



Invitation to the Extraordinary General Meeting of Shareholders

No. 1/2020

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED

1st October 2020 at 13.30 hrs.

Fortune 1-2 Hall, 3rd floor, Grand Mercure Bangkok Fortune

No. 1 Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District,

Bangkok 10400

**For prompt registration, please bring the registration form to
attend the Meeting which displayed the barcode to present to
the registration officer on the Meeting day**

No Souvenirs In order to comply with the guidelines of the Securities and Exchange Commission which have a campaign to reduce / stop the distribution of souvenirs at the General Meeting of Shareholders. However, the Company still arranges drinks and snacks to welcome shareholders and proxies attending the meeting.

16th September 2020

Subject: The Invitation to the Extraordinary General Meeting of Shareholders No. 1/2020

To: Shareholders of Comanche International Public Company Limited

- Attachments:**
1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholders, held on 10th July 2020 (Supporting document for Agenda 1)
 2. Company Articles related to the Meeting of Shareholders
 3. Information about independent directors appointed by the Company to be proxy from shareholders and definition of independent directors
 4. Documentary evidence that must be presented in the registration to attend the meeting
 5. Map of the meeting place
 6. Proxy Form A, Form B, and Form C.
 7. Registration form (Please bring to register on the meeting date)

Regarding the Board of Directors' Meeting of Comanche International Public Company Limited (the “**Company**”) No. 7/2020, on 7th August 2020, it resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2020 and authorized Mr. Somboon Sukheviriya, Chief Executive Officer, to have the approval authority to consider changing the date, time, location, and format of the meeting venue, which will be held on Thursday 1st October 2020 at 13.30 hrs. at **the Fortune Hall 1-2, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400.**

To accommodate shareholders to access information more conveniently and quickly, the Company has published the invitation letter to the Annual General Meeting of Shareholders together with supporting documents for the meeting on the Company's website (<http://investor.comancheinternational.com/home/>) in advance to allow shareholders to have sufficient time to study meeting information in advance. In this connection, the Board of Directors has determined to consider various matters according to the following agendas.

Agenda 1 **Consideration and certification of the Minutes of the 2020 Annual General Meeting of Shareholders.**

Facts and Reasons:

The Company held the 2020 Annual General Meeting of on 10th July 2020. The minutes of meeting was prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of Shareholders and published on the Company's website and, the Company did not receive any proposals to amend the minutes. In this connection, the copy of the minutes of the meeting is attached as per Attachment No. 1.

Opinion of the Board of Directors:

The minutes of the 2020 Annual General Meeting of Shareholders, which was held on 10th July 2020, was recorded correctly and completely. Therefore, agreed to propose to the shareholders' meeting to certify the said minutes.

Voting:

This agenda must be approved by a majority vote of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 2 **Consider and approve the amendment of objectives for the utilization of capital received from the initial public offering (IPO).**

Facts and Reasons:

This is in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 39/2016, Re: Application for and Approval of Offer for Sale of Newly Issued Shares, item 38 (6) (a). If there is a change in the purpose of use of funds as specified in the application for approval or the registration statement of securities and prospectus offering, it must receive approval from the shareholders' meeting with a vote of not less than three-fourths of the shareholders who attend the meeting and have the right to vote without any objection more than 10 percent of the total votes of the shareholders who attend the meeting and having the right to vote, and the Notification of the Capital Market Supervisory Board Tor Chor. 71/2018, Re: The report on the invitation to the shareholders' meeting of the company that has changed the purpose of use of funds according to the offering newly issued shares form and draft prospectus.

Opinion of the Board:

Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to consider and approve the change in objectives for the utilization of capital received from the initial public offering (IPO) with details as follows.

Originally, the Company had the objectives to use the capital as specified in the prospectus to offer the additional share capital of the Company as follows.

Objective of capital utilization		Amount (million Baht)	The estimated period of capital utilization
1.	Used to develop program and solutions related to the Company and subsidiaries	30.0	2016 – 2017
2.	Use as a working capital to the Company and subsidiaries	30.3	2016 – 2018
3.	Budget to invest in other companies	189.0	2017 – 2018
Total		249.3	

The objectives of capital utilization are as follows

Use to develop program and solutions related to the Company and its subsidiaries

The Company continuously supports research and development both in terms of increasing the quality and efficiency of the product and increase product value as well as improving internal working processes to increase work efficiency which is considered an important factor to increase competitiveness and leadership in the hotel software industry in the country. As such, the Company and subsidiaries have significant research and development projects that have been completed during 2013-2015 such as CMMI Certification, the project of the program for mobile device development

The research and development projects that are being implemented during 2016-2017 are the development of the Web-based (Cloud-based) Application version program, the research and development project of the Hotel Business Intelligence System to be connected with the system with Big Data which the Company had seen that it was unable to proceed because the Company had sold the whole amount of shares held in the MSL Software (Thailand) Company Limited as announced on 26th February 2018.

Use as a working capital to the Company and its subsidiaries

The Company had working capital as of 30th June 2020, in cash and cash equivalents, including other financial assets, of Baht 376.13 million. The Company, therefore, sees that the Company and subsidiaries' working capital is enough to continue the business which the Company had only used funds from the capital increase under the objectives to use as working capital of the Company and subsidiaries of Baht 7 million and had no plans to use the funds from the capital increase.

Budget to invest in other companies

The Company aims for 2017-2018 to expand the scope of business from being a leader in developing and providing a comprehensive national hotel management software to become a leader in developing and providing a full range of national tourism software which will be an important basis to drive the Company, being the regional leader in the next step.

To achieve this goal, the Company aims to study the opportunity to invest in other companies which is the developer and service provider of other important tourism-related software by 2018, including the restaurant management system, golf and membership management system, and booking systems for tourism both business-to-business (B2B) and customer-to-business (B2C), etc. The system of the said program must be able to be connected to the hotel management system of the Company, which will help to create more value for the program of the Company and promote the Company's competitiveness in the long run.

The Company has outlined the important criteria and frameworks for companies to invest as follows.

1. Being a developer, installer, and provider of a comprehensive restaurant management system, including table reservation systems, billing, cost calculation as well as keeping a record of customer service usage.
2. Being a developer, installer, and provider of a golf course management system and members, which has a complete program to support work ranging from reservations, billing, accounting, and administrative work as well as storing customer service history.
3. Being the developer, installer, and provider of a reservation service for tourism both Business-to-Business (B2B) and Business-to-Customer (B2C) directly, which offers reservation programs related to hotels, restaurants, golf courses, airports, and car rentals to accommodate reservations from tourists from one source, facilitating the tourists and promoting tourism by increasing the number of bookings and the use of complete tourism services.

The reason and necessity

It is because the Company has used capital to develop programs and solutions related to the Company and subsidiaries, including that the Company and subsidiaries' working capital is considered to be enough and the joint investment in other companies as planned for the future investment is completed with capital remaining from the capital increase of Baht 125.36 million. Moreover, the business of development, installation and services for tourism may not be sufficient for sustainable business growth, the Company, therefore, deemed appropriate be proposed to shareholders considering the change in objectives for the capital utilization received from the initial public offering (IPO). As of 30th June 2020, the Company had money from capital increase according to the report of the utilization of capital increase, dated 24th July 2020, with the following details.

Unit : million Baht

Objective of capital utilization	Planned Spending Amount	Accumulated spending amount as of 30 th June 2020	Remaining amount as of 30 th June 2020
Use to develop program and solutions related to the Company and subsidiaries	30.00	8.61	21.39
Use as a working capital to the Company and subsidiaries	30.30	7.00	23.30
Budget to invest in other companies	189.00	108.33	80.67
Total	249.30	123.94	125.36

The newly proposed objectives of capital utilization

Objectives of capital utilization	Amount (million Baht)	The estimated period of capital utilization
Invest in the tourism service business or tourism-related businesses, either directly or indirectly	62.68	Within 2023
Invest in technology service businesses in various industries	62.68	Within 2023
Total	125.36	

By changing the objectives, the objective of capital utilization of capital received from the initial public offering (IPO) will be used to invest in the tourism service business or tourism-related businesses, either directly or indirectly, and in technology service businesses in various industries. If there are such investments in the future, it will be still in accordance with the criteria of acquisition or disposition of assets, which can be divided into 2 objectives for using capital into 2 objectives as follows:

1. Invest in tourism service business or tourism-related businesses, either directly or indirectly

The Company has a goal between 2020 - 2023 to expand the scope of business, from being a leader in the development and service of integrated tourism programs in the national level, to become the leader in tourism services or tourism-related businesses, either directly or indirectly.

To achieve that goal, the company aims to study the feasibility of investment or joint investments with other companies which is a service provider in the tourism industry such as hotel business, restaurant business, golf course business, spa business, booking business for tourism, group tour businesses, etc., which will help create added value for the Company and promote the Company's competitiveness in the long run.

