed by the Chairman.

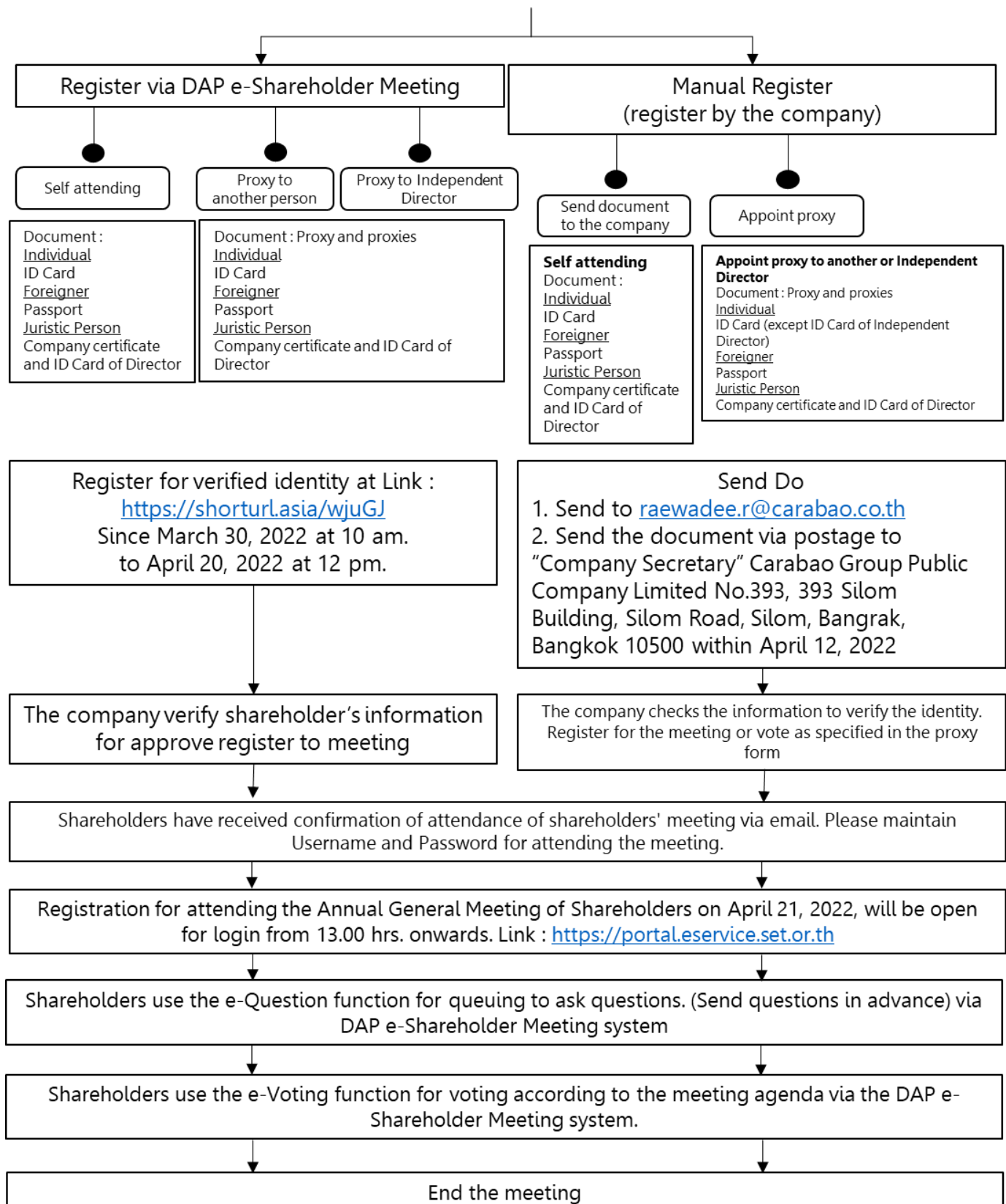
Procedures for Vote Counting

1. The method of voting shall be based on one share one vote and the majority of votes shall be deemed as a resolution except as stated otherwise by law, in the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.
2. For vote counting on each agenda item, disapproval and/or abstention votes shall be deducted from the total number of votes cast by the shareholders present at the meeting. The number of votes cast by the proxy form has already been included, which were recorded at the time of registration.
3. The voting results will be announced as votes of approval, disapproval, abstention. In each agenda item, the quorum will be based on the latest number of shares held by attendants present at the Meeting
4. A voting ballot is considered invalid when shareholders of proxies do not clearly express their intention on the electronics ballot, such as there are more than one marked box on the electronics ballot or there are split votes (except for the case of custodian)

