



Invitation to the 2024 Annual General Meeting of Shareholders



AMR ASIA Public Company Limited

Friday, 19 April 2024 at 10.00 a.m.

via Electronic Media only

The Company organized the 2024 Annual General Meeting of Shareholders via electronic media (E-MEETING) under relevant laws and regulations.

In the event that shareholders are not available for the meeting via electronic media (E-MEETING), the Company recommends to appoint an independent director as a proxy instead of attending the meeting in person. The questions can be sent in advance to the company as specified in Attachment 9 provided that they will be collected and presented at the meeting by the company, also the minutes will be summarized to be further published through the Company's website. The Company organized the 2024 Annual General Meeting of Shareholders via electronic.



AMR. CEO 2024007

Date 15 March 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM)

To Shareholders of AMR Asia Public Company Limited

Enclosure

1. Copy of the minutes of the 2023 Annual General Meeting of Shareholders
2. Annual report 2023 (One Report) consisting of financial statement ended as at 31 December 2023 in the QR-Code format
3. Profiles of the candidate directors to replace those retired by rotation
4. Definition of an Independent Director
5. Profiles of the candidate proposed for the new directors
6. Profiles of the Auditor for the year 2024
7. The Company's Articles of Association in relation to Shareholders' Meeting
8. Guidance and documents for the electronic meeting attendance (E-AGM)
9. Acceptance form for attending the meeting via electronic media
10. Proxy Form A
11. Proxy Form B
12. Proxy Form C (For foreign investors appoints Custodian in Thailand to be share depository and keeper)
13. Profiles of the independent directors proposed as proxy grantees by the Company
14. QR Code application procedures
15. Privacy Notice
16. Registration form (Barcode and QR Code contained in an envelope furnished to shareholders by mail)

A square QR code is positioned to the right of the list of enclosures, likely linking to the meeting information or documents.

The Board of Directors of AMR ASIA Public Company Limited (the “**Company**”) has resolved to hold the 2024 Annual General Meeting of Shareholders on Friday, 19 April 2024 at 10.00 a.m. by electronic media only. The Company has given shareholders an opportunity to propose matters to be included in the meeting agenda, during the period between 6 October 2023 and 6 January 2024, where the Company had published the guidelines on the Company's website and reported the news through the Stock Exchange of Thailand. It appeared that there were no shareholders proposing any agenda items. The Company, therefore, determined the agenda items of the meeting as follows:

Agenda 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders.

Fact, objective and reasons

The 2023 Annual General Meeting of Shareholders of the Company held on 26 April 2023, which the copy of the minutes was submitted to the Stock Exchange of Thailand and Department of Business Development within the period specified by law and relevant notification, and posted on the Company's website (www.amrasia.com) for disclosing to shareholders and general investors. It appeared that no shareholder objected or requested for amendment, detail as shown in **Enclosure 1**

Board's Opinion

The Board of Directors deemed it appropriate to propose to the shareholders meeting to certify the minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 which was accurately recorded according to the meeting resolution. A copy of the Minutes is attached as **Enclosure No. 1**

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 2 To acknowledge the Company's 2023 operating results

Fact, objective and reasons

The Company has provided the report on the Company's operating result of the year 2023, according to the Annual report 2023 (One Report) which has been sent to the shareholders, details as appeared in in **Enclosure No. 2.** (QR Code or open file)

Board's Opinion

The Board of Directors acknowledged and deemed it appropriate to report the Company's 2023 operating results to the meeting of shareholders. The detail is attached as **Enclosure No. 2** (QR Code or open file)



Voting Requirement

This agenda is for acknowledgement; thus, the meeting's resolution is not required.

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2023.

Fact, objective and reasons

In accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992), the board of directors must cause to be made a balance sheet and a profit and loss account as of the end of the company's accounting year and must arrange for the auditor to examine the statement of financial position and profit and loss account before presenting it to the annual general meeting of shareholders for approval.

The board of directors had the Company's audited statements of financial position for the fiscal year ended as at 31 December 2023 certified by auditors as well as verified by Audit Committee in order to propose to the Annual General Meeting of Shareholders for consideration and approval. (see details in **Enclosure No. 2**)



The key principles are summarized as follows:

Items (Million Baht)	Year 2023 Consolidated financial statements	Year 2022 Consolidated financial statements	Year 2021 Separate Financial statements
Total Assets	1,837,858,949	2,205,344,859	2,160,736,335
Total Liabilities	840,625,025	809,391,287	729,405,328
Shareholder's equity	997,233,924	1,395,953,572	1,431,331,007
Total Revenues	761,917,632	1,367,426,792	1,615,417,791
Annual Net Profits	(340,197,570)	4,861,942	178,799,887
Profits (Loss) per share	(0.57)	0.01	0.30

Board's Opinion

The Board of Directors deemed it appropriate to propose the meeting of shareholders to consider and approve the financial statements for the year ended 31 December 2023 of the Company certified by auditors. The relevant details are disclosed in Annual Report (One Report) (Subject: Financial Statement) of the Company, provided to shareholders together with AGM invitation (see details in **Enclosure No. 2**)

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 4 To consider and approve the allocation of the profits from the Company's business operation and non-payment of dividend for the operating result on 31 December 2023

Fact, objective and reasons

Regarding to section 115 of the Public Limited Companies Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Besides, according to section 116 and clause 50 of the Company's Articles of Association require that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

The company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of net profits from the separate financial statement after deducting corporate income tax. and various types of reserves

According to the financial statements of the fiscal year ending on 31 December 2023, audited by the auditor, the Company has a net profit according to separate financial statement, totaling 334,794, 695 Baht and accumulated loss of 340,197,570 Baht

Comparison of dividend payout ratios for the previous operating results

Dividend Payment Detail	Year 2023 (propose)	Year 2022	Year 2021
1. Net Profit (loss) from operating results (separate financial statement)	(334,794,695)	6,731,412	178,799,887
Interim dividend	Non payment	-	169,500,000
Annual Dividend	Non payment	<u>30,000,000</u>	<u>48,000,000</u>
2. Total amount of dividends paid	-	<u>30,000,000</u>	<u>217,500,000</u>
3. Dividend payout ratio compared to net profit according to the financial statements	-	445.6 %	121.64 %

Board's Opinion

1. The Company has already allocated the legal reserve in the amount required by law, so there is no need to allocate additional profits to the legal reserve.
2. Agreed to propose to the shareholder meeting to approve the non-payment of dividend due to the Company's operating results are at a loss in accordance with the Public Limited Companies Act of 1992, Section 115 which prohibits the payment of dividends in cases where the company still has accumulated losses.

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 5 To consider and approve the election of directors replacing those who retire by rotation.

Fact, objective and reasons

Regarding to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association clause 18, at least one-third of the directors (1/3) must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. The director who retires by rotation may be re-elected as the director for another term. For the 2024 Annual General Meeting of Shareholders, the directors who shall retire are as follows:

Directors whose terms ends in 2024	Held the position for 3 years from the conversion to a public company	
Mr. Jessada Promjart	Independent Director	2021 - 2023
Mr. Kittirat Thavilab	Director	2021 - 2023
Mr. Natthachai Siriko	Director	2021 - 2023

Roles and opinions of the Nomination and Compensation Committee

The nomination of directors has been done through 2 channels:

- 1) The Company has given shareholders an opportunity to nominate qualified persons to be considered for election as directors according to the nomination process in advance from 6 October 2023 to 6 January 2024 through the Company's website and it appeared that no shareholder nominated a person to be elected as a Company director
- 2) Open for directors to propose names of those who will be selected. There were 3 names nominated:
 1. Mr. Jessada Promjart Independent Director
 2. Mr. Kittirat Thavilab Director
 3. Mr. Natthachai Siriko Director

All 3 directors who were nominated have been directors for many consecutive years, have good knowledge and understanding of the Company's business. The Company therefore would like to propose a list of names of directors to replace those whose terms will expire in 2024 for the Board of Directors to consider before presenting it to the shareholder meeting for further approval.

In addition, the Board of Directors has considered that the persons nominated to be independent directors will be able to give independent opinions regarding the Company's operations and possess the qualifications in accordance with the laws related to the requirements regarding independent directors. The details of the definition of independent directors appear in **Enclosure. 4**.

Board's Opinion

The Company's Board of Directors has deliberately considered and agreed with the opinion of the Nomination and Compensation Committee, thus, deemed it appropriate to propose to the Meeting of Shareholders to approve the re-appointment of the following directors for another term.

1. Mr. Jessada Promjart, Independent Director
2. Mr. Kittirat Thavilab, Director
3. Mr. Natthachai Siriko, Director

In this regard, the persons nominated this time has been considered in accordance with the specified nomination process. and have qualifications in accordance with relevant regulations, and is suitable for the Company's business operations and independent directors are qualified according to the relevant laws relating to independent directors. The brief biography and shareholding of all three persons, and the definition of independent directors appeared in **Enclosures No. 3 and 4**

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and cast their votes.

Agenda 6 To consider and approve the appointment of new director

Fact, objective and reasons

Taking into account of the skill matrix (skills and expertise table) of the entire Nomination and Compensation Committee (The Nomination Committee), it found that the skills that was deemed appropriate to add to the current skill matrix was knowledge and understanding of business development in order to facilitate driving the business and add more diverse perspectives. Especially in investment management, finance, business development and marketing.

The Board of Directors' meeting No. 1/2024 on January 25, 2024 resolved to approve the appointment of 2 additional directors with knowledge and experience in areas that the company lacks. The Board concurred that the directors propose candidates to The Nomination Committee for consideration as appropriated. Then, after that, the Committee may propose to the Board of Directors.

The Nomination Committee has considered all the qualifications and proposed to the #3/2024 Board Meeting dated 28 February 2024 as follows

1. Mr. Panich Vikitsreth to hold the position of Independent Director.
2. Mr. Pruetthipong Tharaphimaan to hold the position of the Company's Director.

Opinion of the Nomination and Compensation Committee (Selection Committee)

1. Mr Panich Vikitsreth, Independent Director

- The Nomination Committee has examined and viewed that qualifications of Mr. Panich does not conflict with the qualifications under the Public Company Limited Act B.E. 2535 or regulations for independent directors. There are no prohibited characteristics of directors as specified in the Securities and Exchange Act. Mr Panich has experience in money management and investments, in addition, he has also worked in city administration to drive the economy.

2. Mr. Pruetthipong Tharaphimaan, Director

- The Nomination Committee has examined and viewed that qualifications of Mr. Pruetthipong does not conflict with the qualifications under the Public Company Limited Act of 1992. There are no prohibited characteristics for directors as specified in the Securities and Exchange Act. Mr. Pruetthipong has prior experience in business development and marketing which can help drive the Company's business in the future.

The Nomination Committee proposes the names of the two persons to the Company's Board of Directors for its consideration and approval.

Board's Opinion

The Company's Board of Directors has deliberately considered and viewed that Mr Panich Vikitsreth has all the qualifications according to the criteria, with his experience in money management and investing and also used to work related to city administration which matches the business and direction of the Company.

Mr. Pruetthipong is a person who understands the Company's business who has experience as a director of a public company. Currently he is serving as a director of Ubis Asia Public Company Limited, which is a listed company on the Stock Exchange of Thailand and also, he holds the position of CBDO (Chief Business Development Officer)

The experience of both persons will help enhance the diversity of directors according to the Skill Matrix, especially in the area of financial management, business development and marketing which is suitable for the Company's business operations.

Both of them have the qualifications as required by the Public Limited Companies Act, B.E. 2535, the Securities and Exchange Act B.E. 2535 and do not have prohibited characteristics of directors as specified in the Securities and Exchange Act. As for independent directors, they have qualifications in accordance with the law regarding the requirements regarding independent directors. A brief biography appears in **Enclosure No. 5**.

The Board of Directors, therefore, agreed to propose the names of 1. Mr Panich Vikitsreth as an independent director and 2. Mr. Pruetthipong Tharaphimaan as a director, to the shareholders' meeting to consider and approve.

Such candidates have been considered according to the company's procedure and possess qualifications in accordance with relevant regulations. Moreover, they are suitable for the company's business.

After the appointment of 2 additional directors, the number of directors of the Company will be 9 in total.

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and cast their votes.

Agenda 7 To Consider and approve the determination of the directors' remuneration for the year 2024.

Fact, objective and reasons

Regarding to the Section 90 of the Public Company Limited Act B.E. 2535 (1992), and Clause 33 of the Company's Articles of Association, provide that directors are entitled to receive remuneration from the Company in form of rewards, meeting attendance fee, annuity, bonus or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, allowances and welfare benefits shall be paid in accordance with the Company's regulations.

Opinion of the Nomination and Compensation Committee

The Nomination and Compensation Committee has determined the director's remuneration based on the director's performance and their scope of responsibilities by comparing to other companies in the same business or similar industries remunerate their directors as well as the survey results of directors' remuneration of the Thai Institute of Directors (IOD), it appears that the directors' remuneration set by the Company was at a rate close to the overall market average.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the directors' remuneration 2024 in forms of meeting allowance, bonus and remuneration at the same rate as previous year. The details are as follows.

Comparison table of director's remuneration for 2024 and 2023

Position/ Factors for determining remuneration	Monthly Remuneration (Baht/Person)		Meeting Allowance (Baht/Person) (Exclusively for directors attending the meeting)		Directors' Bonus	
	2024 As proposed	2023	2024 As proposed	2023	2024 As proposed	2023
Board of Directors					1) The Company's director shall receive bonus not more than 3.0% of the dividends paid to the shareholders 2) The Chairman shall receive bonus at 20 percent of the amount of the bonus received in such year, but do not exceed 6 hundred thousand Baht. All directors, each, shall receive bonus at a maximum of 5 hundred thousand Baht per person, which shall be allocated in accordance to the number of meetings. The Company will refrain from paying directors' bonuses according to the said policy based on the 2023 operating results.	
- Chairman of the Board	20,000	20,000	20,000	20,000		
- Member of the Board (non-executive director)	15,000	15,000	10,000	10,000		
- Member of the Board (executive director))			10,000	10,000		
Audit Committee						
- Chairman of the Audit Committee			15,000	15,000		
- Member of the Audit Committee			10,000	10,000		
Nomination and Compensation Committee						
- Chairman of the Nomination and Compensation Committee			15,000	15,000		
- Member of the Nomination and Compensation Committee			10,000	10,000		

- Remark: 1) Meeting allowance shall be paid exclusively to the directors who attend the meeting.
 2) The director who is entitled to receive monthly salary as the Company's permanent employee will not receive remuneration for acting as the Company's director.