2. Invest in technology service businesses in various industries

The Company has a goal between 2020 - 2023 to invest or co-invest with other technology companies which is a business that increases competitiveness in which every business will use technology to develop both in terms of work processes and thought processes. It is a suitable business for the Company due to the Company has a background in programming which is the beginning of an important technology. The Company can adapt to all businesses that need technology such as E-Commerce, logistic, health care, startup, and agriculture, etc.

The Board of Directors is of the opinion that the Company operations, in the past, it was in line with the purpose of using the capital increase received from the initial public offering of the newly issued ordinary shares, namely the technology and tourism industries which makes it impossible to separate. Therefore, the change of objectives will make the business operation to be more flexible. Also, during the COVID-19 situation, there are changes in the lifestyle of consumer groups, as a software developer for a long time, therefore turning difficulties into opportunities enabling the Company to grow sustainably by expanding the business widely and do not keep the Company in only one business. Therefore, the Board of Directors has considered and approved the change in the purpose of utilizing the capital increase received from the initial public offering (IPO) to propose to the shareholders' meeting. However, the change in the purpose of utilization of capital increase received from the initial public offering (IPO) remains uncertain until it has been approved from the Extraordinary General Meeting of Shareholders No. 1/2020.

The amount that the Company wishes to change is Baht 125.36 million with the estimated time spent within 2023. By this change of objectives, the Company expects the shareholders to benefit because the Company has already completed the original purpose of utilization of the capital increase received

from the initial public offering of the newly issued ordinary shares (IPO), and there was a remaining amount of Baht 125.36 million. Regarding this change, the Company will be able to study interesting projects in the future with the plan for the utilization of the capital after the change, if it is insufficient, the Company still has operating cash that can be invested under the said plan. In addition, the Company expects no negative impact on the Company in changing its objectives this time.

Voting:

This agenda must be approved by a vote of not less than three-fourths of the shareholders who attend the meeting and have the right to vote with no objection from 10 percent of the total number of votes of the shareholders who attend the meeting and having the right to vote.

Agenda 3 To Consider Other Matters (if any)

Facts and Reasons:

According to the Public Limited Companies Act B.E. 2535, Section 105, paragraph two, specified that when the meeting has finished under paragraph one, shareholder(s) who have a total of not less than one-third of the total number of shares or not less than 44,666,666 shares from the total number of 134,000,000 shares, may request the meeting to consider other matters other than those specified in the meeting invitation.

Opinion of the Board:

Agreed that this agenda should be available for shareholders to raise questions and / or comment on various matters without voting, but if the shareholder wishes to propose to the consideration and vote, said matters must be in accordance with the conditions of the law under Section 105 paragraph two mentioned above.

In this regard, the Company has specified the list of shareholders who have the right to attend the meeting of shareholders and vote on 21st August 2020 and collected the names under Section 225, paragraph three of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) by closing the share register book on 21st August 2020.

In addition, the Company has published the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2020 together with supporting documents on the Company's website (<http://investor.comancheinternational.com/home/>) under “**Investor Relations**” section, and if the



shareholders have any questions that require the Company to clarify the matter of proposed agendas, shareholders may send their questions in advance at ir@comancheinternational.com.

Therefore, shareholders are kindly invited to attend the meeting according to the date, time, and location mentioned above. The Company will commence the registration from 12.30 hours onwards, and shareholders wishing to attend the meeting may attend the meeting by themselves or appointing another person to attend the meeting and vote on their behalves in the meeting. In order to assist the meeting registration to be more convenient, shareholders or proxies are kindly requested to bring the evidence as per Attachment 4 and 7 to present the right to attend the meeting. In case of the shareholders choosing to appoint an independent director of the Company to participate and vote on their behalves, please send the evidence as per Attachment 6 and 7 back to the Company before the meeting date (Please send before 25th September 2020, if sent by post).

The Company is aware and concerned about the health and safety of shareholders and meeting participants. Therefore, the meeting will be held under the principles set by the authorities as well as revealing the measures and guidelines for the meeting under the COVID-19 pandemic situation, including the details of the Extraordinary General Meeting of Shareholders No. 1/2020 and the said agendas in advance before the meeting on the Company's website at <http://investor.comancheinternational.com/home/>. In case of any queries, please contact the investor relations, tel. 02-693-3569.

Yours Sincerely,

(Mr. Somboon Sukheviriya)
Chairman of the Board



Minutes of the 2020 Annual General Meeting of Shareholders
Comanche International Public Company Limited (“the Company”)
at Platinum Hall, 3rd Floor, Grand Mercure Bangkok Fortune Hotel
No. 1 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok, 10400
Held on Friday, 10th July 2020 at 13:30 hrs.

Directors attending the Meeting

- | | |
|---|---|
| 1. Mr. Somboon Sukheviriya | Chairman of the Board / Nomination and Remuneration Committee / Corporate Governance Committee / Risk Management Committee / Chief Executive Officer of Comanche International Public Company Limited |
| 2. Mrs. Dolrudee Pornpipat | Independent Director / Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Nomination and Remuneration Committee |
| 3. Mr. Chalernpol Tuchinda | Independent Director / Director / Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 4. Mr. Gancanapol Geert Marcel Cyriel Van Compermolle | Independent Director / Director / Audit Committee / Risk Management Committee |
| 5. Mr. Chatchai Tolertmongkol | Director / Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance Committee / Chief Executive Officer of Synature Technology Company Limited |

The latest total number of directors: 5 directors

Proportion of attending directors: 5 directors (100%)

Executive Officers

- | | |
|-----------------------------|---|
| 1. Mr. Taxsa Bunnag | Chief Executive Officer – AI Soft Company Limited |
| 2. Ms. Darunee Sae-tung | Chief Financial Officer |
| 3. Mr. Pirom Methaveerapong | Chief Marketing Officer |
| 4. Ms. Parichart Sontorn | Chief Administrative Officer |
| 5. Mr. Nikul Tangninlasap | Company Secretary / Meeting Recorder |



Auditors of the Company and observers

- | | | | |
|----|---------------|---------------|--|
| 1. | Mr. Sulalit | Ardsawang | Certified Public Accountant (Thailand),
Dharmniti Audit Company Limited |
| 2. | Ms. Thanakron | Buangam | Certified Public Accountant (Thailand),
Dharmniti Audit Company Limited |
| 3. | Mr. Wittawat | Orrattanachai | Attorney of Rattanachai Law Office |

The registration and voting system conducted by Quidlab Company Limited

The Meeting commenced at 01.30 p.m.

Mr. Somboon Sukheviriya, Chairman of the Meeting (“the Chairman”), announced to start the Meeting and lead the Shareholders’ Meeting. The Chairman informed the Meeting that the time was 13.30 hrs. and 74 persons registered to attend the Meeting (30 shareholders attending the meeting in person, totaling 43,900,284 shares and 44 shareholders attending the meeting by proxy, totaling 1,690,012 shares), holding the total shares both in person and by proxy in the number of 45,590,296 shares or 34.0226 percent of the total number of issued shares, totaling 134,000,000 shares, therefore having sufficient quorum to proceed the shareholders’ meeting.

Before proceeding with the agenda, Miss Nattamol Pulpipattanan, Emcee of the Meeting (“Emcee”), informed shareholders about the agendas and procedures regarding the voting and counting of votes in each agenda acknowledgment of shareholders as per following;

The today’s Meeting consisted of 9 agendas as per details of which appeared in the Meeting Invitation Letter delivered to the shareholders in advance before the Meeting and explained the method of voting and counting of votes in the Meeting. In case there were details conflicted or contradicted to procedures regarding the voting and counting of votes stated in the Meeting Invitation Letter, shareholders shall abide the following voting procedures

1. In casting votes, one share would be entitled to one vote. Any shareholder who had a conflict of interests in any matter would not be entitled to vote in such matter, except in the case of a vote of election of directors.
2. For voting, shareholders attending in person and by proxy shall vote according to following procedures;

The voting in this meeting was conducted in non-confidential vote method, not anonymous vote, for the transparency of the vote. Before voting in each agenda, shareholders were informed to sign on their ballots.

Agenda 2, 4, 5, 6, and 8 shall be passed by a majority vote of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 1 and 3 were agendas to be informed, there were no need to vote on these agendas.



For the vote of agenda 6, “to consider for election of directors in accordance with the good arrangement guideline for the Shareholders’ Meeting”, the vote of directors’ election shall be considered individually. For shareholders who approved or no voting on the ballots, it shall be deemed as approval as proposed. However, there would no collection for these approval ballots. Therefore, the ballots for agenda 6.1 and 6.2 shall not return to the officer both approval and no voting on the ballot.

For the vote of agenda 7, It shall be passed by the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the right to vote.

And finally, the vote of agenda 9, it was the consideration of other matters which proposed for shareholders to ask questions or express opinions on various matters without a resolution, but if the shareholders wish to propose their consideration and vote, it must meet the criteria and the conditions of the law under Section 105, paragraph two.