Steps of joining the e-Meeting via DAP e-Shareholder Meeting



Shareholder



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



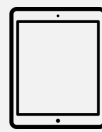
For registration, please prepare an electronic device with a camera.



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

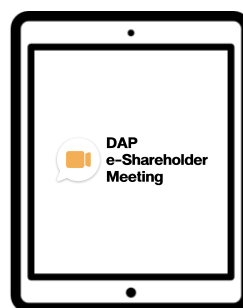
e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to 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"

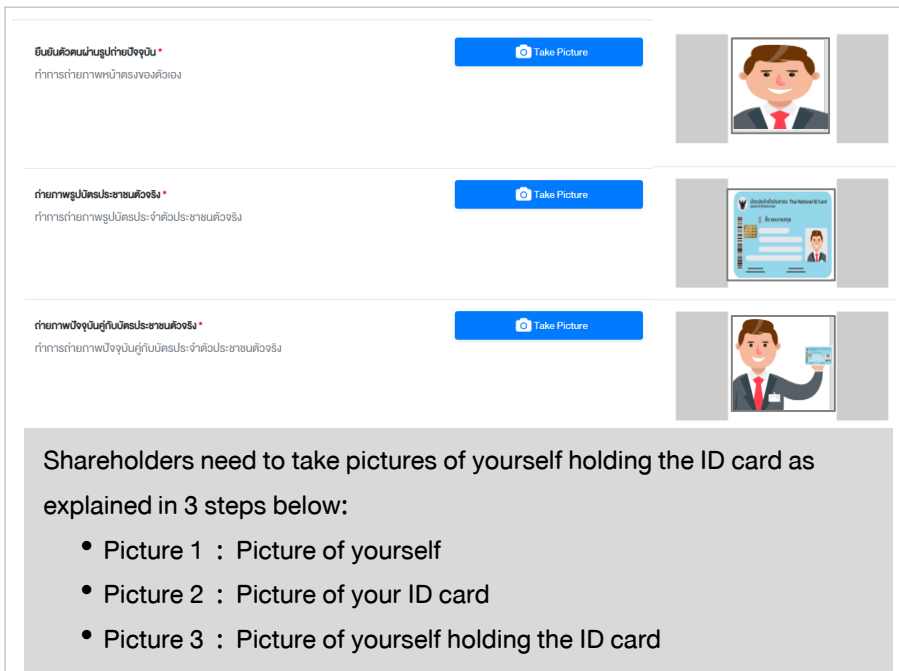
2

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 : ถ่ายรูปตนเอง

ดำเนินการถ่ายภาพหน้าตนเอง

ดำเนินการถ่ายภาพบัตรประชาชน

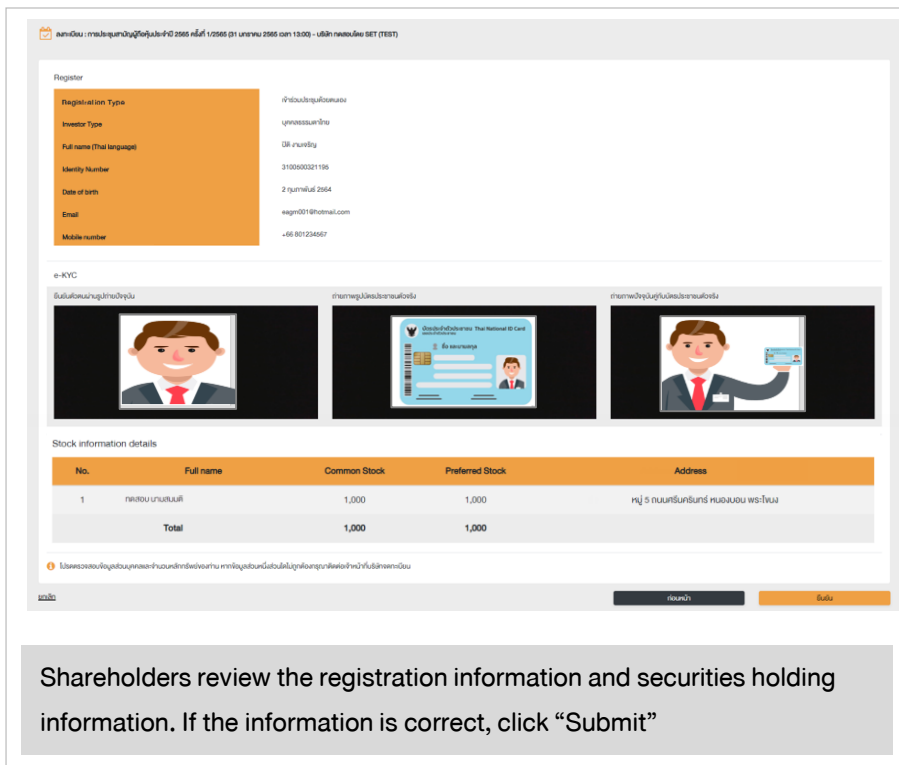
ดำเนินการถ่ายภาพถือบัตรประชาชน

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



การลงทะเบียน : การลงทะเบียนผู้ถือหุ้นรายบุคคล (Individual Shareholder Registration)

Register

Registration Type: Individual Shareholder

Investor Type: Individual Shareholder

Full name (Thai language): Mr. Somchai

Identity Number: 31050321195

Date of birth: 2 กุมภาพันธ์ 2554

Email: eagn001@hotmail.com

Mobile number: +66 901234567

e-KYC

ดำเนินการถ่ายภาพหน้าตนเอง

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพถือบัตรประชาชน

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	นายสมชาย ใจดี	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงคลองเตย เขตวัฒนา กรุงเทพมหานคร
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 : YBPCUJ

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

Specify the type of proxy

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

Step 3

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

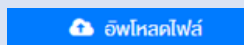
Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Fill out [proxies](#) information

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



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

Proxy form A can be downloaded at [เอกสารใบมอบอำนาจ 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 independent director (B)

Step 1

Choose a registration form

Step 2

Specify the type of proxy

Step 3

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

Step 4

Specify the name of the independent director