In determining remuneration, the Company's directors do not receive any other benefits other than the compensation according to the details specified above.

According to the 2023 annual report (One Report), page 141 under the Subject Corporate Governance and Governance Structure. In 2023, individual directors received a total remuneration at 2,860,720 Baht, according to the fiscal year 2023, which included director bonuses from 2022 operating results at the amount of 865,720 Baht, compared to the fiscal year 2022 at 4,072,892 Baht. The details are as follows:

Remuneration of the committee and sub-committees	Total expenses for directors' remuneration (Baht)						
	For the fiscal year ending 31 December 2023					Total	fiscal year ending 31 December 2023
	Meeting allowance and monthly remuneration			Bonus*	Paid in April 2023		
	Director Company	Audit Committee	Nomination and Compensation Committee				
Total	1,750,000	175,000	70,000	865,720	2,860,720	4,072,892	

Remark - Bonus* is remuneration for operating results in 2022.

The details of the scope of authority, duties and responsibilities of the Board of Directors and the Company's sub-committee appear in the annual report (One-Report) page 120.

Voting Requirement

This agenda requires approval by majority vote of no less than two-thirds of total votes of the shareholders who attend the meeting.

Agenda 8 To consider and approve the appointment of the auditor, and their remuneration. for the year 2024

Fact, objective and reasons

Regarding to the Section 120 of the Public Company Limited Act B.E. 2535 (1992), and Clause 58 of the Company's Articles of Association, provide that the Annual General Meeting of Shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board: the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for seven years, whether consecutive or not. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the auditor(s) in previous year. Nevertheless, the Company can appoint an auditor who has rotated after passed at least five financial years consecutively from the date of retirement.

The Audit Committee's Opinion

The Audit Committee have considered the appointment of the Company's auditor based on the independence of auditors, reliability of their performance record and their remuneration. Therefore, deemed it to appoint of auditors of PricewaterhouseCoopers ABAS Ltd;

1. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358 (who has performed the duties of the Company's auditor for 5 years) or
2. Mr. Pisit Thangtanagul Certified Public Accountant No. 4095 or
3. Ms. Thitinun Waenkaew Certified Public Accountant No. 9432,

to be the auditors of the Company to conduct an audit of the financial statements for the year ending 31 December 2024 and review them quarterly. PricewaterhouseCoopers ABAS Company Limited has no relationship or interest with the Company, its subsidiaries, major shareholders, directors, controlling persons, employees or persons related to such persons in a manner that will affect the independent performance of duties in any way. The auditor's remuneration is set at the rate equal to the past 3 years.

Scope of Service	Fiscal year 2023	Fiscal year 2023	Proposed Fiscal year 2024
Quarterly review	1,050,000	1,050,000	1,050,000
Review annual financial statements	<u>1,950,000</u>	<u>1,950,000</u>	<u>1,950,000</u>
Total (Baht)	<u>3,000,000</u>	<u>3,000,000</u>	<u>3,000,000</u>
Out of pocket Expense	=	<u>47,640</u>	<u>Pay as incurred (if any)</u>

The Company has 1 subsidiary, AS Macharge Company Limited, which does not use the same auditor, provided that the Board of Directors will be taking charge of it as to be able to prepare financial statements in time.

Board's Opinion

1. The Board of Directors opined that Pricewaterhouse Coopers ABAS Company Limited and its three auditors are independent. The quality of work is reliable and up to standard,

experts in this business, and audit remuneration that is consistent with service quality, and approved the appointment of an auditor from PricewaterhouseCoopers ABAS Limited to conduct an audit of the financial statements for the year ending 31 December 2024 and quarterly review of the Company, with the following names;

- 1.1 Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358 or
- 1.2 Mr. Pisit Thangtanagul Certified Public Accountant No. 4095 or
- 1.3 Ms. Thitinun Waenkaew Certified Public Accountant No. 9432,

by having one person inspected and expressed opinions on the Company's financial statements. In the event that the above-mentioned certified public accountants are unable to perform their duties, PricewaterhouseCoopers ABAS Company Limited will arrange for another certified public accountant who is authorized by Office of the Securities and Exchange Commission (SEC) on behalf of the auditor. The auditor does not provide any other services to the Company and has no relationship or interest with the Company/ subsidiaries/executives/major shareholders or persons related to such persons Including having no relationship and having no interest in the Company. executives, major shareholders or persons related to such persons in any way.

2. Agreed to determine the remuneration of the Company's auditors for the year 2024 (excluding subsidiaries) in an amount not exceeding 3,000,000 Baht, excluding other service fees (Non-audit services) and miscellaneous expenses (Out of pocket expenses).

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 9 Other business (if any)

The Board of Directors has approved to fix 15 March 2024 as the date to determine the list of shareholders (Record Date) who shall be entitled to attend the 2024 Annual General Meeting of Shareholders.

The Company will conduct the meeting according to the Company's Articles of Association, Clause 4, Shareholder meetings. The details are as per **Enclosure 7**.

This meeting is convened via electronic media (E-AGM). Please study the procedures, duration, and documents for attending the shareholder meeting. Details appears in **Enclosure 8**.

In case the shareholders are unable to attend the 2024 Annual General Meeting via electronic media, they may appoint an independent director, whose name is specified in the proxy

forms. (**Enclosure No. 10 - 12**), names and profiles of independent directors appeared in **Enclosure No. 13**, as for them to be able to attend the meeting and vote on behalf of shareholders.

Or in case any shareholder wishes to appoint any other person to attend the meeting and vote on his behalf in this meeting, please execute one of the Proxy Forms, Form A or Form B, and submit it to the Company prior to attending the meeting. Foreign shareholders who appoint a custodian in Thailand to be a Stock Depository may execute the Proxy form C as appropriate.

Please be invited to attend the meeting via electronic media on the aforementioned date and time.

Yours sincerely

AMR ASIA Public Company Limited

(Mr. Somsak Channoi)

Chairman of the Board

(Translation)
Minutes of the 2023 Annual General Meeting of Shareholders
Of
AMR ASIA Public Company Limited

Date, Place, and Time

The Meeting was held on 26 April 2023, 10.00 a.m. via Electronic Media only (E-AGM) broadcasting from Fortune Room 1-2, 3rd Floor, Grand Fortune Bangkok Hotel, No. 1 Ratchadaphisek Road, Din Daeng Sub-District, Din Daeng District, Bangkok 10400. The meeting was recorded in the form of video media.

Directors present at the Meeting (There are seven directors attending the meeting, representing 100% of all directors.)

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Somsak Channoi | Independent Director / Chairman of the Board |
| 2. | Mr. Jessada Promjart | Independent Director / Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 3. | Dr. Pornchai Danvivathana | Independent Director / Chairman of the Nomination and Remuneration Committee |
| 4. | Mr. Watchara Chatwiriya | Independent Director / Audit Committee and the Nomination and Remuneration Committee |
| 5. | Mr. Marut Siriko | Director / Chief Executive Officer |
| 6. | Mr. Wiwat Nitisuntharangkul | Director and Chief Purchasing Officer |
| 7. | Mr. Kittirat Thavilab | Director |

Executives and Department Directors in attendance

- | | | |
|----|------------------------------|------------------------------------|
| 1. | Mrs. Wasna Nakhaworn | Chief Operating Officer |
| 2. | Mr. Chauwanij Tanawongwiboon | Chief Sales Officer, ISS |
| 3. | Ms. Budsabong Pansawadi | Chief Financial Officer |
| 4. | Ms. Sirirat Jariyasakulthong | Director of Accounting and Finance |

Other Attendees

- | | | |
|----|----------------------------|--|
| 1. | Miss Nuntika Limviriyalers | Auditor from Pricewaterhousecoopers ABAS Co., Ltd. |
| 2. | Miss Areeya Wongvitsong | Auditor from Pricewaterhousecoopers ABAS Co., Ltd. |

3. Miss Manunya Thitinantawan Legal Advisor from CMT Counsellor Co., Ltd and witnesses of the vote counting

Meeting Commenced

Before considering the meeting agenda, Suppasarn Srathongchom, the moderator of the meeting, reported to the meeting that there were 23 shareholders attended the meeting in person, representing 127,273,510 shares and 13 persons attended the meeting by proxies, representing 211,076,700 shares. In total, there were 36 shareholders who attended the meeting in person and by proxies, totaling 338,350,210 shares, representing 56.3917% of the total number of the Company's shares sold (the total number of 600,000,000 the Company's shares sold). Thus, a quorum was formed in accordance with the law and the Company's Articles of Association.

The Chairman assigned Suppasarn Srathongchom, the meeting moderator, to explain the method of conducting the meeting and voting procedures in each agenda as follows:

In this electronic media meeting, the Company assigned OJ International Company Limited as an independent system provider agency that has self-assessed with the Electronic Transactions Development Agency ("OBEC" or "ETDA") to provide registration services and process the vote counting system for the meeting. At the same time, the manual for the use of the E-AGM system was delivered to the shareholders and proxies who attended this meeting in advance.

1. The 2023 Annual General Meeting of Shareholders today had 10 agenda items, details of which are shown in the notice of the meeting that had already been sent to the shareholders. The meeting shall consider the matters in the order of the agenda item specified in the meeting invitation. Information shall be presented on each agenda item and the shareholders shall be allowed to ask questions before having a resolution for that agenda item.

If the shareholders wish to inquire by typing questions can perform as follows:

- (1) Go to the Chat menu in Zoom program to type a message.
- (2) Press the Enter key to send the message to the system.

The Company asks for cooperation to ask questions only during the time that the Company gives the opportunity to do so. In addition, the shareholders are required to ask questions related to that agenda. As for questions that were not related to any agenda, the Company will answer other agendas. In case there are a lot of questions sent into the system, the Company reserves the right to consider selecting questions as appropriate.

2. After the end of questioning in each agenda. The Company opens to vote. The Shareholders can vote according to the following steps

- 1) The Shareholders or proxies shall go to the E-Voting tab to vote on each agenda within the specified time (approximately 1 minute). When he/she selects the agenda that he/she wants to vote on, the system would display a pop-up ("pop-up"), asking once more whether he/she confirms the vote or not, and press "OK" to confirm the vote.
- (2) The Shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain", in case the voting button was not pressed in any agenda, the Company considered the shareholders to vote as "Agree" in such agenda.
- (3) The shareholders or proxies can change the vote by pressing to select again within the specified time. If the Company announced that the voting system has been closed, the Shareholders or proxies will not be able to vote or change the vote again.

For those attending the meeting via a mobile device or tablet ("Tablet"), the shareholders or proxies were asked to switch the use of the Zoom application to the Google Chrome web browser ("Chrome") to vote at Menu E -Voting

When voting is completed, the shareholders were asked to return to the Zoom E-meeting window to continue watching the video and audio of the meeting.

3. Each shareholder shall have one vote for each share. Any shareholder who had a conflict of interest in any agenda would not have the right to vote on that agenda.

4. In counting votes

Agenda 1 Agenda 3 Agenda 4 Agenda 5 Agenda 7 and Agenda 9 required the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 must be approved with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda 8 and Agenda 10 must be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting. and have the right to vote

As for Agenda 2, it is an agenda for acknowledgment, therefore, no voting is required.

The Company would deduct the disapproving and abstaining votes from the total number of votes of all shareholders and proxies who register to attend the meeting and have the right to vote. The remaining would be considered approved votes for the particular agenda.

In the event that no one disagrees or abstains from voting, it shall be deemed that the meeting has a unanimous resolution to approve of the said agenda.

For shareholders who granted proxies and voted in the proxy form, the Company has already recorded such votes as specified by the shareholders in the proxy form.

Mr. Somsak Channoi, The Chairman stated that there were shareholders attending the meeting in person and by proxy. A quorum was constituted according to the Company's Articles of Association. The Chairman declared the meeting open. and enter the meeting agenda

Agenda 1 To certify the Minute of the 2022 Annual General Meeting of Shareholders.

The Chairman proposed the Meeting to certify the Minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022. The Board of Directors deemed it appropriate to propose the meeting to certify the minutes of the 2022 Annual General Meeting of Shareholders which the Board of Directors viewed that it was accurately recorded according to the meeting resolution. A copy of the Minutes is attached as Enclosure No. 1

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and unanimously approved to certify the Minutes of the 2022 Annual General Meeting of Shareholders, with the following votes:

Approved	338,350,810	Votes	equivalent (%)	100
Disapproved	0	Votes	equivalent (%)	0
Abstained	0	Votes		

Agenda 2 To acknowledge the Company's 2022 operating results.

The Chairman stated that the Company had prepared the report on the Company's operating result for the year 2022 as shown in the Annual Report 2022 (Form 56-1 One Report), which has been sent to shareholders in the form of QR-Code together with the invitation letter for this meeting and assigned Ms. Budsabong Pansawadi, Chief Financial Officer, Accounting and Finance Department to present the Company's operating results for the year 2022

Ms. Budsabong Pansawadi, Chief Financial Officer, Accounting and Finance Department summarized the Company's operating results for the year 2022 compared to the year 2021 as follows:

Revenue for the year 2022 was in the amount of 1,364 million Baht, a decrease of 61% from the same period last year that received 1,609 million Baht.

In the amount of 1,364 million Baht, it consists of income from transportation systems or ITS 15%, ICT & system solution or ISS 54%, maintenance department or MA 7%, and Trading 24%.

The biggest decrease in revenue was transportation system projects with a decrease of 191 million Baht, mainly from the Green Line Railway, which decreased by 645 million Baht, and the Royal Irrigation Department's Solar Power Project, which decreased by 84 million Baht.