Any other shareholders who had a conflict of interest in any agenda, then it shall not be entitled to vote for such agenda. Nevertheless, the Company has no shareholder who had a conflict of interests.

The vote in each agenda, the Chairman would raise a question that whether any shareholders disapproved or abstained the vote or not. If any shareholders disapproved or intended to abstain the vote, please mark Disapprove or Abstain in the ballot and raise your hand so that the officer shall be able to collect the shareholders’ ballot for further checking and counting.

For shareholders who intended to vote for approval or no voting in the ballot, it shall be deemed to approve as proposed. However, said ballots shall not be collected and either not to return to the Company.

The types of ballot which were recognized as voided ballot:

- 1) The ballot had the mark more than 1 box or
- 2) The ballot had the crossed out mark without signature.

In case that shareholders preferred to revise the vote, please strikethrough the original mark and sign every time, and the Company shall collect all ballots after the end of the Meeting to be transparent and keep as evidence, but it shall not affect to the results that were already announced.

For vote counting, the Company shall use the method that deducted the votes of disapproval, voided ballot and/ or abstention (depended on each case) out of the total votes and the remaining ballots shall be deemed as the votes of approval in such agenda. For the ballots which submitted after the announcement of vote closing in each agenda, it shall be deemed as approval ballots only.

For shareholders who prepared the proxy form for others to attend the Meeting on behalf of themselves and fixed the vote by their intentions, the Company shall use the vote of approval, disapproval or abstention according to shareholders’ intentions and recorded into the computer for each voting agenda.



For proxy form without the vote specified, the proxy shall vote as prior informed in accordance with the Meeting's procedures.

For shareholders who preferred to leave early or were not be able to participate in the Meeting in any agenda, shareholders shall have the right to pass the ballot in advance at the officer who collected the ballots at the vote counting table located next to the entrance.

Whenever the vote has been completely counted, Emcee shall announce the count result and the Chairman shall conclude the resolution in such agenda for the Meeting's acknowledgement. The count result shall be the total votes of shareholders attending the Meeting in person and by proxy altogether and each agenda shall refer to the latest number of shares of attendees in each agenda.

The Meeting will consider the matter according to the agendas specified in the invitation letter which will present information on each agenda and allow shareholders to ask questions about that agenda as appropriate and then there will be a vote for that agenda. Due to this General Meeting of Shareholders was a meeting in the situation of the Corona Virus Disease 2019 epidemic (COVID-19), for public hygiene, the Company did not arrange microphones for inquiry. In case of questions or comments, shareholders or proxies wishing to additionally inquire about details in any agenda, please write questions on the inquiry form and send to Company's personnel or scan the QR Code of Line Official Account to send questions. In addition, please specify the first and last name including specifying whether the shareholder came in person or authorized by proxy in the form completely for the purpose of the minutes of meeting preparation. If shareholders or proxies have any other questions that are not related to this meeting agendas, shareholder or proxies may also send questions on the question submission form or inquire through the Line Official Account as well, the Company will answer the questions in Agenda 9, other matters.

For the transparency and good corporate governance, the Company had already invited for one-volunteer from the attendees to be the witness for counting the votes by sitting at the vote counting area, which Mr. Chalernpol Wongchalee, shareholder attending the Meeting by himself, proposed himself to be the representative to witness the vote counting for this meeting.

Mr. Witthawat Orrattanachai from the law firm "Rattanachai Law Office" was the inspector of this meeting and the registration and voting system which operated by "QUIDLAB Company Limited".

The Chairman proceeded the Meeting according to each agenda as follows:

Agenda 1

Matters to be informed

The Chairman informed the meeting that the Company was interested to join the Private Sector Collective Action Coalition Against Corruption Project which the Company is currently studying the anti-corruption policies and implementing a mechanism to prevent paying or accepting bribes in order to build and expand the business network to be transparent, broad, and robust, with the hope that the CAC

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project will be a project which makes all shareholders trusting in the administration that is in accordance with good principles and governance.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, and there were some questions from the shareholders regarding to this agenda as follows:

Question 1: Mr. Charoonkiat Akkarasilp, shareholder attending in person.

Inquired about the invitation letter to the shareholders' meeting that why there were 2 letters, and asked about the change in the agenda of the shareholders' meeting, and requested to be explained the procedures for changing the agenda of the shareholders' meeting with the Stock Exchange of Thailand.

Answer: Miss Darunee Sae-tung – Chief Financial Officer informed to the Meeting that the Company had inquired with the Stock Exchange of Thailand that the agenda can be changed and the Company has correctly followed the procedures of the Stock Exchange of Thailand in which various processes of changing the agenda, Miss Darunee Sae-tung had assigned Mr. Nikul Tangninlasap, the Company Secretary, to notify the Meeting about the various processes suggested by the Stock Exchange of Thailand since the Board of Directors' Meeting No. 6/2020 had authorized Mr. Somboon Sukheviriya to be able to change the venue and date of the shareholders' meeting. In addition, for the change of agendas of the shareholders' meeting, the Company considered as urgent matter, therefore prepared a circular letter via email sending to the Board of Directors to approve the change of agenda which the Board of Directors approved, allowing the Company to change the agenda of the shareholders' meeting for the year 2020, which is in accordance with the regulations of the Stock Exchange of Thailand.

Question 2: Mr. Chaiwat Pornprayut, the proxy of Miss Chomploy Pornprayut

Inquired about the which meeting of the Board of Directors' Meeting that the change of the meeting agenda was in.

Answer: Mr. Nikul Tangninlasap, the Company Secretary, Company has sent the circular letter to the Board of Directors to correctly approve the change of the agenda of the shareholders' meeting according to the process of the Stock Exchange of Thailand.

Resolution:

The Meeting acknowledged as the Chairman informed.



Agenda 2

To consider certifying the Minutes of the 2019 Annual General Meeting of Shareholders

The Chairman informed to the Meeting that the Company arranged the 2019 Annual General Meeting of Shareholders, held on 28th March 2019 and the Company had already prepared the Minutes of the Meeting as per the Attachment in the Meeting Invitation Letter. The Board of Directors considered and agreed that the Minutes of the 2019 Annual General Meeting of Shareholders were recorded accurately and completely, therefore recommended that the Minutes of the 2019 Annual General Meeting of Shareholders should be certified at the Shareholders' Meeting.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

Resolution:

The Meeting resolved to certify the Minutes of the 2019 Annual General Meeting of Shareholders dated on 28th March 2019 by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 4 additional shareholders attended the Meeting, accounted for 501,465 shares, totaling 78 shareholders attended the Meeting, totaling 46,091,761 shares, accounted for 34.3968 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	46,088,961	99.9939
(2) Disapproved	0	0
(3) Abstained	2,800	0.0061
(4) Invalid ballots	0	0
Total votes:	46,091,761	100
No. of shareholders attended (persons):	78	

Agenda 3

To acknowledge the Board of Directors' report regarding the Company's performance for 2019

The Chairman informed the Meeting that the business operation report of the Company for 2019 was shown in the QR Code format attached to the Meeting Invitation Letter and the Company had already disclosed at the Company's website (www.comancheinternational.com). The Board of Directors had considered the said report as it deemed correct and sufficient, therefore would like to present to the general meeting of shareholders for acknowledgment. The Chairman had assigned

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Ms. Darunee Sae-tung, Chief Financial Officer, to summarize the Company's performance report for the year 2019.

Chief Financial Officer announced to the Meeting that the result of Comanche group in 2019 will include the consolidated financial statements, which has 5 subsidiaries.

In January 2019, the Company additionally held shares in AI Soft Company Limited and, in May 2019, additionally held shares in Roomz International Company Limited and invested in the establishment of Coman Travel Company Limited in June 2019.

Revenue

Overview of the 2019 consolidated financial statements in, revenue increased by 13 percent due to the revenue of Synature increased comparing 2019 to 2018, which increased by Baht 11.6 million. This was because Synature had received orders during the end of 2018 and started to install regarding customers' PO in 2019. Moreover, there were more department stores opening, resulted in the revenue increased from 2018. In addition, there was a 28 percent increase in revenue from AI Soft which the Company recognized revenue for almost a whole year because the Company invested in AI Soft on 21st January 2019. For Roomz, The Company invested in May 2019 with an estimated revenue of Baht 4 million. Coman Travel had no revenue and Comanche, year on year basis, the Company's revenue had decreased by approximately Baht 20 million due to the installation of software to be installed in 2019 has been postponed in 2020, resulting in the Company having Baht 20-30 million backlog. This was because tourism in the year 2019 was lower than the Company expected. The overall of the consolidated financial statements presented the total revenue of 2019 amounting Baht 196 million, compared to the year 2018 with a total revenue of Baht 173 million.