Step 5

Cast a vote in advance

Step 6

Review registration and securities holding information

☐ Attend in person ☒ Proxy

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

- 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

Specify an independent director you wish to appoint a proxy

Independent Director*

Independent Director

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 [เอกสารใบมอบอำนาจฯ](#)

Click "Next"

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
Email

Password
Password

[Forgot password](#)

Login

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

Search Cancel

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

บริษัท คอลอยด์ SET

Active

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

Join Meeting

Meeting information Agenda Q&A Summary voting results

Meeting information

Company Name: DAP (มหาชน) SET

Company Symbol: TSET

Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022

Meeting Type: AGM

Meeting Location: via electronic meeting @ ASX at 11:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	meteo-cashflow	1,000	1,000	201011 ng 11 road (Burund) road (Burund) road (Burund)
	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" 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

DAP e-Shareholder Meeting

1

คุณกรรมการ อิสระ ประธานกรรมการ

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Unmute Start video Start Sharing

3 4

Send Question or Vote

Submit Vote Send Question

- Agenda
- To acknowledge the overall operation of the Company during 2021
 - To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
 - To consider and approve the appointment of Directors for replacement of those who retired.
 - Mr. A
Mr. B
- 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 :

06 February 2022 14:09

Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3

06 February 2022 14:09

Delete

Completed

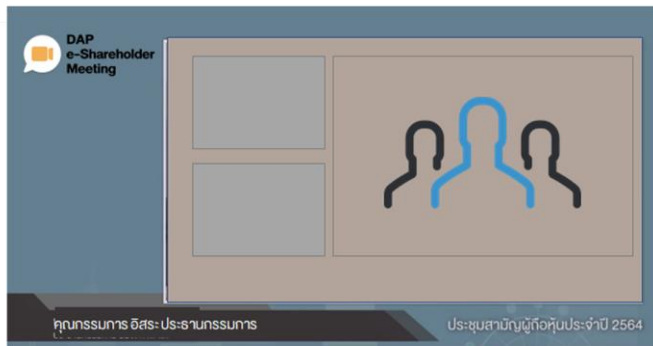
Description

- 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
- Current agenda will be indicated by star icon and yellow bar.
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- 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