- Selling expenses decreased by approximately 30% to 34.6 million Baht from the reduced commissions on the Green Line trains.
- Administrative expenses were 166.7 million Baht in total, mainly consisting of employee expenses of 63 million Baht, which decreased from last year due to employee bonuses dropping by 12 million Baht and the reversal of the allowance for bad debts of 11 million Baht due to being paid.
- The net profit margin decreased from 11% to 0.49% or 6.7 million Baht.
- Total assets were 2,189 million baht in total (82% were current assets; most of them were trade accounts receivable). Shareholders' equity: 1,381 million Baht Liabilities were 808 million Baht (92% were current liabilities; most of them were trade payables).
- Changes in major asset classes were investments were sold for 178 million Baht, while trade accounts receivable increased by 381 million Baht.
- The movement of the backlog from the beginning of the year was worth 1,880 million Baht, and the balance at the end of the year was 2,286 million Baht. The main work was to bring the wires to the ground.

In addition, the Company has established an anti-fraud and corruption policy in order to prevent and combat fraud and corruption in a concrete way according to the principles of good corporate governance in the Company which is used as a guideline and reported to the Audit Committee every quarter. The Company has not received any complaints of fraud or corruption until now.

The Company has given shareholders the opportunity to ask questions and offer additional comments.

Mr. Udomsak Jianrawit, a shareholder who attended the meeting in person, asked if this MaCharge service started to make a profit or not, where did the profit of MaCharge service come from, and how does the EV cabinet affect MaCharge ?

Ms. Budsabong Pansawadi, Chief Financial Officer, Accounting and Finance Department answered that the MaCharge service will start providing services and earning revenue in the second half of 2023.

Mr. Marut Siriko, Director and Chief Executive Officer, further explained that this service was the result of customer requirements, which is the reason why the Company's research and development department invented this service system. Therefore, the cost is not much. Initially, there will be 300 charging stations in the partner's branch area, starting in Koh Samui and continuing to expand in other areas, we believe that the MaCharge service will generate income in the second half of 2023.

Mr. Udomsak Jianrawit, a shareholder who attended the meeting in person, asked about the business trend for the year 2023.

Mr. Marut replied that ICT is still the main business, but in 2023 it will expand to include infrastructure as well by focusing on solar power systems and raw water, the Company is a turnkey service provider in ICT to generate regular income. Currently, electricity is sold to 3–4 customers in small quantities. Next, the Power Purchase Agreement (PPA) will be extended to the private and public sectors as well. As for water sales section, It is in the process of studying and negotiating water services for factories in industrial estates. Overall, the Company is expanding into a business that is the main target of the country.

Resolution The Shareholders' Meeting acknowledged the Company's 2022 operating results as proposed.

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2022.

The Chairman assigned Mr. Jesada Phromjant, Chairman of the Audit Committee, to present the Company's financial statements for the fiscal year ended on December 31, 2022, to the meeting.

Mr. Jesada Prommart, Chairman of the Audit Committee to summarize the details of considering and approving the consolidated financial statements of the Company for the accounting period ending on December 31, 2022 as follows:

In accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992), the Board of Directors must make financial statements and a profit and loss account as of the end of the Company's accounting year to be submitted to an annual ordinary meeting of shareholders for consideration and approval. The board of directors had the Company's audited statements of financial position for the fiscal year ended as at 31 December 2022 certified by auditors as well as verified by the Audit Committee in order to propose to the Annual General Meeting of Shareholders for consideration and approval. The details in Enclosure No. 2 The key principles are summarized as follows:

Unit: Baht

Items according to Financial Statement	Year 2022	Year 2021	Variation
Total Assets	2,205,344,859	2,160,736,335	2%
Total Liabilities	809,391,287	729,405,328	11%
Total Revenues	1,367,426,792	1,615,417,791	15.47%
Net Profits	4,861,942	178,799,887	97.3%
Profits per share (Baht per 600,000,000 shares)	0.01	0.30	

- Total assets as of 31 December 2022 were in the amount of 2,205,344,859 Baht, an increase of 44,608,524 Baht or 2% compared to the end of 2021.
- Total liabilities as of 31 December 2022 were in the amount of 809,391,287 Baht, an increase of 79,985,959 Baht or 11% compared to the end of 2021.

The operating results in the profit and loss account are as follows:

- Operating income and other income totaling 1,367,426,792 baht, a decrease from 2021 in the amount of 15.47%
- The Company's net profit was 4,861,942 Baht, a decrease from the previous year equal to 97.3%
- Earnings per share of 0.01 Baht compared to 2021 earnings per share of 0.30 Baht.

After presenting details of the Company's consolidated financial statements, the Company proposed the meeting to consider and approve the Company's financial statements for the fiscal year ended December 31, 2022, which were audited by the Company's certified auditors and have been verified by the Audit

Committee. Details appear in the annual report delivered to shareholders together with the meeting invitation letter before the meeting (Form 56-1, One Report) (topic Financial Statements).

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and unanimously approved the financial statements for the year ended 31 December 2022., with the following votes:

Approved	338,360,810	Votes	equivalent (%)	100
Disapproved	0	Votes	equivalent (%)	0
Abstained	0	Votes		

Agenda 4 **To consider and approve the allocation of the profits from the Company's business operation and dividend payment for the operating result on 31 December 2022**

The Chairman assigned Miss Budsa Pansawadi Chief Financial Officer Accounting and Finance Department to present consideration and approval of the allocation of profits as legal reserve and dividend payment for the performance of the year 2022.

Miss Budsa Pansawadi Chief Financial Officer Accounting and Finance Department has presented to the meeting to consider and approve the allocation of profits as legal reserve and dividend payment for the performance of the year 2022 as follows:

Regarding section 115 of the Public Limited Companies Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Besides, section 116 and Article 50 of the Company's Articles of Association require that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital, which the Company had reached the amount of legal reserve according to the law.

The Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after deduction of corporate income tax and various reserves all types as specified by the laws and regulations of the Company. However, the dividend payment may change depending on the performance, financial liquidity

The need for working capital to manage the business and future business expansion plans of the Company as the Board of Directors deems appropriate

According to the separate financial statements of the fiscal year ending on December 31, 2022, which were audited by the auditor, the Company has a net profit from operating results, totaling 4,861,942 Baht and unappropriated retained earnings of 115,062,868 Baht.

The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the dividend payment from the net profit and retained earnings for the year 2022 at the rate of 0.05 Baht per share or not exceeding 30,000,000 Baht to the shareholders of 600,000,000 shares for holders who hold shares on May 10, 2023 (Record Date). The dividend payment is fixed on May 25, 2023. Therefore, the dividend rate for the year 2022 paid compared to the net profit according to the separate financial statements is 445.67 percent, which is in line with the dividend payment policy of the Company of not less than 40% of net profit according to the separate financial statements. Such dividends will be subject to withholding tax at the rate required by law.

In addition, the Company has successfully allocated profits as legal reserves in the amount prescribed by law, thus it need not require to allocate profits as legal reserve this time.

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and unanimously approved the dividend payment at the rate of 0.05 Baht per share for the operating result on December 31, 2022, as of the date for determining the rights of shareholders listed on May 10, 2023 ("Record Date), and the dividend payment is scheduled for May 25, 2023, with the following votes:

Approved	338,360,810	Votes	equivalent (%)	100
Disapproved	0	Votes	equivalent (%)	0
Abstained	0	Votes		

Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation.

The Chairman assigned Mr. Marut Siriko, Chief Executive Officer, to be the Chairman of the meeting instead because in this agenda the Chairman (Mr. Somsak Channoi) and Dr. Pornchai Danvivathana, Chairman of the Nomination and Remuneration Committee, both of them were directors who had completed their terms and were nominated for appointment as directors, and Mrs. Wasna Nakthaworn, therefore, left the meeting for only this agenda.

Mr. Marut Siriko, Chief Executive Officer invited Mr. Watchara Chatwiriya, a Member of the Nomination and Remuneration Committee to present this agenda:

Mr. Watchara Chatwiriya reported that regarding section 71 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association clause 18, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. The director who retires by rotation may be re-elected as the director for another term.

For the 2023 Annual General Meeting of Shareholders, the directors who shall retire by drawing lots are as follows:

- 1) Mr. Somsak Channoi Independent Director
- 2) Dr. Pornchai Danvivathana Independent Director
- 3) Mr. Wiwat Nitisuntharangkul Director / Authorized Director

The Nomination Committee saw that all three directors who had to retire by rotation are appropriate in terms of qualifications, knowledge, ability, experience, and performance as a director of the Company during the past period that has been beneficial to the Company and did not operate any business or hold shares in any business that is competitive with the business of the Company, however, Mr. Wiwat Nitisuntharangkul requested that he not return to the position again since there are quite a lot of other tasks in the position of Chief Financial Officer, it is therefore proposed that the name of Mrs. Wasna Nakthaworn be considered for selection as a director of the Company instead of Mr. Wiwat Nitisuntharangkul, in which Mrs. Wasna Nakthaworn has work experience at the executive level, have an understanding of the Company's

business, are qualified, and have no prohibited characteristics under the law on public limited companies, Securities and Exchange Law SET's requirements, and are in line with good governance principles in promoting equality for women of listed companies on the stock exchange.

In addition, Mr. Somsak Channoi and Dr. Pornchai Danvivathana who are the independent director will be able to express independent opinions on the Company's operations. and have qualifications in accordance with the laws related to the requirements relating to independent directors. Details of the definition of independent directors are shown in Enclosure No. 4.

The Board of Directors carefully and cautiously considered approval according to the resolution of the Nomination and Remuneration Committee. It was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of directors to replace those who retired by rotation as follows:

- Appointment of Mr. Somsak Channoi, Independent Director; to be re-appointed as a director of the Company for another term
- Mr. Pornchai Danvivathana, Independent Director, to be re-elected as the Company's directors for another term;
- Appointment of Mrs. Wasna Nakthaworn in place of Mr. Wiwat Nitisuntharangkul, Director / Authorized Director

In this regard, the person nominated this time has been considered according to the nomination process specified and has qualifications in accordance with the law on Public Limited Companies, Securities and Exchange Law, and other relevant laws (if any) and is suitable for the Company's business operations and independent directors are qualified according to the laws related to the requirements relating to independent directors. Details of the brief backgrounds and shareholdings of all three persons and definitions of independent directors appear in Enclosures No. 3 and 4.

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and approved the appointment of directors replacing those who retire by rotation to be re-elected as the Company's directors for another term and the appointment of Mrs. Wasna Nakthaworn as the Company's director in place of Mr. Wiwat

Nitisuntharangkul who will be retired by rotation, with the majority votes of the shareholders who attend the meeting and cast their votes as follows:

- 1) Mr. Somsak Channoi, Independent Director (580,000 shares of Mr. Somsak Channoi is removed from calculation)

Approved	337,776,510	Votes	equivalent (%)	99.9978
Disapproved	7,400	Votes	equivalent (%)	0.0022
Abstained	0	Votes		

- 2) Mr. Pornchai Danvivathana , Independent Director (500,000 shares of Dr. Pornchai Danvivathana is removed from calculation)

Approved	337,856,510	Votes	equivalent (%)	99.9978
Disapproved	7,400	Votes	equivalent (%)	0.0022
Abstained	0	Votes		

- 3) Mrs. Wasna Nakthaworn , Director / Authorized Director (500,000 shares of Mrs. Wasna Nakthaworn is removed from calculation)

Approved	321,294,310	Votes	equivalent (%)	95.0958
Disapproved	16,569,600	Votes	equivalent (%)	4.9042
Abstained	0	Votes		

Agenda 6 To Consider and approve the determination of the directors' remuneration

The Chairman assigned Dr. Pornchai Danvivathana, Chairman of the Nomination and Remuneration Committee, to present consideration and approve the determination of the directors' remuneration for 2023.

Dr. Pornchai Danvivathana, Chairman of the Nomination and Remuneration Committee, reported the report on consideration and approval of the Board of Directors' remuneration for the year 2023 to the meeting by clarifying to the meeting about the determination of remuneration for the Board of Directors. and Audit Committee for the year 2023.

According to Section 90 of the Public Company Limited Act B.E. 2535 (1992), provides that directors are entitled to receive remuneration from the Company in the form of rewards, meeting attendance fees, annuities, bonuses, or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as

regulations or may be determined from time to time or for perpetual effect until any change is made. In addition, allowances and welfare benefits shall be paid in accordance with the Company's regulations.

The Nomination and Remuneration Committee has determined the director's remuneration based on the director's performance and their scope of responsibilities by comparing to other companies in the same business or similar industries remunerate their directors as well as the survey results of directors' remuneration of the Thai Institute of Directors (IOD). It was found that the directors' remuneration set by the Company was close to the overall average of the market, which means a monthly remuneration of 15,000–20,000 Baht per person and a meeting allowance of 10,000–20,000 Baht per person per meeting. There is the determination of a limitation on a bonus of not more than 3.0% of the dividend paid to shareholders, and the bonus is divided into two parts: the first 20% is the chairman's bonus which has a maximum of not more than 600,000 Baht. The remaining will be averaged among all directors up to 500,000 Baht per person and allocated according to the number of meetings attended.

Comparison table of directors' remuneration in 2023 and 2022

Directors	Monthly Remuneration (Baht/Person)		Meeting Allowance (Baht/Person) (for directors attending the meeting)		Directors' Bonus	
	proposed 2023	2022	proposed 2023	2022	proposed 2023	2022
Board of Directors					1) The Company's director shall receive a bonus of not more than 3% of the dividends paid to the shareholders 2) The Chairman shall receive a bonus at the rate of 20 percent of the amount of the bonus received in such year, but shall not exceed 600,000 Baht and all directors shall receive a maximum of 500,000 Baht per person allocated	
- Chairman of the Board	20,000	20,000	20,000	20,000		
- Member of the Board (non-executive director)	15,000	15,000	10,000	10,000		
- Member of the Board (executive director))			10,000	10,000		
Audit Committee						
- Chairman of the Audit Committee			15,000	15,000		
- Member of the Audit Committee			10,000	10,000		
Nomination and Remuneration						

Directors	Monthly Remuneration (Baht/Person)		Meeting Allowance (Baht/Person) (for directors attending the meeting)		Directors' Bonus
Committee					according to the number of meetings held. At the end of April 2023, the Baht 865,720 bonus will, be paid to directors as per prescribed policy. 3) There is no other benefit during 2022 - 2023
- Chairman of the Nomination and Remuneration Committee			15,000	15,000	
- Member of the Nomination and Remuneration Committee			10,000	10,000	

Remark: 1) Meeting allowance shall be paid exclusively to the directors who attend the meeting.