Costs

Costs increased by Baht 31.9 million due to the record of employee benefits including the addition of personnel to expand the business. Comanche had increased in costs by 25 percent, Synature increased by 31 percent due to the sale of hardware, which has the cost of hardware purchases and increased from AI Soft because the Company invested in 2019, so the Company must include the cost of sales of AI Soft for almost the whole year at approximately Baht 14.6 million.

Gross Profit

Due to Synature, if there were a hardware sale, the gross profit margin of hardware was not high, only 20-30 percent, resulting in the Synature's average gross profit

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margin was about 50 percent. For Roomz, the gross profit margin was 61 percent and AI Soft was almost 50 percent. In case of Comanche, the gross profit margin was approximately 60 percent, when combined, the gross profit margin was not much lower than last year.

Administrative Expenses

The consolidated financial statements of the year 2019 had the increase in the administrative expenses from the year 2018 by approximately Baht 17 million due to bonus payments based on the operating results and increased from AI Soft about Baht 7.9 million, the administrative expenses of Roomz increased by about Baht 0.70 million. Coman Travel which was invested in June 2019 had added expenses about Baht 3.2 million, but still had no income.

Loss from impairment of investment

The consolidated financial statements of the year 2019 had an impairment loss of investment of Baht 12.6 million in the consolidated and separate financial statements of Baht 12.1 million, which is the consideration of the impairment of Win Star Tech Company Limited.

Financial Positions**Assets**

Total assets were insignificantly changed from 2018, but the investment had been adjusted. The Company had approximately Baht 300 million of cash, and the Company had managed cash with acceptable risks. If looking at the items of cash and cash equivalents in the year 2019, it can be seen that it has decreased from approximately Baht 100 million which had been reclassified to temporary investment. Temporary investment consisted of deposits, bills of exchange, debentures which have increased by approximately Baht 141 million from 2018. For short-term loans to other company, the remaining balance was approximately Baht 15 million in 2018, while in the year 2019, there are approximately Baht 5 million, which is reduced from debt payment from MSL by about Baht 9.8 million. In addition, the intangible assets in 2019 increased by Baht 15.3 million from 2018 due to the Company had increased by Baht 11.1 million from Coman Travel's intangible assets, and the investment in AI Soft resulted in an adjustment of Baht 8 million in intangible assets in combination with Win Star Tech which from M&A, namely, customer relationship and software which will be amortized normally. For goodwill, it decreased by Baht 7 million due to the impairment of goodwill of Win Star Tech, amounting Baht 12.6 million which presented in the consolidated financial

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statements and increased by the investment in AI Soft resulting in the record of goodwill of Baht 5.5 million.

Liabilities

For liabilities, no significant change from 2018 because the Company has no creditors, but there was unearned revenue from maintenance service that the Company collected payments from customers in advance which was presented as liabilities in accounting. Moreover, there were employee benefits amounting Baht 9.2 million, increasing from AI Soft amounting Baht 2.6 million and the adjustment of employee benefits from maximum 300 days to 400 days resulted in higher amount to be recorded in each year.

Shareholders' Equity

No significant change from 2018.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, and there were some questions from the shareholders regarding to this agenda as follows:

Question 1 : Mr. Kulavich Sornprachum, shareholder attending in person, asked whether in the past period hotels using Comanche's software gradually shut down following COVID-19 pandemic, and whether that would affect the maintenance service fee of the Company.

Answer : Mr. Somboon Sukheviriyaya, Chief Executive Officer, informed that hotels did not permanently shut down and the Company was not informed, but some hotels temporarily ceased operations for 3 or 6 months. Moreover, some hotels requested extension in the payment of maintenance service fee during the 3 – 4-month period which such hotels did not serve customers.

Question 2 : Mr. Kulavich Sornprachum, shareholder attending in person, asked whether management expects the sale of software for 2020 to be similar to 2019.

Answer : Mr. Somboon Sukheviriyaya, Chief Executive Officer, informed that overall, the current year may not generate as much revenue as compared to 2019, but the Company strives to generate revenues at a level as close as possible to 2019. Proactive attempts at business expansion in 2020 for

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higher growth may be difficult, but the Company is making attempts to reduce expenses defensively as well.

Question 3 : Mr. Kulavich Sornprachum, shareholder attending in person, asked how much cash the Company has set aside for business-to-customer operations of Gogojii application, and how long it would take to generate profits for the Company.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that the Company took approximately 1 year to develop and create branding, whereby the launch was scheduled for March 2020. However, the COVID-19 outbreak caused a delay in the launch, the scenario of which was better than a launch and subsequent COVID-19 pandemic which will lead to reduced revenue potential, and reduced the effect of expenses incurred to find a suitable period to match revenue and expenses correspondingly. The Company expects a launch in the 1st quarter of 2021 for minimized effect of expenses.

Question 4 : Mr. Kulavich Sornprachum, shareholder attending in person, asked about the proportion of 3-star hotels in Thailand which are the Company's clients, and how many more clients the Company needs to source in order to achieve the break-even point for maintenance service fee.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that it may not be possible to distinctively categorize hotels as 3-star to determine the exact number, but approximately half of 3-star to 5-star hotels in Thailand use Comanche's software, not yet including international chains from America or Europe. At present, maintenance service revenue is approximately Baht 40 - 50 million, which covers approximately 50% of total fixed cost.

Question 5 : Mr. Paphon Kraisinghadecha, shareholder submitting questions in advance,

asked which businesses of the Company and its subsidiaries had been most affected by the COVID-19 outbreak, and how business operations are to be adjusted.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, clarified by categorizing the Group into 2 parts: 1. Comanche was most affected as Comanche's clients are hotels, and are affected whenever the tourism industry is

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impacted. Roomz, which engages in hotel consultancy business is also affected. However, the Company strives to reduce expenses as much as possible, as the case of Gogojii whereby the Company delayed expenses and sought appropriate timing to launch the application while the government launched domestic tourism promotion campaigns in late 2020 which greatly benefited the Company, and 2. Al Soft and Synature was less affected as compared to Comanche as the businesses was not as impacted by tourism. Moreover, Mr. Chatchai Tolertmongkol, Chief Executive Officer of Synature, informed the Meeting that Synature was affected by COVID-19 outbreak in terms of customers not being able to dine in at restaurants and delays in new restaurant launches to postpone expenses, although food delivery services are present, causing a reduction in point of sales as compared to dine in. At present, Synature's maintenance service revenue for restaurants is not equal to that of hotels. Synature implemented policies extending the payment period or offering discounts during the time which restaurants stopped operations. However, the majority of the reduction in revenue was attributable to the sale of hardware, whereby clients utilized existing hardware from store fronts which stopped operations for new branches.

Question 6 : Mr. Paphon Kraisinghadecha, shareholder submitting questions in advance,

asked whether the Company plans to operate software business in other aspects apart from tourism and hotel in this extended period of COVID-19 pandemic.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that engaging in new business is a significant matter and needs to be considered in depth if the Company enters into a business with no expertise. In case that there is no 2nd or 3rd wave of the COVID-19 pandemic, the Company will be able to proceed as no matter how slumped the tourism industry gets, the government will never abandon the tourism industry as it is key. To conclude, the Company has no such plans at the moment but this is not to say that the Company will not do so. Should the situation fail to improve, the Company may operate other software business, but has no policy at present.

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Question 7 : Mr. Paphon Kraisinghadecha, shareholder submitting questions in advance,

asked whether the Company implements work from home policy for personnel for the time being.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that the Company first implemented work from home policy since the beginning of the COVID-19 outbreak, which resulted in positive work results and reduced time in commuting to work. Most employees who worked from home are operation-level, whereby management continued to travel to the office to work as usual.

Question 8 : Mr. Paphon Kraisinghadecha, shareholder submitting questions in advance,

asked whether the Company and its subsidiaries' business direction would change after the COVID-19 situation has improved.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that the Company, being more stable, would be able to operate the business for a longer period. Improvement in the COVID-19 situation would lower the severity where the Company expects reduced market share from tourism through OTA bookings and reduced competition in the OTA industry. From stronger background, better user base, and greater financial stability, the Company strives to utilize an integrated approach for the Group of Companies to develop products or seek additional functions to respond to the needs of customers, such as the current situation of hotels placing importance on social distancing during check-in. While waiting for the COVID-19 situation to improve, the Company is able to use the time to develop functions, and expects the COVID-19 situation to improve during the 4th quarter of 2020 or the 1st quarter of 2021.

Question 9 : Mr. Paphon Kraisinghadecha, shareholder submitting questions in advance,

asked about the overall characteristics of the hotel and tourism business after COVID-19 outbreak.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that the majority of hotel businesses utilize personnel in the provision of services. The COVID-19 outbreak caused hotels to reduce the number of personnel to lower costs. After the COVID-19 situation improves, hotels may seek technology or functions in the provision of services in place of the utilization of personnel to reduce costs. This poses a good opportunity to develop new software or function to cater to the demand of customers such as kiosk enabling check-in from the hotel or prior to leaving the house, which hotels will seek to implement for the respective hotels.