- 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.
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

Submit Vote

Send Question

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

Send Question

Agenda *

Select agenda

Question (Optional)

0/1000

Close 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

Submit Vote

Send Question

Submit Vote

Agenda

To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

☒ Agree All ☐ Disagree All ☐ Abstain All

Shareholder : Mr. A Tester

☐ Agree ☐ Disagree ☐ Abstain

1) Proxy : Mr. B Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

2) Proxy : Mr. C Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

Close Submit Vote

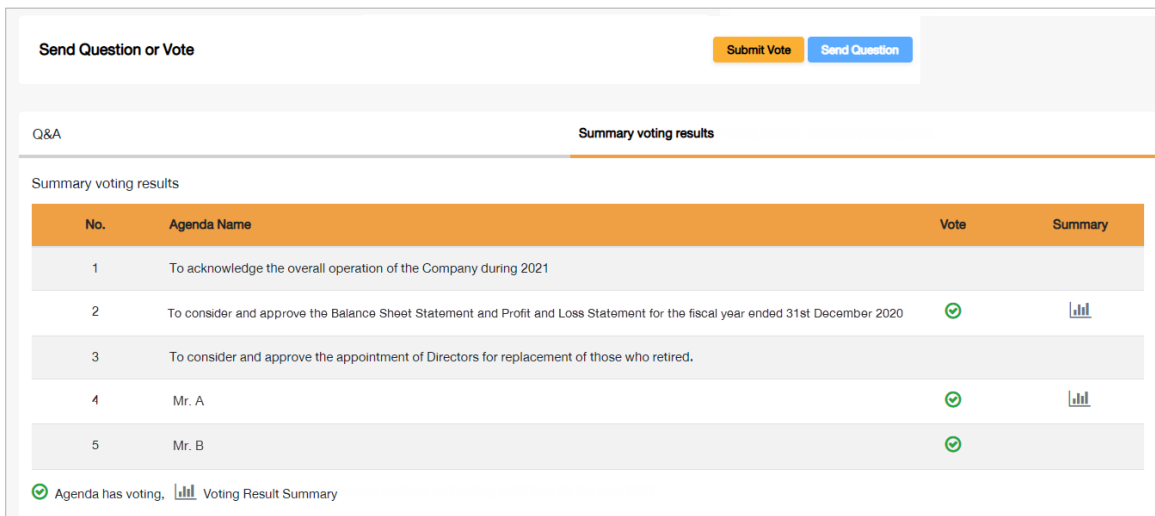
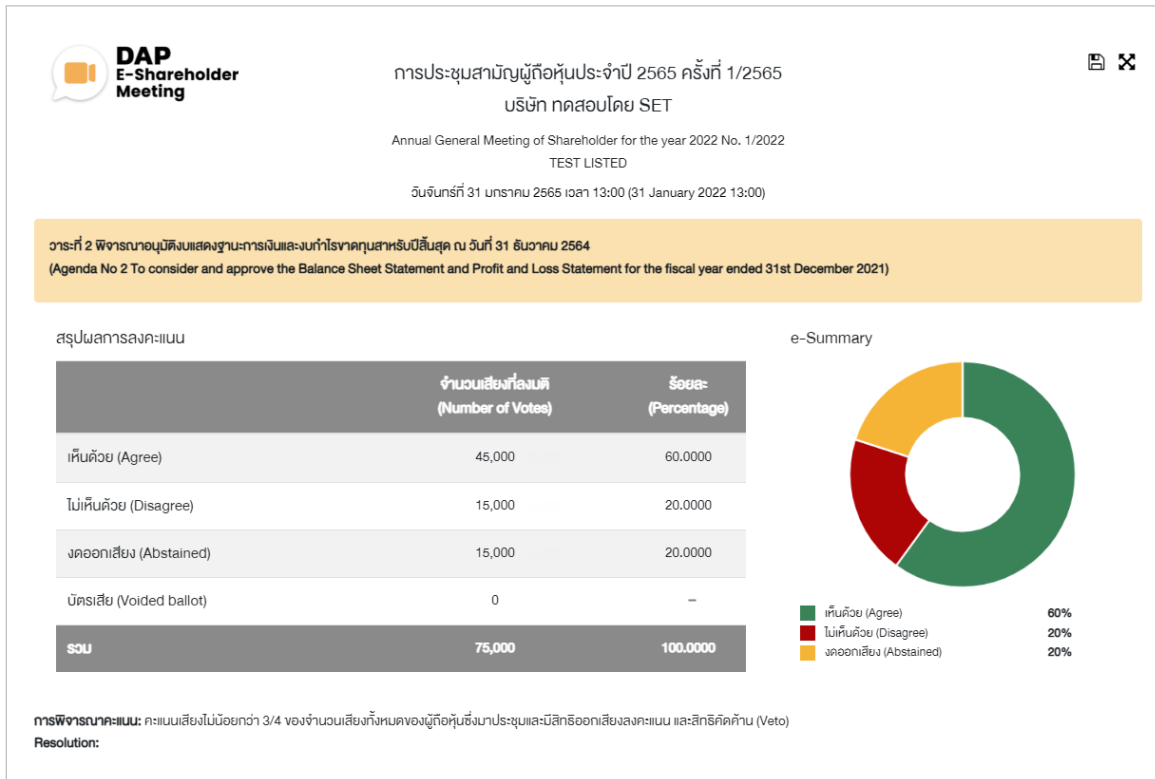
For each agenda, there are 3 voting options:
"Approve", "Disapprove" and "Abstain"