2) The director who is entitled to receive a monthly salary as the Company's permanent employee will not receive remuneration for acting as the Company's director.

In determining directors' remuneration The Board of Directors and Sub- Committees of the Company are not entitled to receive any other benefits except for the remuneration as detailed above.

According to the 2022 Annual Report (One Report) under the topic of Corporate Governance Structure in 2022, the directors received a total remuneration of 4,072,892 Baht according to the fiscal year 2022, which included the directors' remuneration from the operating results of 2021 in the amount of 2,352,892 Baht, then compared to the accounting period of 2021 at 1,905,000 Baht

The Company proposed the meeting to consider and approve the Company to determine the remuneration of directors and sub-committees for the year 2023 in the form of monthly remuneration, meeting allowances, and directors' bonuses as proposed.

Details of the scope of duties and responsibilities of the Board of Directors and sub-committees of the Company appear in the annual report (One Report)

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and unanimously approved the determination of the directors' remuneration of 2023 with the following votes:

Approved	338,363,910	Votes equivalent (%)	100
Disapproved	0	Votes equivalent (%)	0
Abstained	0	Votes equivalent (%)	0

Agenda 7 To consider and approve the appointment of the auditor, and their remuneration.

The Chairman assigned Mr. Jessada Promjart, Chairman of the Audit Committee, to present consideration and approve the appointment of auditors, and their remuneration for 2023.

Mr. Jessada Promjart, Chairman of the Audit Committee, reported to the meeting that Regarding to Section 120 of the Public Company Limited Act B.E. 2535 (1992) provides that the Annual General Meeting of Shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. Therefore, it is appropriate to propose to the meeting to consider and approve the appointment of an auditor from PricewaterhouseCoopers ABAS Company Limited to be the Company's auditor. For the fiscal year ending on December 31, 2023, one of the following auditors is required: the person who conducts an audit and expresses an opinion on the Company's financial statements.

1. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358 or
2. Mr. Pisit Thangtanagul Certified Public Accountant No. 4095 or
3. Ms. Thitinun Waenkaew Certified Public Accountant No. 9432

In case the above-mentioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. will provide its certified public accountants as a substitute to audit and express opinions on the Company's financial statements instead.

In considering the selection of auditors for the year 2023 above, the Audit Committee has considered the qualifications and work experience, seeing that Price WaterhouseCoopers ABAS Co., Ltd is an independent audit firm with no relationship or a stake in the Company Company's subsidiary, director,

executive or major shareholder or a person who is related to such person and has expertise in auditing. The work is reliable and up to standard.

The chairman of the audit committee proposed the meeting to consider the determination of the auditor's fee of the Company not included Subsidiary to PricewaterhouseCoopers ABAS Company Limited in the amount not exceeding 3 million Baht excluding other service fees (Non-audit services) and miscellaneous expenses (Out of pocket expenses) which the audit fee is the same as last year.

Comparison Table of Audit Fees

Auditors' remuneration	Fiscal year 2023 (As proposed)	Fiscal year 2022
1. Audit fees	3,000,000	3,000,000
2. Other expenses	Pay per usage (if any)	1,500,000

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and approved the appointment of the auditor and their remuneration for the year 2023 with the majority votes of the shareholders who attend the meeting and cast their votes as follows:

Approved	338,356,510	Votes	equivalent (%)	99.9978
Disapproved	7,400	Votes	equivalent (%)	0.0022
Abstained	0	Votes		

Agenda 8 To consider and approve the amendment to the Company's Articles of Association

The Chairman assigned Miss Manunya Thitinantawan, Legal Advisor, to present consideration and approval the amendment to the Company's Articles of Association

Miss Manunya Thitinantawan, reported to the meeting that in accordance with the amendment to the Public Limited Companies Act B.E. 2565, regarding the calling for the board of directors meeting by directors and the period of sending notice of the board of directors' meeting and sending of letters, documents, or meeting notices, the publication, and the appointment of a proxy by electronic means, it

shall be deemed appropriate to amend the Articles of Association of the Company as to be aligned with the Public Limited Companies Act B.E. 2565 (as amended).

The board of directors deemed it appropriate to propose the shareholders' meeting to consider and approve the amendment to Clause 22, 27, 35, 36, 38, 39, 46, 47, and 63 of the Articles of Association in accordance with the amended Public Limited Companies Act, details of which are shown in the Articles of Association of the Company

Article	Existing Article	Proposing to be amended Article
22	<p>If all members of the board of directors vacate the office, those members must remain in the office in order to carry on the business of the Company only to the extent that it is necessary until the new board of directors is appointed, unless the court orders otherwise in the case where the board members are retired under the court's order.</p> <p>The retired directors must hold a meeting of shareholders to elect the new board of directors within one (1) month from the date of retirement. A notice of the shareholders' meeting must be sent to shareholders fourteen (14) days or more before the meeting date. The notice must also be announced in the newspaper at least 3 days prior to the meeting date and must be announced for three (3) days consecutively.</p>	<p>If all members of the board of directors vacate the office, those members must remain in the office in order to carry on the business of the Company only to the extent that it is necessary until the new board of directors is appointed, unless the court orders otherwise in the case where the board members are retired under the court's order.</p> <p>The retired directors must hold a meeting of shareholders to elect the new board of directors within one (1) month from the date of retirement. A notice of the shareholders' meeting must be sent to shareholders fourteen (14) days or more before the meeting date. The notice must also be announced in the newspaper or via electronic media in accordance with the rules and procedures prescribed by law.</p>
27	<p>To call a meeting of the board of directors, the chairman or his assignee must send a notice of the board of directors' meeting to all directors seven (7) days or more before the</p>	<p>To call a meeting of the board of directors, the chairman or his assignee must send a notice of the board of directors' meeting to all directors three (3) days or</p>

Article	Existing Article	Proposing to be amended Article
	<p>meeting date, except that in case of an emergency to preserve the rights or benefits of the Company, a meeting may be called by any other method and the meeting date may be fixed sooner.</p> <p>In the event that two or more directors request the Chairman to call a meeting of the board of directors. The Chairman shall fix a meeting date within fourteen (14) days of receipt of that request.</p>	<p>more before the meeting date, except that in case of an emergency to preserve the rights or benefits of the Company, a meeting may be called by electronics or any other method and the meeting date may be fixed sooner.</p> <p>The Chairman of the board of directors shall call a meeting of the board. However, in the event that there is any reasonable cause or in order to preserve the rights or benefits of the Company, two or more directors may jointly request the Chairman to call a meeting of the board of directors. The request must clearly specify the matters and reasons for holding the meeting. To this extent, the Chairman shall call and fix a meeting date within fourteen (14) days of receipt of that request.</p> <p>In the event that the Chairman fails to act in accordance with the second paragraph, the requesting directors may jointly call and fix a meeting date within the period specified by law from the date of expiration of the period mentioned in paragraph two above.</p> <p>In the event that there is no chairman of the board of directors due to whatever reason, the vice-chairman shall call a meeting of the board of directors. If there is no vice-chairman due to whatever reason,</p>

Article	Existing Article	Proposing to be amended Article
		two or more directors may call a board meeting.
35	<p>The board of directors shall arrange a meeting of shareholders at least once per year. This meeting is called a "general meeting," and it is arranged within four months after the end of the company's accounting period.</p> <p>Any other meeting of shareholders is called an "extraordinary general meeting."</p> <p>The board of directors may call an extraordinary general meeting at any time whenever it thinks fit, or shareholders holding in aggregate 10 percent or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such a meeting. The board of directors must call a meeting of shareholders to take place within forty-five (45) days from the date of receipt of that request from the shareholders.</p> <p>In the event that the board of directors fails to call the meeting within 45 days from the date of receipt of such shareholders' request, shareholders who jointly submitted the request holding in aggregate of the shares in accordance to the aforesaid may call the meeting by themselves within 45 days of the expiration of the period provided according to the aforesaid. This shall be deemed as the</p>	<p>The board of directors shall arrange a meeting of shareholders at least once per year. This meeting is called a "general meeting," and it is arranged within four months after the end of the company's accounting period.</p> <p>Any other meeting of shareholders is called an "extraordinary general meeting."</p> <p>The board of directors may call an extraordinary general meeting at any time whenever it thinks fit, or shareholders holding in aggregate 10 percent or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such a meeting. The board of directors must call a meeting of shareholders to take place within forty-five (45) days from the date of receipt of that request from the shareholders.</p> <p>In the event that the board of directors fails to call the meeting within 45 days from the date of receipt of such shareholders' request, shareholders who jointly submitted the request holding in aggregate of the shares in accordance to the aforesaid may call the meeting by themselves within 45 days of the expiration of the period provided</p>

Article	Existing Article	Proposing to be amended Article
	<p>meeting which is called by the board of directors. The Company shall be responsible for necessary expenses incurred in arranging the meeting and shall be providing reasonable facilitation. If the number of shareholders attending the meeting is insufficient to constitute a quorum as required by clause 37 in this Article of Association. The shareholders who jointly submitted the request or other shareholders who requested to call the shareholders' meeting at that time will be jointly liable to the company for the expenses incurred in arranging the meeting.</p>	<p>according to the aforesaid. This shall be deemed as the meeting is called by the board of directors. The Company shall be responsible for necessary expenses incurred in arranging the meeting and shall be providing reasonable facilitation. If the number of shareholders attending the meeting is insufficient to constitute a quorum as required by clause 37 in this Article of Association. The shareholders who jointly submitted the request or other shareholders who requested to call the shareholders' meeting at that time will be jointly liable to the company for the expenses incurred in arranging the meeting.</p> <p>In the event that the extraordinary general meeting is called by the shareholders, such shareholders may send the notice of the extraordinary general meeting via electronic means to the shareholders who express their intention or consent to receive such notice via electronic means, the aforesaid process shall be in accordance to criteria and method prescribed by the Public Company Limited Registrar.</p>
36	<p>To call a meeting of shareholders the board of directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting, together with any</p>	<p>To call a meeting of shareholders the board of directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting,</p>

Article	Existing Article	Proposing to be amended Article
	<p>other appropriate details and the board of directors' opinion on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least 3 days prior to the meeting date, and must be announced for three (3) days consecutively.</p>	<p>together with any other appropriate details and the board of directors' opinion on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper or by electronic means, according to the rules and methods prescribed by law.</p>
38	<p>A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting.</p> <p>The proxy instrument must contain at least the following particulars:</p> <ol style="list-style-type: none"> (1) the amount of shares held by the shareholder; (2) the name of the proxy; and (3) the meeting at which the proxy is appointed to attend and vote. 	<p>A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The appointment if proxy may be performed by electronic media provided that the method shall be safe and reliable to be proven that the proxy is performed by such shareholders, and in accordance with the rules prescribed by the registrar. The proxy instrument must contain at least the following particulars:</p> <ol style="list-style-type: none"> (1) the amount of shares held by the shareholder; (2) the name of the proxy; and (3) the meeting at which the proxy is

Article	Existing Article	Proposing to be amended Article
		appointed to attend and vote.
39	<p>The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.</p> <p>After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.</p> <p>If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice of the meeting shall be published in the newspaper at least 3 days prior to the meeting date, and must be announced for three (3) days consecutively.</p>	<p>The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.</p> <p>After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.</p> <p>If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice of the meeting shall be published in the newspaper or by electronic</p>

Article	Existing Article	Proposing to be amended Article
		means, in accordance with the procedures prescribed by the provisions of law and other.
46	<p>If the Company wishes to reduce its capital, it must send a notice specifying the resolution of shareholders approving the capital reduction to all creditors known to the Company within fourteen (14) days after the date on which the resolution was passed. The notice must provide that the creditors may raise any objection within two (2) months after receipt of that notice. The Company must also publish the resolution of shareholders in a newspaper for 3 days consecutively, within fourteen (14) days after the date on which the resolution was passed.</p>	<p>If the Company wishes to reduce its capital, it must send a notice specifying the resolution of shareholders approving the capital reduction to all creditors known to the Company within fourteen (14) days after the date on which the resolution was passed. The notice must provide that the creditors may raise any objection within two (2) months after receipt of that notice. The Company must also publish the resolution of shareholders in a newspaper or by electronic means according to the rules and method prescribed by laws, within fourteen (14) days after the date on which the resolution was passed.</p>
47	<p>A declaration of dividends must not be approved unless by a resolution of shareholders or in case of interim dividends it must be approved by a resolution of the board of directors.</p> <p>A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for three (3) days consecutively. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.</p>	<p>A declaration of dividends must not be approved unless by a resolution of shareholders or in case of interim dividends it must be approved by a resolution of the board of directors.</p> <p>A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper or by electronic means according to the rules and methods prescribed by laws. The payment of dividends must be made within one (1) month after the date on which the resolution</p>

Article	Existing Article	Proposing to be amended Article
		was passed.
63	-	In sending any letter or document, the Company or its board of directors may send it by electronic means to any director, shareholder, or creditor of the Company who expresses their intention or consents to receive such a letter or document by electronic means. Such actions must be in accordance with the rules and methods prescribed by the Public Company Limited Registrar.

The Company had given the opportunity to shareholders to ask for details and provide additional comments. It appeared that no one asked and made any comments.

Resolution The Meeting considered and unanimously approved the amendment to the Company's Articles of Association with a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote as follows:

Approved	338,356,510	Votes	equivalent (%)	99.9978
Disapproved	7,400	Votes	equivalent (%)	0.0022
Abstained	0	Votes	equivalent (%)	0

Agenda 9 To consider and approve the additional purpose of utilizing IPO (Initial Public Offering) fund

The Chairman assigned Miss Budsabong Pansawadi Chief Financial Officer to present consideration and approval for the additional purpose of utilizing the IPO (Initial Public Offering) fund.

Miss Budsabong Pansawadi, Chief Financial Officer, reported to the meeting that according to the Company has issued and offered IPO capital increase ordinary shares between July 21 – 23, 2021, totaling approximately 1,002 million baht (after deducting expenses) with the objective to use for 1. Development of transportation business Energy and smart city 2. Research and development in services and technology extension 3. Working capital for doing business.