Question 10 : Mr. Chaiwat Ponprayuth, proxy holder granted proxy from Miss Chomploy Ponprayuth, asked where the Baht 312 million temporary investment present in the financial statements for the year 2019, but absent in the financial statements for quarter 1 of 2020, was moved.

Answer : Miss Darunee Sae-Tung, Chief Financial Officer, informed that temporary investment is shown in the consolidated financial statements, whereby the financial statements is part of the 2019 Annual Report, in the Notes to Financial Statements No. 6 of Baht 342 million as at the end of 2019. This comprises fixed bank deposit of Baht 50 million, bills of exchange of approximately Baht 190 million, debentures of Baht 20 million, and investment units in 2 mutual funds of Baht 82 million.

Question 11 : Mr. Chaiwat Ponprayuth, proxy holder granted proxy from Miss Chomploy Ponprayuth, asked whether the deposit is with a bank or a financial institution.

Answer : Miss Darunee Sae-Tung, Chief Financial Officer, informed the Meeting that a bank is considered a financial institution, whereby in the past, passbooks are issued for 3-month fixed deposit or 6-month fixed deposit. At present, 1 certificate is issued, and may be brought to the bank to withdraw as usual. For example, a Baht 20 million or Baht 30 million fixed deposit is a normal fixed deposit transaction, just without a passbook. Such transaction is considered current asset in the financial statements as it is due within 12 months.

Question 12 : Mr. Chaiwat Ponprayuth, proxy holder granted proxy from Miss Chomploy Ponprayuth,

informed that in the past as a student, the report is called a financial statement but presently it is referred to as the statement of financial position. Is it correct that the order of importance of cash and bank deposits shown as current asset as the 6th item must be considered in accordance with accounting principles?

Answer : Miss Darunee Sae-Tung, Chief Financial Officer,

informed that the format of the issuance of financial statements is regularly adjusted. The format taught is the current format for such respective year, whereby the current format has been adjusted in accordance with the Department of Business Development, such as the former reference to balance sheet and current reference to statement of financial position. For the 1st quarter, temporary investment is presented as the 3rd item, formerly the 2nd item before trade receivables. At present, it is shown under receivables as its liquidity status is lower than receivables as cash collection from receivables takes a shorter amount of time. Temporary investment refers to time period between 1 day to 12 months, whereby the Baht 342 million in temporary investment at the end of 2019 as shown in the financial statements for the 1st quarter of 2020 is identified as other current financial asset. If the period of time exceeds 12 months, the item would be identified as other non-current financial asset.

Question 13 : Mr. Kittipong Kamthorncharoen, shareholder attending in person, asked how Gogojii is able to compete with Agoda and Expedia.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that the Company developed Gogojii as an alternative for consumers in supporting Thai OTA as the majority of Thais use the services of overseas OTA, representing 10 million people from a total of 34 million people (information from the Tourism Authority of Thailand). These 10 million people are the target customers of Gogojii, with lower fees as compared to overseas OTA and straightforwardness in terms of value-added tax, which represent the strength in competing with overseas OTA.

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Question 14 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked whether management knew TAGTHAi application, and whether the Company loses opportunity with the delay of Gogojii for a year, when TAGTHAi was able to build on customer base with government support.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that what the Company has but TAGTHAi does not is 800 existing customers who will immediately serve as Gogojii's customers. The Company is not in the proactive phase, but rather the defensive phase, and thus if the Company moves ahead at this time, revenue generation is uncertain but expenses will definitely be incurred with advertising budget. As such, the timing is not yet as ideal and the Company does not want to incur a loss at the moment.

Question 15 : Mr. Pornchai Jongphakdee, proxy holder granted proxy from Mr. Panat Jongphakdee, asked whether, on a supposed case, the Company would have to pay value-added tax in selling software to Indonesia, and whether such sale of product would be done online.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that the Company makes sales through distributors and thus is not subject to value-added tax. As this involves international trade, the Company will not be able to sell online as this involves a large product with immense detail, along with installation and user training.

Recommendation from : Mr. Pornchai Jongphakdee, proxy holder granted proxy from Mr. Panat Jongphakdee, informed that at present as the COVID-19 situation has improved, the Board of Directors should create a more relaxed meeting atmosphere. Moreover, the share price, which is relatively low at the purchase, seems to under-represent the Company following the COVID-19 outbreak as even the hotel industry has been affected but global software companies are not as impacted. However, the Company's public relations is too little, but overall seems better than what the market perceives, and is confident that the Company is in an industry with good prospects and global growth.

Resolution: The Meeting acknowledged the Board of Directors' report regarding the Company's performance for 2019.

Agenda 4**To consider and approve of the financial statements of the Company for the year ended 31st December 2019**

The Chairman informed the Meeting that the Statement of Financial Positions and the Statement of Profit or Loss for the year ended 31st December 2019 which already audited and certified by Mr. Sulalit Ardsawang Certified Public Accountant (Thailand) of Dharmniti Audit Company Limited and had already been approved by the Audit Committee and the Board of Directors, as shown in the form of QR Code in the 2020 Meeting Invitation Letter which had been delivered to shareholders and the Company had already published on the Company's website at www.comancheinternational.com in the section of "Financial Statements" in the Annual Report.

For this agenda, it was to consider the Statement of Financial positions and the Statement of Profit or Loss for the year ended 31st December 2019.

Therefore, the Chairman invited "Miss Darunee Sae-tung - Chief Financial Officer" to report to the Meeting to consider this agenda.

Miss Darunee Sae-tung - Chief Financial Officer that the audited Consolidated and Separate Financial Statements for the year ended 31st December 2019, which already had been audited and certified by Mr. Sulalit Ardsawang, Certified Public Accountant (Thailand) of Dharmniti Audit Company Limited and had already been approved by the Audit Committee and Board of Directors, as shown in the 2019 Annual Report as shown in the form of QR Code, which was also disclosed and enclosed with the Meeting Invitation Letter for shareholders to consider in advance.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, and there were some questions from the shareholders regarding to this agenda as follows:

Question 1 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked whether and for how many months the Company paid bonus to employees for the year 2019.

Answer : Miss Darunee Sae-Tung, Chief Financial Officer, informed the Meeting that the Company paid bonus of no more than 1 month, based on personal evaluation results of an average of approximately 1 month.

Question 2 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked regarding the acquisition of an additional number of shares of Win Star Tech Company Limited.

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Answer : Miss Darunee Sae-Tung, Chief Financial Officer, informed the Meeting that the Chief Executive Officer of Win Star Tech Company Limited, who held approximately 12% stake, resigned from Win Star Tech Company Limited and transferred such shareholding to Comanche International Public Company Limited free of cost.

Question 3 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked regarding other current asset of the Company for the 1st quarter of 2020 on the detailed breakdown of how the Company’s cash was invested.

Answer : Miss Darunee Sae-Tung, Chief Financial Officer, informed the Meeting that as at the 1st quarter of 2020, the Company invested in Internet Thailand Public Company Limited’s bill of exchange, Prinsiri Public Company Limited’s bill of exchange, TMBUSB fund, Mida Leasing Public Company Limited’s debenture, Trinity Watthana Public Company Limited’s debenture, and bills of exchange with financial institutions including TISCO Bank Public Company Limited and CIMB Thai Bank Public Company Limited.

Resolution:

The Meeting resolved to approve the Annual Financial Statements for the year ended 31st December 2019 by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 1 additional shareholder attended the Meeting, accounted for 10 shares, totaling 79 shareholders attended the Meeting, totaling 46,091,771 shares, accounted for 34.3968 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	46,088,971	99.9939
(2) Disapproved	0	0
(3) Abstained	2,800	0.0061
(4) Invalid ballots	0	0
Total votes:	46,091,771	100
No. of shareholders attended (persons):	79	

Agenda 5

To consider and approve the appropriation of the Company’s net profit as a legal reserve and no additional dividend payment for the 2019 operating results, and to acknowledge interim dividend payments.

Regarding the Public Limited Companies Act B.E. 2535 Section 115 and the Company’s Articles Clause 56, specifying that the Company shall pay the dividend from profit only and the Company’s Articles of Association Clause 57, specifying that the Company shall allocate the annual net profit in partially for reserved capital not less than one-twentieth (1/20) of the annual net profit until the reserved capital shall be the amount not less than one-tenth (1/10) of registered capital. The Company shall have the policy to pay dividend not less than 40 percent of the net profit after deducting corporate income tax of the separate financial statements and after deducting legal reserve. Nevertheless, the Company may specify to pay dividend less than the above-mentioned amount depending on the annual performance, cash flow, and investment plan in the future of the Company and subsidiaries. The Chairman invited Ms. Darunee Sae-tung – Chief Financial Officer to propose to the Meeting to consider in detail accordingly.