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.

e-Voting functions

Example of voting results



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.

DAP E-Shareholder Meeting

TEST LISTED
Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email

Password

Forgot password

Login

or

New registration

[Investor Registration Manual](#)
Recommended Browser: Chrome

There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Check your inbox

Email sent success

Please check your email to reset your password

Close

Set new password

Reset password

Email
eservice002@hotmail.com

Password

Confirm password

Submit

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP](#) (01:22)

Set new password

Reset password

Password

Confirm password

Submit

To download user manual,



DAP e-Shareholder Meeting

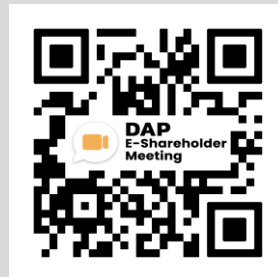


shareholders could study more information at:



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



Or scan the following QR Code:



Information of independent directors proposed as proxies of shareholders

Name	Position	Age	Address	Shareholding	Conflict of Interest in the Agenda
1. Mrs. Saowanee Kmolbutr 	<ul style="list-style-type: none"> ● Independent Director ● Member of Board of Director ● Chairman of Audit Committee ● Member of Nomination and Remuneration ● Member of Risk Management Committee 	69	133 Chokchai 4 soi 30 Chokchai 4 Rd., Ladprao Sub-District Ladprao District Bangkok	None	<u>Agenda 6</u> To consider and approve the remuneration of the Directors for 2022 Each director deems not to have any special interests distinctive from other directors
2. Mr. Nha-kran Laohavilai 	<ul style="list-style-type: none"> ● Independent Director ● Member of Board of Director ● Member of Audit Committee 	56	77/846 Soi Phaholyothin 54/1 Yak4-45 Saimai Sub-District Saimai District Bangkok	None	

Attachment 6

Proxy Form A

(General Form)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Address No. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____

(2) being a shareholder of Carabao Group PCL, holding the shares in the total amount of _____ share (s)

and has the rights to vote equal to _____ vote(s), the details of which are as follows:

ordinary share _____ share(s), has the rights to vote equal to _____ vote(s)

preferred share _____ share(s), has the rights to vote equal to _____ vote(s)

(3) hereby authorize

(1) _____ Age _____

Address No. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____ or

(2) _____ Age _____

Address No. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____ or

(3) _____ Age _____

Address No. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____ or

anyone of the above as my/our Proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2022 to be held on April 21, 2022, at 2.00 p.m. via electronic meeting (E-AGM) broadcast at meeting room floor 3 Head Office of the company or at any adjournment thereof.