Since the situation has changed from the date the Company has shown in the prospectus, the Board of Directors is of the view that maximizing the benefits for the Company and its shareholders from the IPO proceeds is adding new objectives from those shown in the prospectus.

Therefore agreed to add 2 new businesses which the management estimated the Internal Rate of Return (IRR) at 10 - 15%, which was to balance the credit line. from the original purpose The remaining balance of 799 million baht is as follows:

- (1) Investment in infrastructure business development
- (2) Investment in the development of health products and services Including the development of a health rehabilitation center.

The company has given the opportunity to shareholders to ask questions. and offer comments

Mr. Udomsak Jianrawit, a shareholder who attended the meeting in person, asked What is a health business?

Mr. Marut Siriko, Director and Chief Executive Officer, answered that the Company provides service about the platform. The health business is divided into two parts: healthcare and wellness. Health care is treatment, and wellness is taking care of the body before the illness. This is a way for hotel operators to develop residential properties. It may be developed into a wellness facility. We will act as a platform or intermediary between the retained customer and the hotel network, starting with attraction. The advantage is that there is not much investment and it generates recurring income.

Resolution The Meeting considered and approved the additional purpose of utilizing IPO (Initial Public Offering) fund with a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote as follows:

Approved	261,433,710	Votes	equivalent (%)	100
Disapproved	0	Votes	equivalent (%)	0
Abstained	76,930,200	Votes	equivalent (%)	0

Agenda 10 **Other business (if any)**

The Chairman informed the meeting that the Company has completely presented the agenda as specified in the meeting invitation letter and asked the shareholders whether any shareholders or proxies would like to propose other matters to be considered.

Mr. Marut Siriko, a shareholder and proxy, said that the Company will participate in the bidding project for color-coated nameplates, including thermal film coating for the production of vehicle license plates, with the Department of Land Transport. According to the Department of Land Transport's regulations, Companies that will participate in the auction must specify the details of the work to be auctioned in accordance with the objectives of the Company. The Company, therefore, needs to add its objectives to cover such work.

Any amendment to the objectives must be approved by the shareholders' meeting of the Company to prevent the Company from losing the opportunity to participate in the auction. If the Company has to hold another shareholders' meeting to consider the matter. It, as a shareholder and proxy of Mr. Suchada Mongkhondee, Mr. Angsurat Areekul, A.S. Associate Company Engineering (1964) Co., Ltd., Ms. Sajjaminee Siriko, Ms. Yanida Areekul, Ms. Karanee Areekul, Ms. Pornthip Thanawongwiboon, Ms. Siripen Nitisuntrangkun, and Ms. Chaowanit Thanawongwiboon, Khun Suchanat Nitisuntrangkun, Mr. Wiwat Nitisuntharangkul, and Mrs. Wasna Nakthaworn, holding together 315,567,300 shares, or 52.60%, representing not less than one-third of the total number of shares sold, proposed to add an agenda regarding the consideration and approval the amendment to the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association.

The Chairman assigned a legal advisor to clarify the addition of a meeting agenda other than the one specified in the meeting notice.

Miss Manunya Thitinantawan, Legal Advisor, clarified that according to Section 105 of the Public Limited Companies Act, B.E., the shareholders collectively hold no less than one-third of the total number of shares sold by the Company may ask the meeting to consider matters other than those specified in the meeting invitation letter and informed that, from checking all 13 shareholders hold a total of 315,567,300 shares, representing 52.60% of the total number of shares sold by the Company, which is more than one-third of the total number of shares sold by the Company. Therefore, shareholders may request to add an agenda to amend the Company's objectives as another agenda item in today's meeting in addition to the agenda specified in the meeting notice.

The Chairman said that it was considered that the shareholders proposed adding an agenda to consider and approve the amendment to the objectives and the amendment to Clause 3 of the Company's Memorandum of Association to add one additional agenda and ask the legal advisor to clarify the voting method for such an additional agenda.

Miss Manunya Thitinantawan clarified that, in voting, shareholders and proxies were asked to vote on Agenda 10 to consider other matters. For proxies that the grantor has already voted on, they are able to vote because, under Clause 6 of Proxy Forms B and C, it has been stated that in the event that the grantor does not specify his or her intention to vote in any agenda or is not clearly specified, or the meeting considers or resolves any matter in addition to the matters listed above, including in the event that there is any amendment or addition of any facts, the proxies have the right to consider and vote on their behalf as appropriate.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Mr. Marut Siriko proposed additional objectives as follows: "Business operations about designing, providing services, renting out, managing, maintaining, improving, ordering, importing to sell, or exporting to other nations, contracting the development of programs or equipment, repairing, construction, assembly, production, installation, acquiring materials to produce nameplates, color coating, including covering "

After such amendments, the Company's objectives consisted of 100 items, and the Company proposed to the meeting to approve the amendment to Clause 3 of the Company's Memorandum of Association.

"In Clause 3, there are 100 objectives of the Company, with details as in the form of Plc. 002."

In addition, the Company proposed to the meeting to consider and approve the assignment of the person assigned by the Board of Directors to have the power to take any action necessary and related to the amendment to wording or content in the minutes of the shareholders' meeting. and/or various requests, and/or take any action to comply with the instructions of the Registrar in filing the registration about the amendment to the Company's objectives to the Department of Business Development, Ministry of Commerce.

The Company had given the opportunity to shareholders to ask for details and provide additional comments. Shareholder inquired as follows:

Mr. Methee Rangsiwong, a shareholder who attended the meeting in person, asked when the license plate auction will be scheduled.

Mr. Marut replied that currently, the work has been proposed for the automatic plate system, which is worth approximately 175,000,000 Baht. Around August–September, there may be an auction for materials for coating; therefore, it must urgently bring this meeting of shareholders to support this business.

Mr. Udomsak Jianrawit, a shareholder who attended the meeting in person, asked about the performance in 2023, and whether it is better than 2022 or not.

Mr. Marut replied that now the Company adheres to the original business model in the form of turn-key projects through new ICT solutions. After the COVID-19 situation is resolved, everything will return to normal. The government will start spending on infrastructure utilities, especially ICT, smart cities, and green transportation, which is the main trend in the world, including the private sector, the Company should be able to grow in this matter continuously because the Company is outstanding in turn-key and R & D that can solve problems and meet customer needs, making the Company different from other competitors, such as Green Transportation, through charging devices to support the growth of electric cars and motorcycles, supports battery replacement, software set-up, and service support codes. There is a partner who asked to install it at a tourist attraction, starting in June 2023, in areas such as Koh Samui, tourists will use electric motorcycles and this will expand to other areas, and in addition, the Company will make an AC charging unit in the middle of this year, which will be sold together with partners who are traders.

Regarding Solar Roof, Mr. Udomsak Jianrawit, a shareholder who attended the meeting in person, asked if the Company started too late or not.

Mr. Marut replied that there are two markets for solar power: Big project market or large projects that enter this market. Although AMR is not the early business operator who arrived, the market value is high. There still has income to share with the Company. The advantage is a continuous and regular income.

Additionally, another market is PPA (Private Power Purchase Agreement), especially industrial factories. It is considered that there are many more markets, demand for utilizing cheap electricity, and a trend toward clean energy. In this market, the Company can use the expertise and potential that we have, and we are confident that this business is in an area that is in demand and can grow.

Resolution The Meeting considered and approved adding one more objective and amending Clause 3 of the Company's Memorandum of Association to be in line with the amendment of such objectives with a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote as follows:

Approved	338,363,810	Votes	equivalent (%)	99.9999
Disapproved	100	Votes	equivalent (%)	0.00001667
Abstained	0	Votes	equivalent (%)	0

There were no further questions or suggestions from the meeting attendees.

The Chairman then declared the meeting closed and thanked the shareholders for taking the time to attend the 2023 Annual General Meeting of Shareholders of AMR Asia Public Company Limited.

The Meeting adjourned at 11.41 A.M.

Yours sincerely
AMR Asia Public Company Limited

(Somsak Channoi)

(Mr. Somsak Channoi)

Chairman of the Board

Brief Information of Proposed Director to replace those who retire by rotation (1/3)

Name - Surname	Mr. Jessada Promjart	
Type of director proposed	Independent Director	
Current position in the company	Independent Director / Chairman of the Audit Committee / Member of the Nomination and Compensation Committee	
age	62	
nationality	Thai	
Educations	Master degree and Bachelor degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University	
Director training course	<ul style="list-style-type: none"> - Director Certification Program (DCP) , class 45/2004 - Company Secretary Program (CSP) , class 7/2004 - Ethical Leadership Program (ELP) , class 5/2016 - Advanced Audit Committee Program (AAP) , class 25/2017 - IT Governance and Cycle Resilience Program (ITG), class 11/2019 - Boards that Make a Difference (BMD), class 10/2020 	
Shareholding	300,000 shares or 0.05% as of 31/12/2023	
Number of years as a director	3 years from 25/3/2021, date of converting to a public company	
	Work experience in the past 5 years	
Positions in other listed companies	2023 – Present : Independent Director/ Audit Committee Member Krungsri Securities Pcl. 2020 – Present : Independent Director / Audit Committee Member / Chairman of the Nomination Committee and consider compensation of Eastern Star Real Estate Pcl. 2020 – 2022 : Director/Nomination and Compensation and Management Committee of Dhipaya Insurance Pcl.	
Other positions that are not listed companies	2023 – Present : Director, Ploenchit Human Resource Solutions Co. 2020 – Present : Advisor Bangkok Broadcast & Television Co.,Ltd 2020 – Present : Sub-committee on inspection and evaluation of work systems Suppression and inspection of property accounts, Office of the National Anti-Corruption Commission. 2017 – Present : Member of Audit Committee, Chulabhorn Royal Academy 2018 – Present : Director / Executive Director, YSS (Thailand) Co., Ltd. 2019 – July 2023: Subcommittee on Competitiveness Development Capital Markets Securities and Exchange Commission 2015 - February : 2022 Director / Audit Committee Member, Government Savings Bank 2016 - 2020 : Independent Director / Audit Committee Member Expressway Authority of Thailand	
	Relationship with Directors Executives or shareholders of the Company, holding the position of director/executive are shareholders in other businesses that may cause conflict. Interests or conditions of competition to the Company – None	
	There are no prohibited qualifications of independent directors or directors, such as: 1. No history of criminal offenses involving assets that were committed dishonestly. 2. No history of transactions that may cause a conflict of interest with the company.	
Meeting attendance in the past year (times) 2023	2023 Board 10/10, Audit Committee 5/5, Nomination and Compensation Committee 2/2	

Brief Information of Proposed Director to replace those who retire by rotation 2/3

Name - Surname	Mr. Kittirat Thavilab	
Type of director proposed	Director	
Current position in the company	Director	
age	47	
nationality	Thai	
Educations	<ul style="list-style-type: none"> - Master's Degree, Faculty of Business Administration ,Dhurakij Pundit University - Bachelor's degree, Faculty of Law , Chulalongkorn University 	
Director training - Director Accreditation Program (DAP) course, class 122/2015		
Shareholding	500,000 shares (0.08%) as of 31/12/2023	
Number of years as a director	3 years from 25/3/2021, date of converting to a public company	
Work experience in the past 5 years		
- Positions in other listed companies - None		
- Other positions that are not listed companies		
2018 – present	- Director of A.S. Associate Company Engineering (1964) Co., Ltd.	
2014 – present	- Director, IO Asset Company Limited	
2014 – present	- Director, IO Holding Company Limited	
2010 – present	- Director of June (Thailand) Company Limited	
2005 – present	- Director, Hoburg Consultants Company Limited	
Relationships with directors Executives or shareholders of the company, holding positions as directors/executives Being a shareholder in other businesses that may cause conflicts beneficial or competitive conditions for the company - none		
There are no prohibited qualifications for directors, such as: 1. No history of committing a criminal offense regarding assets that was committed dishonestly. 2. No history of entering into transactions that may cause a conflict of interest with the company.		
Meeting attendance in the past year (times)	2023 Board : 10/10	

Brief Information of Proposed Director to replace those who retire by rotation (3/3)

Name - Surname	Mr. Natthachai Siriko	
Type of director proposed	Director	
Current position in the company	Director / Chief Executive Officer	
age	65	
Nationality	Thai	
Educations	<ul style="list-style-type: none"> - Master of Business Administration, Kasetsart University - Master's Degree in Electrical Engineering, Prince of Songkla University - Bachelor's degree in Electrical Engineering and Power Electronics Technology King Mongkut's Institute of Technology Ladkrabang 	
Director training	<ul style="list-style-type: none"> - Director Certification Program (DCP) class 281/2019 - How to Develop a Risk Management Plan Program (HRP) 28/2020 	
Shareholding	30,102,600 shares, Mrs. Sajjamee Siriko (spouse) holding another 22,551,000 shares, totaling 52,653,600 shares or 8.78%	
Number of years as a director transformation into a public company	3 years from 25/3/2021, date of transformation into a public company	
Past 5 years of work experiences-	2001 – Present : Director /Chief Executive Officer – AMR Asia Pcl. (Converted to Public Company on 25/3/2021)	
Positions in other listed companies - None		
Other positions that are not listed companies - none		
Management Relations Directors or shareholders	Being both a director, executive, and shareholder, and being the spouse of Mrs. Sajjamee Siriko, holding 3.8% share.	
Relationships with directors Other executives of the company, holding positions as directors/executives Being a shareholder in other businesses that may cause conflicts beneficial or competitive conditions for the company - none		
There are no prohibited qualifications for directors, such as: 1. No history of criminal offense regarding assets that was committed dishonestly. 2. No history of entering into transactions that may cause a conflict of interest with the company.		
Meeting attendance (times)	2023 Board: 10/10	