Ms. Darunee Sae-tung – Chief Financial Officer reported to the Meeting that there was a COVID-19 epidemic situation, resulted in the postponement of the scheduled annual general meeting of shareholders which affected to unable to pay annual dividend. As a result, the Board of Directors, therefore, agreed to pay interim dividends to shareholders from the net profit on 27th April 2020 at the rate of 317.43 percent of the net profit, equivalent to Baht 13.4 million or Baht 0.10 which was an appropriate dividend payment rate and in line with the Company’s dividend policy.

The Company’s performance in 2018, the Company had net profit pertaining to the consolidated financial statements in amount of Baht 2.32 Million and had the net profit pertaining to the separate financial statements of the Company in amount of Baht 4.22 Million.

Comparison table of dividend payment for the year 2017 – 2019

Unit: Baht

The separate financial statements	2017	2018	2019
Net profit (Baht)	21,021,557	33,358,558	4,221,468
Legal reserve (Baht)	4,449,548	6,117,476	6,328,549
Dividend rate per share (Baht)	0.063	0.100	0.100
Dividend payment rate (Percentage of net profit)	40.15	40.17	317.43
Amount of dividend paid (Baht)	8,442,000	13,400,000	13,400,000

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The Board of Directors considered and agreed to propose to the shareholders' meeting to approve the appropriation of the Company's net profit as a legal reserve and no additional dividend payment for the 2019 operating results as follows:

- 1) Allocating of net profit for the year 2019 as legal reserve in the amount of Baht 0.21 million.
- 2) No additional dividend payment for the Company's operating results of the year 2019 as the Company has already paid the interim dividend on 27th April 2020 at the rate of 317.43 percent of the net profit, totaling Baht 13.40 million or Baht 0.10 per share which reflects appropriate dividend payout ratio in accordance with the Company's dividend payment policy. The Board of Directors also deemed it appropriate to propose the acknowledgment of interim dividend payments, in accordance with the resolution of the Board of Directors' Meeting No. 4/2020 held on 28th March 2020.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

Resolution:

The Meeting resolved to approve the appropriation of the Company's net profit as a legal reserve and no additional dividend payment for the 2019 operating results as follows:

- 1) Allocating of net profit for the year 2019 as legal reserve in the amount of Baht 0.21 million.
- 2) No additional dividend payment for the Company's operating results of the year 2019 as the Company has already paid the interim dividend on 27th April 2020 at the rate of 317.43 percent of the net profit, totaling Baht 13.40 million or Baht 0.10 per share which reflects appropriate dividend payout ratio in accordance with the Company's dividend payment policy. The Board of Directors also deemed it appropriate to propose the acknowledgment of interim dividend payments, in accordance with the resolution of the Board of Directors' Meeting No. 4/2020 held on 28th March 2020.

By an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote with the following vote breakdown:

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Shareholders	Vote (Shares)	Percentage
(1) Approved	46,088,971	99.9939
(2) Disapproved	0	0
(3) Abstained	2,800	0.0061
(4) Invalid ballots	0	0
Total votes:	46,091,771	100
No. of shareholders attended (persons):	79	

Agenda 6

To consider and elect of the directors in replacement of those who retired by rotation

The Chairman informed to the Meeting that according to the Company’s Articles of Association Clause 22 is specified that every year of the Annual General Meeting of Shareholders, one-third (or nearly to one-third) of the directors must retire from office by rotation. However, the directors who retires by rotation from this agenda may be re-elected. The current year the two directors who retired by rotation are as follows:

- 1) Mr. Somboon Sukheviriya Chairman of the Board / Nomination and Remuneration Committee / Corporate Governance Committee / Risk Management Committee
- 2) Mrs. Dolrudee Pornpipat Independent Director / Director / Chairman of the Audit Committee / Chairman of the Risk Management

In the nomination of directors, the Company allowed the shareholders to nominate persons to be considered as directors during 28th November 2019 to 31st January 2020 through the news system of the Stock Exchange of Thailand, and published on the Company’s website which appeared that no shareholder nominated any person to be considered as a director.

The criteria of individual selection to be appointed as the Company’s director shall pass from the process of Nomination and Remuneration Committee and consider and scrutinize by the Board of Directors’ Meeting, excluding directors with a conflict of interest. The Board of Directors considered the appropriation for the Company and the utmost benefits and agreed that the directors who retired by rotation according to this agenda for two persons including to Mr. Somboon Sukheviriya and Mrs. Dolrudee Pornpipat who were completely qualified and have no

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disqualification according to the specified laws and they are professional, knowledgeable, capable, and experienced in the business, beneficial to the Company's business operation, having the leadership skill, vision, justice, and merit as well as a good attitude towards the organization. It was recommended to propose to the Shareholders' Meeting to appoint the two directors who retired by rotation to be re-elected for another term in the same position. The brief profiles of two directors were shown as Attachment 3.

In this regard, Ms. Dolrudee Pornpipat has the qualifications according to the definition of independent directors of the Company which can give opinions independently and meet the relevant criteria and Mr. Somboon Sukheviriya is a qualified person with knowledge, ability, and experience in the business that is beneficial to the business of the Company.

Therefore, the Company's Board of Directors after approval by the Shareholders' Meeting will comprise of:

- | | |
|--|---|
| 1) Mr. Somboon Sukheviriya | Chairman of the Board
Nomination and Remuneration Committee
Corporate Governance Committee
Risk Management Committee |
| 2) Mrs. Dolrudee Pornpipat | Independent Director / Director
Chairman of the Audit Committee
Chairman of the Corporate Governance Committee
Chairman of the Risk Management Committee |
| 3) Mr. Chalernpol Tuchinda | Independent Director / Director
Audit Committee
Chairman of the Nomination and Remuneration Committee |
| 4) Mr. Chatchai Tolertmongkol | Director
Corporate Governance Committee
Nomination and Remuneration Committee
Risk Management Committee |
| 5) Mr. Gancanapol Geert Marcel
Cyriel Van Compernelle | Independent Director / Director
Audit Committee
Risk Management Committee |

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In addition, to be independent and transparent for consideration of 2 directors, namely, Mr. Somboon Sukheviriya and Mrs. Dolrudee Pornpipat, these directors presented their intentions to be out of the Meeting temporarily during the consideration of this agenda only.

Nevertheless, the Chairman informed to the Meeting that whether shareholders have any inquiry or not, which there was no question from the shareholders to raise in this agenda.

Resolution: The Meeting resolved to approve the election of the directors in replacement of those who retired by rotation as follows:

- (6.1.) Approved to elect “Mr. Somboon Sukheviriya” by an affirmative resolution of with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	46,091,771	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	46,091,771	100
No. of shareholders attended (persons):	79	

- (6.2.) Approved to elect “Mrs. Dolrudee Pornpipat” by an affirmative resolution of with a unanimous vote of the total number of votes of shareholders attending the meeting and having the right to vote with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	46,091,771	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	46,091,771	100
No. of shareholders attended (persons):	79	

Agenda 7
To consider and approve the remuneration of directors for 2020

The Chairman informed to the Meeting that according to the Public Limited Companies Act B.E. 2535 Section 90 specified that the remuneration payment for directors to comply with the resolution of the Shareholders’ Meeting, which

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comprised of the votes not less than two-thirds of the total number of votes of shareholders who attend the Meeting. The Nomination and Remuneration Committee was subject to consider and approve the remuneration with a deep consideration according to the appropriation of many factors by comparison to the reference with same business or same industry versus to our Company business or at least nearly with our Company. For the Company's performance last year, as well as the operation and responsibility of the directors with the whole economic conditions, the Board of Directors considered and agreed to propose to the Shareholders' Meeting to consider and approve the remuneration and reward of directors for 2019, reducing the remuneration of the Directors for the year 2020 from 2019 in the amount of Baht 5,000 in all positions and all committees, without any other benefits. The details of remuneration for directors as per the table below.

Comparison table of directors' remuneration (Meeting allowance per time) for the year 2018 - 2020

Unit: Baht

The Board of Directors

Positions	2018 Meeting allowance per time	2019 Meeting allowance per time	2020 Meeting allowance per time
Chairman of the Board	40,000	40,000	35,000
Director	25,000	25,000	20,000

The Audit Committee

Positions	2018 Meeting allowance per time	2019 Meeting allowance per time	2020 Meeting allowance per time
Chairman of the Audit Committee	30,000	30,000	25,000
Audit Committee	25,000	25,000	20,000
Audit Committee with knowledge to review the financial statements	30,000	30,000	25,000

The Risk Management Committee

Positions	2018 Meeting allowance per time	2019 Meeting allowance per time	2020 Meeting allowance per time
Chairman of the Risk Management Committee	25,000	25,000	20,000
Risk Management Committee	25,000	25,000	20,000

The Nomination and Remuneration Committee

Positions	2018 Meeting allowance per time	2019 Meeting allowance per time	2020 Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	25,000	25,000	20,000
Nomination and Remuneration Committee	25,000	25,000	20,000

Corporate Governance Committee

Positions	2018 Meeting allowance per time	2019 Meeting allowance per time	2020 Meeting allowance per time
Chairman of the Corporate Governance Committee	-	-	20,000
Corporate Governance Committee	-	-	20,000

Nevertheless, the Chairman informed the Meeting that whether any shareholders have inquiry or not, which there was no question from shareholders to raise in this agenda.