Any acts that the proxy has performed in connection with the authorization it shall be deemed as such acts had been done by me/us in all respects

Signed _____ Authorizer

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Proxy Form B

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____ Address no at _____

_____ Road _____ Sub-District _____

District _____ Province _____ Postal Code _____

(2) Being a shareholder of Carabao Group Public Company Limited

, holding the shares in total number of _____ shares (s) and has the rights to vote equal to _____ vote (s) as the details of which are as follow:

Ordinary share = _____ shares (s) and has the rights to vote equal to _____ votes

Preference share = _____ shares (s) and has the rights to vote equal to _____ votes

(3) Hereby authorize

(1) ☐ Mrs. Saowanee Kamolbutr (Chairman of Audit Committee/ Independent Director) Age 69 years or(2) ☐ Mr. Nha-kran Laohawilai (Member of Audit Committee/ Independent Director) Age 56 years or(3) ☐ _____ Age _____ years

Address no at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

anyone of the above as my/our Proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2022 to be held on April 21, 2022, at 2.00 p.m. via electronic meeting (E-AGM) broadcast at meeting room floor 3 Head Office of the company or at any adjournment thereof.

(4) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows

Agenda 1: To consider adopting minutes of the Annual General Meeting of Shareholders 2021☐ (A) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (B) The Proxy shall vote in accordance with my intention as follows:☐ Approve☐ Disapprove☐ AbstainAgenda 2: To acknowledge the results of operation of the company during the year 2021

Agenda 3: To consider approving the financial statements and auditor's report for the year ended as of December 31, 2021

☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (B) The proxy shall vote in accordance with my intention as follows:☐ Approve☐ Disapprove☐ AbstainAgenda 4: To consider approving the dividend payment for the results of the operation in the year 2021☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (B) The proxy shall vote in accordance with my intention as follows:☐ Approve☐ Disapprove☐ AbstainAgenda 5: To consider appointment of directors replacing the one who retires on his or her terms☐ (A) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.☐ (B) The proxy shall vote in accordance with my intention as follows:☐ To elect directors who retire as a whole☐ Approve☐ Disapprove☐ Abstain

☐ To elect each director who retire individually

1. Mr. Sathien Setthasit

☐ Approve

☐ Disapprove

☐ Abstain

2. Mr. Yuenyong Opakul

☐ Approve

☐ Disapprove

☐ Abstain

3. Gen. Siripong Wongskhunti

☐ Approve

☐ Disapprove

☐ Abstain

4. Mr. Sanchai Jullamon

☐ Approve

☐ Disapprove

☐ Abstain

5. Mr. Kanit Patsaman

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 6: To consider fixing the directors' remuneration for the year 2022

☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

☐ (B) The proxy shall vote in accordance with my intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 7: To consider appointment of Auditor and fixing the auditor remuneration for the year 2022

☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

☐ (B) The proxy shall vote in accordance with my intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 8: To approve the issue of debenture

☐ (A) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.

☐ (B) The proxy shall vote in accordance with my intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

(5) Vote of the proxy in any Agenda which is not in accordance with the vote as specified in this Form of Proxy shall be invalid and shall not be the vote of me/us as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any Agenda or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the proxy at the Meeting, except for vote of the Proxy which is not in accordance with the vote as specified in this Form of Proxy, it shall be deemed as such acts had been done by me/us in all respects.

Signature _____
(.....)

Authorizer

Signature _____
(.....)

Proxy

Signature _____
(.....)

Proxy

Signature _____
(.....)