	Independent Director Qualification
Composition of the board of directors	<p>The composition of the board of directors must be in line with SEC regulations:</p> <ol style="list-style-type: none"> 1. There must be at least one third of independent directors out of total directors, and at least 3 persons 2. There must be at least three audit committee members
Qualifications of an independent director	<ol style="list-style-type: none"> 1. Holding no more than 1 % of total voting shares* including the shareholding of persons related to the independent directors 2. Not currently be or never been the company’s executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least two years after the person has held the position. 3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary. 4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least two years after the person has held the position. 5. Not currently being or never been the company’s auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor’s auditing firm*. Exception: It has been at least two years after the person has held the position. 6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position. 7. Not currently a director appointed to represent the company’s directors, major shareholders, or the shareholder related to major shareholder. 8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary. 9. Not under any conditions that may impede the person from having independent views towards the company’s operations. <p>*Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company</p>

Profiles of the candidate proposed for the new directors 1/2

Name - Surname	Mr. Panich Vikitsreth	
Type of director proposed	Independent Director	
Current position in the company	n/a	
age	60	
Nationality	Thai	
Educations	<ul style="list-style-type: none"> - Master's degree in Business Administration, Sasin School of Management, Chulalongkorn University - Bachelor's degree in Political Science and Economics, Boston University, USA 	
Director Training class	Capital Market Academy (CMA), Class 6	
Shareholding in the company	10,000 shares as of 31/12/2023	
Number of years as AMR Asia's director	- proposed to be a new director	
Work experience in the past 5 years: Positions in other listed companies - None		
2019 - 2023	<ul style="list-style-type: none"> - Member of Parliament with the Democrat Party (Party list) - Political Development Commission - Economic Development Commission - The Special Committee - Extension of expressway and electric train concession contracts. - The Special Committee - Dredging of the Thai Canal and the development of the Southern Economic Corridor area. - The Special Committee considers studying the opening of integrated entertainment complex 	
2017 – 2019	- Deputy Leader of the Democrat Party	
Management work history Investment and business development	<ul style="list-style-type: none"> - 2004 – 2008 : Deputy Governor of Bangkok - 1997 - 2004 : Executive Director and Chief Investment Officer, Ayudhya JF Asset Management Co.,Ltd. 	
Relationships with directors Executives or shareholders of the company, holding positions as directors/executives Being a shareholder in other businesses that may cause conflicts beneficial or competitive conditions for the company - none		
There are no prohibited qualifications of independent directors or directors, such as: 1. No history of criminal offenses involving assets that were committed dishonestly. 2. No history of transactions that may cause a conflict of interest with the company.		

Profiles of the candidate proposed for the new directors 2/2

Name – Surname	Mr. Pruetthipong Tharaphimaan	
Types of Directors Proposed	Director	
Current position in the company	Chief Business Development Officer	
age	33	
Nationality	Thai	
Educations	<ul style="list-style-type: none"> - Master's Degree, Faculty of Business Administration, Marketing Major, Ramkhamhaeng University - Master's Degree, Information Technology Engineering, Faculty of Engineering ,King Mongkut's Institute of Technology Ladkrabang - Bachelor's degree, Information Technology Engineering, Faculty of Engineering, King Mongkut's Institute of Technology Ladkrabang 	
Director training course	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) course, class 185/2021 - Director Certification Program (DCP) Course No. 335/2023 	
Holding shares in the company	- n/a	
Number of years as AMR Asia's director	- Proposed as a new director	
	Work experience in the past 5 years	
AMR Asia Pcl.	<ul style="list-style-type: none"> • January 2024 - Present : Chief Business Development Officer, AMR Asia Pcl. • June 2023 - December 2023 : Chief Sales Officer - ITS, AMR Asia Pcl. • May 2013 - May 2021 : Executive Business Development Officer, AMR Asia Pcl. 	
Positions in other listed companies	<ul style="list-style-type: none"> • May 2021 - Present : Director, UBIS (Asia) Public Company Limited (Chemical Business) • June 2021 - May 2023 : Director / Member of Risk Management Committee / Member of Sustainability Committee / Member of Executive Committee / Managing Director, UBIS (Asia) Public Company Limited 	
Other positions that are not listed companies	n/a	
Relationships with directors Executives or shareholders of the company, holding positions as directors/executives Being a shareholder in other businesses that may cause conflicts beneficial or competitive conditions for the company - none		
There are no prohibited qualifications for directors, such as: 1. No history of committing a criminal offense regarding assets that was committed dishonestly. 2. No history of entering into transactions that may cause a conflict of interest with the company.		

Profiles of the Auditor for the year 2024

PricewaterhouseCoopers ABAS Company Limited

1. Ms. NUNTIKA LIMVIRIYALERS (Certified Public Accountant No. 7358)

	Number of years as an auditor for the company : 5 years
	<ul style="list-style-type: none"> - Master degree in Management, New York Institute of Technology - Certified Public Accountant approved by the Office of the Securities and Exchange Commission, Thailand - Certified Public Accountant of Thailand
Work Experiences	2018 - Present : Partner, PricewaterhouseCoopers ABAS Co., Ltd.
	2014 - 2018 : Director, PricewaterhouseCoopers ABAS Co., Ltd.
	2000 - 2014 : Senior Manager - PricewaterhouseCoopers ABAS Co., Ltd.
No shares in the company nor relationship / interests in the Company and its subsidiaries, executives, major shareholders or related persons	

2. Mr. PISIT THANGTANAGUL (Certified Public Accountant No. 4095)

	Number of years as an auditor for the company : - - year
	<ul style="list-style-type: none"> - Bachelor of Accounting (Honors), Kasetsart University - Advanced Certificate in Auditing , Thammasat University - Master degree in Accounting, Faculty of Commerce and Accountancy Thammasat University - Certificate of Executive Development Program (EDP), Class 6, Thai Listed Company Association - Certificate in Asian Leadership, INSEAD Singapore - Certificate of Training for Leaders in the Promotion of Digital Economy (Digital CEO), Class 1 - Certificate of Training in Management Science Program for Executives Class 4
Work Experiences	2004 - Present : Partner, PricewaterhouseCoopers ABAS Co., Ltd.
	1996 - 2004 : Senior Manager, PricewaterhouseCoopers Co., Ltd.
No shares in the company nor relationship / interests in the Company and its subsidiaries, executives, major shareholders or related persons	

3. Ms. THITINUN WAENKAEW (Certified Public Accountant No. 9432)

	Number of years as an auditor for the company : - - year
	<ul style="list-style-type: none"> - Bachelor's degree in Accounting (Honors) Chulalongkorn University - Master of Business Administration Chulalongkorn University - Certified Public Accountant approved by the Office of the Securities and Exchange Commission, Thailand - Certified Public Accountant of Thailand
Work Experiences	2019 - Present : Partner, PricewaterhouseCoopers ABAS Co., Ltd.
	2015 – 2019 : Director, PricewaterhouseCoopers ABAS Co., Ltd.
No shares in the company nor relationship / interests in the Company and its subsidiaries, executives, major shareholders or related persons	

Articles of Association Relating to Shareholders' Meeting

1. Call for the Meeting

Chapter 4 Article 34

The general shareholders' meeting of the Company shall be held in the area where the head office of the Company is located or at any adjacent province.

Chapter 4 Article 36

In calling a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agendas of the meeting and the matters to be proposed to the meeting together with details as appropriate, by clearly stating whether such matters are proposed for information, for approval or for consideration, including the opinions of the Board of Directors towards said matters. The notice of such meeting shall be sent to the shareholders and the Registrar in accordance with Public Limited Company Law not less than seven (7) days before the meeting date, and published in a newspaper or it may use electronic advertising instead by proceeding according to the rules, methods and conditions as required by law

2. To give proxy

chapter 4 Article 38

At shareholders' meeting, the shareholder may appoint a proxy to attend the meeting and vote on his/her behalf. The instrument appointing a proxy shall be in writing, signed by the shareholder who appoints the proxy in accordance with the form as prescribed by the Registrar of the public company limited. The proxy form shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting. The proxy may be made by electronic means instead. It must use a method that is safe and reliable to ensure that the proxy is executed by the shareholder. and according to the criteria set by the registrar and at least have the following items:

- (1) The amount of shares held by such shareholder;
- (2) The name of the proxy;
- (3) The meeting (s) which the proxy is appointed to attend and vote.

3. Meeting Management

Chapter 4 Article 39

The shareholders' meeting shall be proceeded according to sequence of agenda as specified in the notice calling the meeting, except where the meeting will resolve to change the sequence of agenda with the votes of not less than two-third (2/3) of the number of shareholder present.

After the meeting considers the matters pursuant to the agenda completely, the shareholders who hold shares not less than one-third (1/3) of total shares sold may request the meeting to consider other matter(s) than the ones as listed in the notice calling the meeting.

In case the meeting cannot completely consider the agenda as specified in the notice calling the meeting or the matters as requested by the shareholders and there shall be adjourned, the meeting shall specify the venue, date and time of the subsequent meeting and the Board of Directors shall send the notice calling the meeting, specifying the venue, date, time and agenda, to the shareholders not less than sever (7) days prior to the meeting. In this regard, the meeting notice must be advertised in newspapers or may be used by means of electronic media advertising instead. By proceeding according to the rules, methods and conditions as required by law

Chapter 4 Article 40

The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In event the Chairman is not present at the meeting or unable to discharge his duties, Vice-Chairman (if any) shall act as the Chairman of the meeting. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the shareholders present shall elect one of them to be the Chairman of the meeting.

4. Quorum

Chapter 4 Article 37

At a shareholders' meeting, there shall be shareholders and proxies from shareholders (if any) not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, and such shareholders shall hold an aggregate number of shares not less than one-third (1/3) of the total number of shares sold, attending the meeting to constitute a quorum.

At any shareholders' meeting, in case after one (1) hour from the time fixed for the meeting, the number of shareholders attending the meeting is not sufficient to form a quorum as specified, if the shareholders' meeting was called upon a request of shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called upon a request of the shareholders, another meeting shall be convened and the notice of the meeting shall be sent to shareholders not less than seven (7) days before the meeting date. At the subsequent meeting, no quorum shall be required.

5. Voting

chapter 4 Article 41

At shareholders' meeting, every shareholder has one vote for each share.

In case that a shareholder has a special interest in any matter, he/she cannot vote on such matter, except of the election of directors.

chapter 4 Article 42

Except as specified otherwise by the Articles of Association or as stipulated by laws, any resolution of shareholders' meeting shall be passed by majority votes of shareholders attending the meeting and casting their votes.

The Resolution of shareholders' meeting in relation to the following matters shall be passed by not less than three-fourth (3/4) of votes of the shareholders attending the meeting and casting their votes;

- (1) To sale or transfer of the Company's business whether in whole or in significant part to other persons;
- (2) To purchase or accept the transfer of business of other public company or private company to the Company;
- (3) To act, amend or rescind any contract related to the lease of the Company's business whether in whole or in significant part, to assign other person to manage the Company's business or to amalgamate business with others with intention to share profit and loss;
- (4) To amend or modify the Company's Memorandum of Association or Articles of Association;
- (5) To increase or decrease of capital;
- (6) To issue debenture;
- (7) To amalgamate or dissolve the Company

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 12, 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent one day in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment/Enclosure 9) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
 - 2.1 Shareholders who are natural persons:
 - If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.

- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

Enclosure # 8 - Guidance and documents for the electronic meeting attendance (E-AGM)

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within April 12, 2024.

- Email channel : CS@armasia.com
- Postal channels: AMR ASIA PUBLIC COMPANY LIMITED 469 Soi Prawit Lae Phuean, Prachachuen Road, Lat Yao Subdistrict, Chatuchak District Bangkok 10900. Tel. (66) 2 589 9955 ext 294

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	http://amr.thekoble.com/agm/emeeting/index/1

2. Fill in the information of shareholders:

1. Securities holder account number;
2. Name (do not include a title)
3. Last Name
4. ID card number;
5. Choose to accept the terms and consent to access to personal information;
6. Press "Confirm"

3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.

1. Name - Surname (English);
2. Email to receive a link to attend the meeting;

3. Mobile phone number;
Self-Attending: Shareholder's mobile number.
Proxy: **Proxy's mobile number**. (Used to log in system).
4. Select the attendance type:
 - i. Attend the meeting in person via E-AGM;
 - ii. Authorize the natural persons to attend the meeting via E-AGM;
 - iii. Assign a proxy to an independent director;
5. Press "Next"

In the case of shareholders attending the meeting in person:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

In the case of appointing the natural person to attend the meeting via E-AGM:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

In the case of appointing a proxy to an independent director:

Enclosure # 8 - Guidance and documents for the electronic meeting attendance (E-AGM)

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from April 4, 2024 to April 19, 2024 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the April 17, 2024 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	

https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings
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4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment/Enclosure 10 or 11) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within April 12, 2024 via the following channels:

- By Email : CS@amrasia.com
- By mail : AMR ASIA PUBLIC COMPANY LIMITED 469 Soi Prawit Lae Phuean, Prachachuen Road, Lat Yao Subdistrict, Chatuchak District Bangkok 10900

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email : CS@amrasia.com
 - By mail : AMR ASIA PUBLIC COMPANY LIMITED 469 Soi Prawit Lae Phuean, Prachachuen Road, Lat Yao Subdistrict, Chatuchak District Bangkok 10900
Tel [\(66\) 2 589 9955](tel:(66)25899955) ext 294

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email : ir@amrasia.com
 - Telephone : 02 589-9955 Ext. 345
 - By mail : AMR ASIA PUBLIC COMPANY LIMITED 469 Soi Prawit Lae Phuean, Prachachuen Road, Lat Yao Subdistrict, Chatuchak District Bangkok 10900

2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting via
 - Q&A Chat channel for text messages;

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via email at cs@amrasia.com or telephone 02 589-9955 Ext. 294
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เอเอ็มอาร์ เอเชีย จำกัด (มหาชน)
Acceptance form: the invitation of online meeting of AMR Asia Pcl.

วันที่ Date.....เดือน Month.....พ.ศ. Year.....

- (1) ข้าพเจ้า..... .หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code
- (2) เป็นผู้ถือหุ้นของ บริษัท เอเอ็มอาร์ เอเชีย จำกัด (มหาชน) ถือหุ้นรวมทั้งสิ้น หุ้น
Being a shareholder of AMR Asia Public Company Limited totaling shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567

I would like to participate the E-AGM for Annual General Meeting 2024

- เข้าร่วมประชุมด้วยตัวเอง / Self-Attending
- มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting.