Resolution: The Meeting resolved to approve the remuneration of directors for 2020 as follows:

The Board of Directors

Positions	Meeting allowance per time
Chairman of the Board	Baht 35,000
Director	Baht 20,000

The Audit Committee

Positions	Meeting allowance per time
Chairman of the Audit Committee	Baht 25,000
Audit Committee	Baht 20,000
Audit Committee with knowledge to review the financial statements	Baht 25,000

The Risk Management Committee

Positions	Meeting allowance per time
Chairman of the Risk Management Committee	Baht 20,000
Risk Management Committee	Baht 20,000

The Nomination and Remuneration Committee

Positions	Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	Baht 25,000
Nomination and Remuneration Committee	Baht 25,000

The Corporate Governance Committee

Positions	Meeting allowance per time
Chairman of the Corporate Governance Committee	Baht 20,000
Corporate Governance Committee	Baht 20,000

by an affirmative resolution of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the right to vote with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	46,088,971	99.9939
(2) Disapproved	0	0
(3) Abstained	2,800	0.0061
(4) Invalid ballots	0	0
Total votes:	46,091,771	100
No. of shareholders attended (persons):	79	

Agenda 8
To consider and appoint the auditor and fix its audit fee for 2020

The Chairman informed the Meeting and invited, for this agenda, “Mrs. Dolrudee Pornpipat”, Chairman of the Audit Committee, to inform the appointment of the auditor and fixed the audit fee for 2020 to the Meeting.

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Mrs. Dolrudee Pornpipat – Chairman of the Audit Committee informed the Meeting that according to the Public Limited Companies Act B.E. 2535 Section 120 specified that the Annual General Meeting of Shareholders was subjected to appoint the auditor and approve the expenses for audit fee of the Company every year.

The Audit Committee considered the independence, appropriateness and reasonableness of the auditor's remuneration deemed it appropriate to appoint the auditors from Dharmniti Auditing Company Limited as auditors for the Group of Companies for the year 2020, and the determination of audit fees for the year 2020 by appointing Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 because they have experience in auditing with reasonable fees rates and have a good business understanding of the Company's business which will highly benefit the accounting audit, including delivering work on time in the past year, allowing the Board of Directors to have sufficient time to carefully review.

In addition, the audit firm and the auditors as proposed had no relationship and conflict of interest with the Company, managements, major shareholders, or related persons with any such mentioned above and fixed the remuneration of auditor for 2020 in amount of Baht 1,565,000 as follows:

Comparison table of audit fees for the year 2019 - 2020

Unit: Baht

Remuneration	Dharmniti Auditing Company Limited	
	2019	2020
Comanche International Public Company Limited	1,150,000	1,065,000
Synature Technology Company Limited	260,000	265,000
Win Star Tech Company Limited	110,000	50,000
AI Soft Company Limited	130,000	95,000
Roomz International Company Limited	70,000	55,000
Coman Travel Company Limited	70,000	35,000
Total	1,790,000	1,565,000

Therefore, the Company agreed to propose to the shareholders' meeting to appoint Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 from Dharmniti

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Auditing Company Limited, as the Company's auditor for the year 2020 and determined the remuneration of the auditor of the Company and subsidiaries for the year 2020 in the total amount of Baht 1,565,000 and no other service fees.

Nevertheless, the Chairman informed to the Meeting that whether any shareholders have inquiry or not, and there were some questions from the shareholders regarding to this agenda as follows:

Recommendation 1 : Mr. Pornchai Jongphakdee, proxy holder granted proxy from Mr. Panat Jongphakdee, informed the Meeting that the Company is a good company but presentation of the financial statements caused the value of the business to not reflect what actually is through financial statements, and thus impacted other software companies as the Company is the leader in the software business.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that the Company must take both views and is not able to only proceed for the increase in share price while breaking the law. As such, taking a balanced view, the Company wishes to see the share price increase, but must also proceed in compliance with the financial reporting standards.

Resolution:

The Meeting resolved to approve the appointment of the auditor, Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 from Dharmniti Auditing Company Limited, as the Company's auditor for the year 2020 and determined the remuneration of the auditor of the Company and subsidiaries for the year 2020 in the total amount of Baht 1,565,000 and no other service fees by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	46,088,971	99.9939
(2) Disapproved	0	0
(3) Abstained	2,800	0.0061
(4) Invalid ballots	0	0
Total votes:	46,091,771	100
No. of shareholders attended (persons):	79	

Agenda 9**To consider other matters (if any)**

The Chairman informed the Meeting that the Meeting was complete all agendas. Then, the Chairman also had inquiry to the shareholders. There were some inquiries from shareholders. The details were as follows:

Question 1 : Mr. Piyapol Anuputthangkul, proxy holder granted proxy from the Thai Investors Association,

asked regarding the Company's plans for the next 1 – 2 years in case the global and Thai economy have not recovered from the COVID-19 outbreak.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that taking the perspective that Thailand is the leader in tourism, and tourism is often usually associated with Thailand, in the worst case, tourism may not rebound within this year and may take 2 – 3 years to recover to a state similar to the year 2019. The Company's strength is in the large amount of funds which the Company can utilize and invest in other areas. the Company has time to seek tourism businesses, but mainly still has the funds and technology which will enable the Company to engage in a wide array of software business. However, the Company must conduct additional studies.

Question 2 : Mr. Piyapol Anuputthangkul, proxy holder granted proxy from the Thai Investors Association,

asked regarding the Company's views on past performance especially on subsidiaries which the Company has invested in and are not making profits.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that for companies which are not making profits, the Company usually has a varied set of plans such as shareholding restructuring plans and sourcing of new investors. Win Star Tech is a company with potential as golf course businesses in Thailand are the most renowned in Asia but faced recent stagnation of the golf course industry. On the flip side, there are no good golf course management software in Asia, granting the Company greater channel in overseas expansion.

Question 3 : Mr. Piyapol Anuputthangkul, proxy holder granted proxy from the Thai Investors Association,

asked when Coman Travel will be launched.

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Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that the Company is waiting on the improvement of the COVID-19 situation, but expects a launch in the 1st quarter of 2021 as the technology is ready and is undergoing systems tests. The Company is contacting clients who will enter the system, presenting to 800 clients who are Comanche's to register and become a member of Gogojii. In case the COVID-19 situation improves before then, the Company will attempt to launch prior to such timeline as an alternative to clients.

Question 4 : Mr. Piyapol Anuputthangkul, proxy holder granted proxy from the Thai Investors Association,

asked whether web-based (cloud-based) software are offered to clients, and whether such services have ceased following the termination of the cloud-based solutions department.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that cloud-based software does not require investment on server for hotels, with monthly expenses for cloud space rent. However, cloud-based software may not meet the needs for 3 – star to 5 – star hotels as server-based services will enable more cost-savings with high-speed displays whereby investment can be utilized over a period of 5 years. Cloud-based services may be more suitable for 1-star to 2-star hotels or those with smaller room capacity.

Question 5 : Mr. Piyapol Anuputthangkul, proxy holder granted proxy from the Thai Investors Association,

asked whether Coman Travel Tech Building will still be able to move ahead this year.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer,

informed that Coman Travel Tech Building is a good project for the long-term. For the past 10 years, the Company is headquartered at Muangthai-Phatra Office Tower II, with approximately Baht 40 million in office lease expenses. If the Company terminates the lease today, the Company does not possess any asset. However, if the Company owns its own building, for at least the next 50 years if the Company ceases operations, the Company will be able to sell the land plot. In addition to that, the Company is building a community for tourism technology, and the Company perceives Coman Travel Tech Building as a symbol, not just a building. The Company has proceeded accordingly, but faced the issue of insufficient parking space during the construction application process, leading to a delay and thus the

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Company had to withdraw such agenda from this shareholders' meeting. To proceed, the Company must be certain that parking space is no longer an issue.

Question 6 : Mr. Kulavich Sornprachum, shareholder attending in person, asked whether Travel Tech Building will also lease out space or will only be used by the Company and its subsidiaries, and how much revenue will be generated from leasing out space.

Answer : Mr. Somboon Sukheviriyaya, Chief Executive Officer, informed that financial feasibility was conducted based on only Comanche utilizing the space, whereby the results of the study show a reduction in expenses from such alternative as opposed to paying office space lease in the long-term. As such, the Company did not conduct further studies on leasing out space. At most, the Company may set up co-working space and draw in startups, constructing a business matching platform in Travel Tech, which will not generate much revenue for the Company.