Proxy

Proxy Form C

(For foreign shareholders for which custodian in Thailand is appointed)

Written at _____

Date ____ Month ____ Year ____

(1) I/We _____ Nationality _____

Address No. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____

as being the custodian of _____

being a shareholder of Carabao Group PCL, holding the shares in the total amount of _____ share (s)

and has the rights to vote equal to _____ vote(s), the details of which are as follows:

ordinary share _____ share(s), has the rights to vote equal to _____ vote(s)

preferred share _____ share(s), has the rights to vote equal to _____ vote(s)

(2) hereby authorize

(1) ☐ Mrs. Saowanee Kamolbutr (Chairman of Audit Committee/ Independent Director) Age 69 years or(2) ☐ Mr. Nha-kran Laohawilai (Member of Audit Committee/ Independent Director) Age 56 years or

(3) _____ Age _____

AddressNo. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____ or

(4) _____ Age _____

AddressNo. _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____ or

anyone of the above as my/our Proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2022 to be held on April 21, 2022, at 2.00 p.m. via electronic meeting (E-AGM) broadcast at meeting room 3rd Floor, Head Office of the company or at any adjournment thereof.

(3) I/we authorize the proxy to attend the meeting and votes are as follows:

☐ Grant proxy the total amount of shares holding and entitled to vote☐ Grant partial shares of☐ ordinary share _____ share(s),), has the rights to vote equal to _____ vote(s)☐ preferred share _____ share(s),), has the rights to vote equal to _____ vote(s)

Total voting rights _____ vote(s)

(4) I/we hereby authorize the proxy to vote on my behalf at this meeting as follows:

Agenda 1: To consider adopting minutes of the Annual General Meeting of Shareholders 2021☐ (A) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (B) The Proxy shall vote in accordance with my intention as follows:☐ Approve☐ Disapprove☐ Abstain

Agenda 2: To acknowledge the results of operation of the company during the year 2021

Agenda 3: To consider approving the financial statements and auditor's report for the year ended as of December 31, 2021

- ☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (B) The proxy shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4: To consider approving the dividend payment for the results of the operation in the year 2021

- ☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (B) The proxy shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5: To consider appointment of directors replacing the one who retires on his or her terms

- ☐ (A) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- ☐ (B) The proxy shall vote in accordance with my intention as follows:
- ☐ To elect directors who retire as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ To elect each director who retire individually
1. Mr. Sathien Setthasit
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Mr. Yuenyong Opakul
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Gen. Siripong Wongskhunti
- ☐ Approve ☐ Disapprove ☐ Abstain
4. Mr. Sanchai Jullamon
- ☐ Approve ☐ Disapprove ☐ Abstain
5. Mr. Kanit Patsaman
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6: To consider fixing the directors' remuneration for the year 2022

- ☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (B) The proxy shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7: To consider appointment of Auditor and fixing the auditor remuneration for the year 2022

- ☐ (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (B) The proxy shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8: To approve the issue of debenture

- ☐ (A) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- ☐ (B) The proxy shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Voting of the proxy in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our 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, modification or addition of any fact, the proxy shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

Any business carried on by the proxy in the said meeting, except the proxy does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signature	Authorizer	Signature	Proxy
_____		_____	
(.....)		(.....)	
Signature	Proxy	Signature	Proxy
_____		_____	
(.....)		(.....)	

Request form to attend the Annual General Shareholders' meeting Year 2022
via electronic media (E-AGM)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Address no _____ Road _____ Sub-District _____ District _____

Province _____ Postal Code _____

E-mail _____ Mobile Phone Number _____

(Please enter a mobile phone number that can be contacted for the company to contact you in case you enter an incorrect e-mail)

Being a shareholder of Carabao Group Public Company Limited holding the shares in the total amount of _____ shares and has the rights to vote equal to _____ votes.

Attend the 2022 Annual General Shareholders' Meeting by

☐ self-attending

☐ proxy to Mr. / Mrs. / Miss _____ E-mail _____

Mobile Phone Number _____ to attend the meeting.

Signature _____ Authorizer

(_____)

Signature _____ Proxy

(_____)

Note:

1. Attend the meeting by shareholder please send copied ID card herewith this form
2. In the case of appointing a proxy to another person attached proxy form A. B. or C. and a copy of the identification card. or company certificates of shareholders and proxies as well
3. Send Soft file to raewadee.r@carabao.co.th and / or send the document via postage to "Company Secretary" Carabao Group Public Company Limited No.393, 393 Silom Building, Silom Road, Silom, Bangrak, Bangkok 10500 within April 12, 2022.
4. Once the company has already verified the identity of the shareholders, the Company will send the username and password to the e-mail address that you have sent to inform with the company