- (3) ข้อมูลในการแจ้งเข้าร่วมประชุม โปรดกรอกอีเมล และเลขหมายโทรศัพท์ เพื่อรับ URL / Link เข้าร่วมประชุม.

Please send the URL / Link to join the meeting by below email and Mobile Phone

กรณีมอบฉันทะ ให้ระบุ E-Mail และเบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ

In case of proxy, enter the email and mobile phone of Proxy grantee

EMAIL โทรศัพท์มือถือ Mobile

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ แผนผังการเข้าร่วมประชุม

Please submit the required document per the attached Flowchart of E-AGM meeting

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีประชุมไปยังอีเมล ที่ท่านได้ระบุ

Once you are verified, the company will send the Link to you for joining the meeting via email

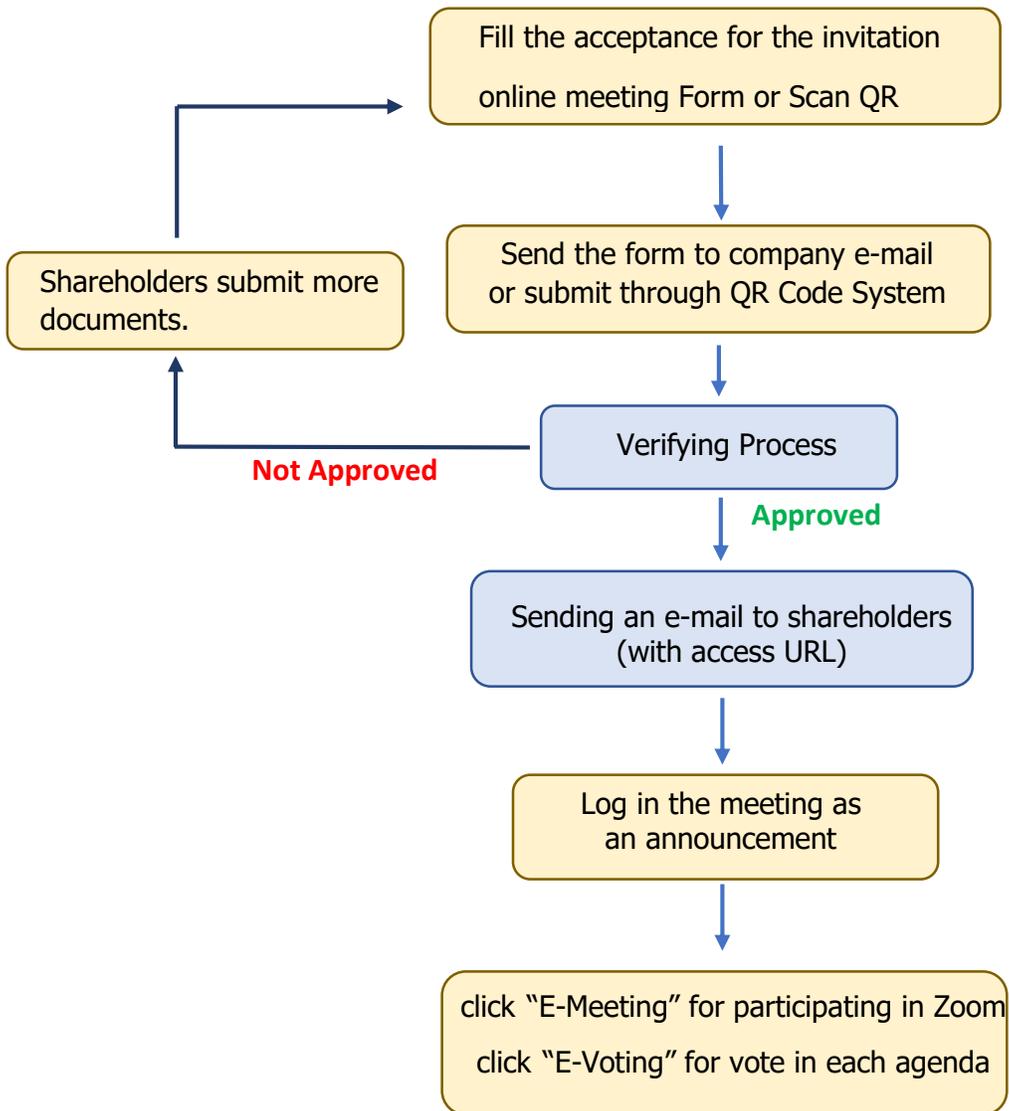
- (6) ในวันประชุม 19/4/2567 จะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้เพื่อร่วมประชุม ระบบเปิด 09.00 น.

On AGM Day 19/4/2024, prepare your Shareholder A/C No. and Passport/ Citizen ID to log in. ZOOM open at 9 am

ลงชื่อ/Signed

(.....) ผู้ถือหุ้น/Shareholder

E-AGM Flowchart



Procedures for attending the Electronic Annual General Meeting of Shareholders (E-AGM)

Shareholders



Submit the acceptance form to CS@amrasia.com or use QR Code within 12/4/2024



Shareholders

Shareholder attend the Meeting in person

Shareholder appoints a proxy

Fill the Acceptance Form or QR code

1. Please clearly fill in your e-mail and phone number.
2. Please attach a copy of valid Identification Card with self-certified as true and correct.



The Company sends log-in detail and E-AGM manual via e-mail (within 17/4/2024)



In case you do not receive the e-mail within 17/4/2024 or your username and password are lost, please contact the Company immediately. (Please check your Junk E-mail)



E-Meeting Room open 9 am. For any Technical problem, Please contact OJ International Co. as prescribed in the E-Mail

Fill in the Acceptance Form or QR Code and submit the following documents

1. Fill in the Acceptance Form by specifying the name of proxy who you appoint to attend the meeting and vote on your behalf.
2. Fill the Proxy Form completely, with signature of both the proxy grantor and the proxy.
3. In case you wish to appoint an independent director to attend and vote on your behalf, please choose one of the directors specified on the Invitation Letter of the E-AGM.
4. Supporting documents for the appointment of proxy for Juristic person:
 - A copy of the Affidavit or Certificate of Incorporation
 - A copy of valid ID card of the authorized director, with self-certified as true and correct
 - A copy of valid ID card of the proxy with self-certified as true and correct
5. Supporting documents for the appointment of proxy for individual
 - A copy of valid ID card of the proxy grantor, with self-certified as true and correct
 - A copy of valid ID card of the proxy with self-certified as true and correct

After meeting, Shareholders can submit the relevant documents to the following address:
 AMR ASIA Pcl.
 Company Secretary
 469 Soi Prawit Lae Phuaen,
 Prachachuen Road,
 Lad Yao, Chatuchak, Bangkok
 10900



Channels for questions submission prior to the meeting date

1. E-mail : ir@amrasia.com
2. Tel. : 02 589-9955 Ext. 345
3. Mail: Mailing Address Above

Procedures for casting vote and submitting questions during the meeting

1. After you are logged in, you can click "Vote" during each agenda. Click on the voting option that you wish to choose and click submit. (In case that you did not cast your vote in any agenda, the system will automatically count your vote as "approve.")
2. Questions can be submitted via Zoom chat box.

E-AGM system manual

Please find E-AGM system manual sent via E-mail. Should you have any question, please contact OJ International Company Limited.

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

สิ่งที่ส่งมาด้วย / Enclosure 10
Page 1/2

(ปิดอากรแสตมป์ 20 บาท)
(Please attach Bt. 20 stamp duty)



การมอบฉันทะในฐานะเป็นผู้ถือหุ้น
ของบริษัท เอเอ็มอาร์ เอเชีย จำกัด (มหาชน)
A proxy is granted by a shareholder of AMR Asia Pcl.

เขียนที่
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____ ซอย _____
I/We _____ nationality residing/located at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road Tambol/Kwaeng Amphur/Khet Province
รหัสไปรษณีย์ _____
Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอเอ็มอาร์ เอเชีย จำกัด (มหาชน) ("บริษัท")
Being a shareholder of AMR Asia Pcl. ("Company")
โดยถือหุ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of shares and rights to vote equal to votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the rights to vote equal to votes
 หุ้นบริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share shares and rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
ที่ 1. และระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing No. 1,
please mark ✓ at 1. and give the
details of proxy (proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
✓ ที่ 2. กล่องใดกล่องหนึ่ง
If you make proxy by choosing No.
2, please mark ✓ at 2 any box

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ
 นาย สมศักดิ์ จันทร์น้อย ตำแหน่ง กรรมการอิสระ / ประธานกรรมการ
Appoint Mr. Somsak Chanoi, Independent Directors / Chairman

อายุ 73 ปี อยู่บ้านเลขที่ 7/285
age 73 years residing/located at no. 7/285
ถนน - ตำบล/แขวง บางเมือง อำเภอ เมือง
Road - Tambol/Kwaeng Bangmueng Amphur/Khet Mueng
จังหวัด สมุทรปราการ รหัสไปรษณีย์ 10270
Province Samutprakarn Postal Code 10270

นาย วัชร จัตตวิริยะ ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ
Appoint Mr. Watchara Chatwiriya, Independent Directors / Audit Committee

อายุ 60 ปี age 60 years
ที่อยู่ สถาบันเทคโนโลยีพระจอมเกล้าเจ้าคุณทหารลาดกระบัง
Address King Monkut's Institute of Technology Ladkrabang
เลขที่ 1 ตึก ECC Building หมู่ 1 ลาดกระบัง
residing/located at no. 1 ECC Building Moo 1 Ladkrabang
ถนน จลองกรุง ตำบล/แขวง ลำปลาทิว อำเภอ ลาดกระบัง
Road Chalong Krung Kwaeng Lampratew Amphur/Khet Ladkrabang
จังหวัด กทม รหัสไปรษณีย์ 10520
Province Bangkok Postal Code 10520

*รายละเอียดประวัติกรรมการอิสระปรากฏตามลิงค์
Details of members of the Independent Directors of the Company are specified in*

<https://www.amrasia.com/th/management/board-of-directors>

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 ผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday April 19, 2024 at 10.00 a.m. via E-Meeting or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)
(Form with fixed and specific details authorizing proxy)อากรแสตมป์ 20 บาท
Please attach Bt. 20 stamp dutyเลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder registration number Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ nationality residing at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road Tambol/Kwaeng Amphur/Khet Province
รหัสไปรษณีย์ _____
Postal Code(2) เป็นผู้ถือหุ้นของบริษัท เอเอ็มเออาร์ เอเชียจำกัด (มหาชน) ("บริษัท")
Being a shareholder of AMR ASIA Public Company Limited ("Company")
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows

- หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the rights to vote equal to votes
- หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย
✓ ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No.1, please mark ✓ at 1.
and give the details of proxy
(proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย .
✓ ที่ 2 .กล่องใดกล่องหนึ่ง
If you make proxy by choosing No. 2, please mark ✓ at 2 any box

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ
 นาย สมศักดิ์ จันทร์น้อย ตำแหน่ง กรรมการอิสระ / ประธานกรรมการ
Appoint Mr. Somsak Channo, Independent Directors / Chairman
อายุ 73 ปี อยู่บ้านเลขที่ 7/285
age 73 years residing/located at no. 7/285
ถนน _____ ตำบล/แขวง บางเมือง อำเภอ _____ เมือง
Road - Tambol/Kwaeng Bangmueng Amphur/Khet Mueng
จังหวัด สมุทรปราการ รหัสไปรษณีย์ 10270
Province Samutprakarn Postal Code 10270

นาย วัชร ฉัตรวิริยะ ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ
Appoint Mr. Watchara Chatwiriya , Independent Directors /Audit Committee

อายุ 60 ปี
age 60 years
อยู่ สถาบันเทคโนโลยีพระจอมเกล้าเจ้าคุณทหารลาดกระบัง
King Mongkut's Institute of Technology Ladkrabang
เลขที่ 1 ตึก ECC
residing/located at #1 ECC Building
ถนน จลองกรung ตำบล ล้าปลาทิว อำเภอ ลาดกระบัง
Road Chalongkrung Tambol Lamplatew Amphur Ladkrabang
จังหวัด กทม. รหัสไปรษณีย์ 10520
Province Bangkok Postal Code 10520

รายละเอียดประวัติกรรมการอิสระปรากฏตามลิ้งค์

Details of members of the Independent Directors of the Company are specified in

<https://www.amrasia.com/th/management/board-of-directors>

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ ศุกร์ที่ 19 เมษายน 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday April 19, 2024 at 10.00 a.m. via Electronic Meeting or such other date, time and venue as the meeting may be held.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:

- วาระที่ 1 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566**
Agenda Item No. 1 **To certify the minutes of the 2023 Annual General Meeting of Shareholders**
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 - ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

- วาระที่ 2 **พิจารณาทราบผลการดำเนินงานของบริษัทประจำปี 2566**
Agenda Item No. 2 **To acknowledge the Company's 2023 operating results**
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

- วาระที่ 3 **พิจารณาและอนุมัติงบการเงินของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566**
Agenda Item No. 3 **To consider and approve the financial statements for the year ended 31 December 2023**
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 - ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

- วาระที่ 4 **พิจารณาและอนุมัติการจัดสรรเงินกำไรส่วนหนึ่งเพื่อเป็นทุนสำรองตามกฎหมายและการกระจายเงินปันผล สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566**

Agenda Item No. 4 **To consider and approve the appropriation of profits as a legal reserve and non-payment of dividend for operating results as of 31 December 2023**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 **พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

Agenda Item No. 5 **To consider and approve the election of directors to replace those who retire by rotation**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

- ก. เลือกตั้งกรรมการทั้งหมด
A. Election of entire nominated directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
B. Election of each nominated directors
1. ชื่อกรรมการ นายเจษฎา พรหมจาด
Director's name Mr. Jessada Promjart
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
2. ชื่อกรรมการ นายกิตติรัฐ ทวีลาภ
Director's name Mr. Kittirat Thavilab
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
3. ชื่อกรรมการ นายณัฐชัย ศิริโก
Director's name Mr. Natthachai Siriko
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 **พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่**

Agenda Item No. 6 **To consider and approve the appointment of new directors**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
Election of each nominated directors
- ก. แต่งตั้งกรรมการทั้ง 2 ท่าน
A. To appoint both 2 new directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ข. แต่งตั้งกรรมการเป็นรายบุคคล
B. Election of each nominated directors
1. ชื่อกรรมการ นายพนิต วิกิตเศรษฐ์
Director's name Mr. Panich Vikitsreth
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
2. ชื่อกรรมการ นายพฤทธิพงษ์ ธาราพิมาณ
Director's name Mr. Pruetthipong Tharaphimaan
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 7 **พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2567**
 Agenda Item No. 7 **To consider and approve the determination of the director's 2024 remuneration**
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 8 **พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2567**
 Agenda Item No. 8 **To consider and approve the appointment of the auditor, and their 2024 remuneration**
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 9 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
 Agenda Item No. 9 **Other matters (if any)**
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
 Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้มอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเอ็มเออาร์ เอเชีย จำกัด (มหาชน)
A proxy is granted by a shareholder of AMR ASIA Public Company Limited

ในประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 19 เมษายน 2567 เวลา 10.00 ผ่านสื่ออิเล็กทรอนิกส์หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2024 Annual General Meeting of Shareholders on April 19, 2024 at 10.00 a.m. via electronic media, or such other date, time and venue as the meeting may be held.

-
- วาระที่ _____ เรื่อง _____
Agenda item no. Re :
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ _____ เรื่อง _____
Agenda item no. Re :
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ _____ เรื่อง _____
Agenda item no. Re :
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(ปิดอากรแสตมป์ 20 บาท)
(Please attach Bt. 20 stamp duty)

สิ่งที่ส่งมาด้วย / Enclosure 12

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้
คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)
(For the shareholders who are specified in the register as foreign investor and has
appointed a custodian in Thailand to be a share depository and keeper)



เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder registration number Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ nationality residing/located at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road Tambol/Kwaeng Amphur/Khet Province
รหัสไปรษณีย์ / Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) / ให้กับ As the custodian of _____
ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอเอ็มเออาร์ เอเชีย จำกัด (มหาชน) (“บริษัท”)
Being a shareholder of AMR Asia Pcl. (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง	ดังนี้
Holding the total number of _____ shares	and have the rights to vote equal to _____ votes	as follows
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง	
ordinary share _____ shares	and have the rights to vote equal to _____ votes	
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง	
preference share _____ shares	and have the rights to vote equal to _____ votes	

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย
✓ ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No.1, please mark ✓ at 1. and
give the details of proxy (proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย .
✓ ที่ 2 .กล่องใดกล่องหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at 2 any box

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ
 นาย สมศักดิ์ จันทร์น้อย ตำแหน่ง กรรมการอิสระ / ประธานกรรมการ
Appoint Mr. Somsak Channoi, Independent Directors / Chairman

อายุ 73 ปี อยู่บ้านเลขที่ 7/285
age 73 years residing/located at no. 7/285
ถนน - ตำบล/แขวง บางเมือง อำเภอ _____ เมือง _____
Road - Tambol/Kwaeng Bangmueng Amphur/Khet Mueng
จังหวัด สมุทรปราการ รหัสไปรษณีย์ 10270 หรือ
Province Samutprakarn Postal Code 10270

นาย วัชร ชาติวรวิริยะ ตำแหน่ง กรรมการอิสระ / กรรมการตรวจสอบ
Appoint Mr. Watchara Chatwiriya, Independent Directors / Audit Committee

อายุ 60 ปี

age 60 years

อยู่ สถาบันเทคโนโลยีพระจอมเกล้าเจ้าคุณทหารลาดกระบัง

King Mongkut's Institute of Technology Ladkrabang

เลขที่ 1 ดึก ECC

residing/located at #1 ECC Building

ถนน ฉลองกรุง ตำบล ลำปลาทิว อำเภอ ลาดกระบัง

Road Chalongkrung Tambol Lamplatew Amphur Ladkrabang

จังหวัด กทม. รหัสไปรษณีย์ 10520

Province Bangkok Postal Code 10520

รายละเอียดประวัติกรรมการอิสระปรากฏตามลิงค์

Details of members of the Independent Directors of the Company are specified in

<https://www.amrasia.com/th/management/board-of-directors>

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 ผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Wednesday April 19, 2024 at 10.00 a.m. via E-Meeting or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda Item No. 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2566

Agenda Item No. 2 To acknowledge the Company's 2023 operating results.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3
Agenda Item No. 3

เรื่อง พิจารณาและอนุมัติงบการเงินของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566
To consider and approve the financial statements for the year ended 31 December 2023

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 4
Agenda Item No. 4

พิจารณาและอนุมัติการจัดสรรเงินกำไรส่วนหนึ่งเพื่อเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566
To consider and approve the appropriation of profits as a legal reserve and non-payment of dividend for operating results as of 31 December 2023

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 5
Agenda Item No. 5

เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
To consider and approve the appointment of directors replacing those retire by rotation.

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- ก. เลือกตั้งกรรมการทั้งหมด
A. Election of entire nominated directors
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
B. Election of each nominated directors
1. ชื่อกรรมการ นายเจษฎา พรหมจาด
Director's name Mr. Jessada Promjart
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes
2. ชื่อกรรมการ นายกิตติรัฐ ทวีลาภ
Director's name Mr. Kittirat Thavilab
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes
3. ชื่อกรรมการ นายณัฐรัชย์ ศิริโก
Director's name Mr. Natthachai Siriko
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 6
Agenda Item No. 6

พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่
To consider and approve the appointment of new directors

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- Election of each nominated directors
- ก. แต่งตั้งกรรมการทั้ง 2 ท่าน
A. To appoint both 2 new directors
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

ข. แต่งตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายพนิต วิจิตเสรษฐ์

Director's name Mr Panich Vikitsreth

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

2. ชื่อกรรมการ นายพฤทธิพงษ์ ธาราพิมาณ

Director's name Mr. Pruetthipong Tharaphimaan

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 7

พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

Agenda Item No. 7

To consider and approve the determination of the director's 2024 remuneration

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 8

เรื่อง พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2567

Agenda Item No. 8

To consider and approve the appointment of the auditor, and their 2024 remuneration

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 9

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item No 10

Other matters (if any)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้มอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเอ็มอาร์ เอเชีย จำกัด (มหาชน)
A proxy is granted by a shareholder of AMR Asia Public Company Limited

ในประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 ผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา หรือสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on Wednesday April 19, 2024 at 10.00 a.m. via E -Meeting or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

Profiles of the independent directors as proxy grantees (1/2)



Name - Surname	Mr. Somsak Channoi
Current position	Chairman of the Board / Independent Director
Age	73 years
Interest in the meeting agenda	n/a
Nationality	Thai
Educations	- Master of Public Administration National Institute of Development Administration - Bachelor of Engineering Khon Kaen University
Director training	- Director Certification Program (DCP) course, class 281/2019
Holding shares in the company	580,000 shares (0.10%) as of 31/12/2023
Number of years as a director	3 years from converting to a public company (25/3/2021)
Work experience in the past 5 years	2009 - 2010 Deputy Governor, Metropolitan Electricity Authority 2006 - 2008 Assistant Governor Metropolitan Electricity Authority
Attending Board meetings In the past year (times)	2023 : 10/10
Other current positions Holding positions in other listed companies - none Holding positions in other businesses that are not listed companies – none Relationships with executives or shareholders, holding positions as directors/executives In other businesses that may cause conflicts Benefits to the company - none	

Details of independent director as proxy grantees (2/2)



Name - Surname	Dr. Watchara Chatwiriya
Current position	Independent Director / Audit Committee Member / Nomination and Compensation Committee
Age	60
Interest in the meeting agenda	n/a
Nationality	Thai
Educations	<ul style="list-style-type: none"> - Ph.D. - Computer Engineering, West Virginia University, USA - Master degree in Engineering (Computer Engineering), King Mongkut's Institute of Technology Ladkrabang - Bachelor degree in Engineering (Computer Engineering), King Mongkut's Institute of Technology Ladkrabang
Director's training	<ul style="list-style-type: none"> • Director Certification Program (DCP 223/2016) • Director Certification Program Diploma Examination (52/2016) • Successful Formulation and Execution of Strategy (SFE 28/2016) • Risk Management Program for Corporate Leaders (RCL 4/2016) • Financial Statements for Directors (FSD 33/2017) • Boards Matters and Trend (BMT 5/2018) • IT Governance & Cyber Resilience Program (ITG 08/2018) • Boards that Make a Difference (BMD 8/2018) • Role of the Chairman Program (RCP 45/2019)
Holding shares in the company	n/a
Number of years as a director	2 years from 27/4/2565
Work experience in the past 5 years	1987 – Present Lecturer, Department of Computer Engineering King Mongkut's Institute of Technology Ladkrabang 2016 – 2019 Director Bank for Agriculture and Agricultural Cooperatives
Attending Board meetings In the past year (times)	- 2566 : 9/10
Other current positions Holding positions in other listed companies - none Holding positions in other businesses that are not listed companies – none Relationships with executives or shareholders, holding positions as directors/executives In other businesses that may cause conflicts Benefits to the company - none	

QR Code application procedures Instruction for using QR Code

According to the Stock Exchange of Thailand by Thailand Securities Depository Company Limited as a registrar Securities have developed a system for companies listed on the Stock Exchange of Thailand. Submit the annual report or other files in electronic format via QR Code so that shareholders can easily and quickly view the information. Shareholders can download information via QR Code as follows:

For IOS operating system

1. Turn on the camera on your mobile phone.
2. Scan (point the camera on your mobile phone) the QR Code.
3. The screen will show a warning message. (Notification) above, press that message. to view the data files as they appear.

Note: If there is no notification (Notification) on the phone can scan QR Code from other applications such as QR CODE READER, Facebook and Line, etc.

Android operating system

Download other applications such as CODE READER, Facebook or Line.

Procedure for scanning QR Code via Line

1. Go into Line and select add friend, select QR Code, scan QR Code.
2. Scan the QR Code to view various information.

Privacy Notice for the Annual General Meeting of Shareholders of AMR Asia Public Company Limited

Amr Asia Public Company Limited (the "**Company**") is aware of the privacy of shareholders and/or of the proxy ("**you**") who attend annual general meeting of shareholders ("**meeting of shareholders**"). Thus, the Company provides this privacy notice to inform you in relation to the collection, use and disclosure of personal data of individual, including rights, security procedures, safety of your personal data, and the contact channels with the Company in accordance with the Personal Data Protection Act B.E. 2562 ("**PDPA**"), relevant laws and regulations, as follows:

1. **Personal Data Processing:** The Company has to collect the personal data of shareholders to organize the meeting of shareholders. The collection of personal data is as follows:

1.1 General personal data, which includes given name, alias, nationality, age, mailing address, email address, telephone number, facsimile number, identification card photo, identification number, passport information, alien identification information, driving license, signatures, CCTV recording, including images and photos, visual images, voice recordings, and video recordings that record the interaction between you and the Company during the meeting.

2. **Purposes of Personal Data Processing:** The Company will process personal data of shareholders on the following proposes;

2.1 On legal obligation basis

- the Company will collect and use the personal data of shareholders as specified in No. 1.1 to call, conduct, and proceed the meeting of shareholders, which includes identifications of shareholders, delivery of related documents, and other processing to fulfil the resolution of the meeting and the law. Furthermore, this is to comply with law, notice and regulations from other government agencies with legal authority as stated in Public Limited Companies Act, B.E. 2535 and other related laws.

- the Company will collect and use the personal data of shareholders as specified in No. 1.2 to process the meeting of shareholders in accordance with the COVID-19 pandemic situation and for other procedures stated by law in accordance with Communicable Diseases Act, B.E. 2558, Emergency Decree on Public Administration in Emergency Situations B.E. 2548 and other related laws.

2.2 On legitimate interest basis

- the Company will collect and use the personal data of shareholders as specified in No. 1.1 to record the meeting minutes and as proved of attendance in the meeting of shareholders. Furthermore, this is for further processing related to legitimate interest of the Company and other persons, which could be expected reasonably by shareholders.

- the Company will collect and use the records of images and videos from CCTV of the shareholders for benefits and security measures in processing of the meeting in order to fulfil and achieve purposes set by you and the Company.

- the Company will process and keep the record of images and videos of meeting of shareholders to insert in minutes of meeting and for public relations via electronic and publications. The record of image and videos of the meeting of shareholder may include the images and names of the shareholders to achieve purposes of the meeting of shareholders.

3. **Sources of Personal Data:** The Company receives your personal information directly through the transmission of files through various media, including the website, electronic mail, postal mail and/or through related parties. The information will be received through methods i.e. website, electronic mail, postal.

4. **Processing of personal data:** Upon that the Company receives your personal data as specified in No. 4., the Company has to collect and use your personal data as specified in No. 2. The

Company may have to disclose your personal data to related government agencies in order to achieve the purpose of processing your personal data and to comply with the basis as specified in No. 3.

5. **Retention of Personal Data**: The Company will retain your personal data for a period of ten years.

6. **Data Subjects' Rights**: You can exercise your rights as follows: you have the right to access your personal data and obtain copy from the Company and disclose the sources of retrieved personal data without your consent including you also have the right to rectify your inaccurate personal data. You have the right to data portability your personal data to other data controllers, or yourself. You also have the right to object the processing of your personal data.

You may contact Executive Office of the Company at E-mail : inhouselegal@amrasia.com or by mail at Legal and Contract Management Department of AMR Asia Pcl. As follows

AMR Asia Public Company Limited

469 Soi Prawit Lae Phuaen, Prachachuen Road,

Lad Yao, Chatuchak, Bangkok 10900 to file a request for action under the above rights.

In case of the exercising the rights mentioned above, no extra costs incurred. The Company will consider and inform you with the result of your request within 30 days from the date that the Company has received your said request.

In case the Company or employees have violated or not followed the PDPA, you can lodge the complaint to the Office of the Personal Data Protection Commission (PDPC) at The Government Complex Commemorating His Majesty, Rattapasartpakdi Building, Chaeng Watthana Road Bangkok Telephone 0 2142 1033 E-mail: pdpc@mdes.go.th