Question 7 : Mr. Kulavich Sornprachum, shareholder attending in person, Asked whether Dusit Thani Group investing in FAVSTAY, a Thai startup in the form of shared economy with real estate capacity of over 12,000 rooms in its portfolio, will impact competition with the Company.

Answer : Mr. Somboon Sukheviriyaya, Chief Executive Officer, informed that such case may be the case of competition on the hotel level, and not with the Company.

Question 8 : Mr. Kitti Ngammaharat, shareholder attending in person, asked whether the Company's know how may be used to develop ERP software for companies other than hotels.

Answer : Mr. Somboon Sukheviriyaya, Chief Executive Officer, informed that the Company is able to do so for the back end, such as AP and GL, but not the front end as client requirements differ. At present, there are a larger number of ERP software developed by Thais. Moreover, Mr. Chalernpol Tuchinda, Director, informed that the National Science and Technology Development Agency (NSTDA) have a number of companies of this sort, which the government supports, with prices ranging from several million Baht to individual transaction pricing, depending on who the Company would compete with. Mr. Somboon Sukheviriyaya informed further that there is a high possibility that the Company will do so if the situation improves, as some of Comanche's software are able to be utilized and

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the Company's technology is capable to do so. However, the Company is not ready to set foot in the ERP software market as the competition is relatively high.

Question 9 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked whether the Company had purchased land.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that the Company has only conducted feasibility study, and has not yet purchased land. In constructing the Travel Tech Building, the Company has to first conduct feasibility study. Without conducting a feasibility study, the project will be canceled. Once feasibility is established, the building structure design has to be verified to proceed further.

Question 10 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked whether another shareholders' meeting has to be arranged once the Company has plans to proceed with the construction of Travel Tech Building, and approximately how many votes are required.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that another shareholders' meeting has to be arranged, with approval of no less than three-fourths of the total number of votes of shareholders attending the meeting and possessing voting rights.

Question 11 : Mr. Anu Wongsarakij, shareholder attending in person, asked whether the Company can take part in food delivery or online shopping businesses.

Answer : Mr. Somboon Sukheviriya, Chief Executive Officer, informed that the Company has approximately 800 hotels, 5,000 restaurants, and golf courses as clients in its portfolio. The Company attempts to engage in those related to services, but is not able to disclose information at the moment.

Question 12 : Mr. Charoonkiat Akkarasilp, shareholder attending in person, asked whether Synature may enter the food delivery business.

Answer : Mr. Chatchai Tolertmongkol, Chief Executive Officer of Synature Technology Company Limited, informed that Synature Technology Company Limited mainly focuses on restaurant businesses for over 90% of the time in the past. The Company saw the entrance of food delivery platform, but saw that every platform in the food delivery industry incurred losses from capital requirement for advertising and driver hires, even though Synature's technology is able to do so. Businesses in the food delivery

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industry bear losses to seek drivers and charge an additional Baht 10 from customers, or offer free delivery. The Company, as a listed company on the Stock Exchange of Thailand, must thoroughly consider if the Company has to make large capital investments and may incur losses. However, restaurants in the delivery platform still use Synature's software, and Synature is making attempts to develop software for customers to be able to order directly with restaurants, but has not yet moved to delivery due to relatively high cost.

The Chairman informed the Meeting that there was no further inquiry or had no other additional comments. In accordance with the good corporate governance and re-checking for the votes, then the Company shall keep all ballots for reference and be able to re-check. Hence, the Chairman thanked shareholders who came to support and devoted their time to attend the 2020 Annual General Meeting for Shareholders and adjourned the Meeting.

Meeting adjourned at 16:30 hrs.

Besides, the number of shareholders attending the Meeting in person and by proxies for this meeting was 79 persons, representing the total shares amount of 46,091,771 shares or equal to 34.3968 percent of the total of shares issued of 134,000,000 shares. In addition, the Company already rechecked the votes.

(Mr. Somboon Sukheviriya)
Chairman of the Meeting

(Mr. Nikul Tangninlasap)
Company Secretary/ Meeting Recorder

Certified the Correctness By:

(Mr. Somboon Sukheviriya)
Authorized Director

(Mr. Chatchai Tolertmongkol)
Authorized Director

The Articles of Association of the Company regarding the Shareholders' Meeting

The Board of Directors

Clause 19 The shareholders' Meeting shall elect the Board of Directors which comprise of the directors at least five (5) persons to be responsible for managing the entire business of the Company and have authority and duty to act under the scope of law, objective, articles of association of the Company, resolution of the Annual General Meeting of shareholders, as well as to have the authority to act any matters in accordance with the Memorandum or such related matters. Additionally, the directors shall be either shareholders or not.

At least half (1/2) directors of the total directors must have residence in Thailand and the Company's directors shall have a qualification and have no prohibited characteristics according to the law.

Clause 21 Except as stated in Clause 25, the shareholders' Meeting shall elect the directors according to the principle and criteria as follows:

- (1) Each shareholder shall have one vote per one share.
- (2) Each shareholder shall exercise all the votes to elect one or several persons as director(s), however it must not exceed to the number of directors to be elected in the election.
- (3) In case that shareholders exercise the vote to elect more than one person as directors, shareholders shall have the vote to elect each person equal to the total of existing votes of themselves, which not allowing to divide the votes not equally.
- (3) The person who gains the maximum votes respectively shall be elected as directors equal to the number of directors that requires to fulfill in those election. In case that person, who gains the votes in the second rank of election, has the votes equally as exceeding a number of directors that requires to fulfill in those election, then the Chairman of the Meeting must be the final vote decisively to finalize the total of directors as required in those election.

Clause 22 In every Annual General Meeting, one-thirds (1/3) of the directors shall retire from the office by rotation. If the directors cannot be divided directly by three (3) parts, then the number of directors nearest shall be retired equal to portion of one-thirds (1/3).

The directors shall retire at the first year and the second year after the Company's registration by using the raffles method to retire first, and, for the other years, the directors who have longest term in the office shall retire from the office, but those directors who retires from the office shall be re-elected.

Clause 23 Beside to retire from the office by rotation, the directors will be retired from the office as follows:

- (1) Death
- (2) Resignation
- (3) Lack of qualification or have prohibited characteristics against the law
- (4) Resolution of the Shareholders' Meeting to vacate
- (5) Court order to vacate

Clause 24 Any directors who wish to resign shall submit the resignation letter to the Company. The effective date of resignation shall be reached to the Company. The directors who resign as the first paragraph shall also inform their resignation to the registrar.

Clause 25 In case of the vacancy of directorship position because of other reasons beside the rotation term, then the Board of Directors shall select the person who has a qualification and has no prohibited character according the law to be appointed as director in replacement of directorship in the fourth coming Board of Directors' Meeting, except for the term of the office of director shall be remained less than two (2) months. The person who is selected as replacement shall have the term of office only equal to the remaining term of its replacement.

Resolution of the Board of Directors' Meeting according to the first paragraph shall comprise with the votes not less than three-fourths (3/4) of the total remaining directors.

In case that the directorship position is vacant and left the remaining number of directors less than the quorum to be constituted, the remaining directors shall arrange the shareholders' Meeting to elect the director in replacement of all vacant directorship positions within one (1) month starting from the date of the number of vacancy director until less than the quorum to be constituted and the person who is appointed as director in replacement shall have the term of office only equal to the remaining term of office in its replacement.

Clause 26 The shareholders' Meeting shall resolve to terminate the director before the term of office with the total votes not less than three-fourths (3/4) of the total shareholders and proxies from shareholders (if any) who attend the meeting and having the right to vote and the total shares collection not less than half (1/2) of the total shares held by shareholders and proxies from shareholders (if any) who attend the meeting and having the right to vote.

Clause 35 Do not allow the Company to pay cash or any other assets to the directors except for the payment as remuneration to the directors. However, the director shall have the right to be entitled to receive the remuneration, meeting allowance, allowance, and other benefits from the Company in the term of pension, bonus or remuneration in another type in the same way in accordance with the regulation and articles of association of the Company or the resolution of the shareholders' Meeting to agreed and comprise of the votes not less than two-thirds (2/3) of the total votes of shareholders to attend the Meeting by fixing the exact amount or placing the criteria and shall fix form times to times or shall be

effective onwards until there will be any amendment. Besides, it shall receive allowance and other benefits according to the Company's regulations.

The statement in the first paragraph shall not affect to the right of staffs or employees of the Company who shall be elected as director that the right to be entitled to receive the remuneration and benefits as staffs or employees of the Company shall be remained.

Shareholders' Meeting

Clause 36 The Board of Directors shall hold an annual ordinary meeting of shareholders within four (4) months from the end of the fiscal year of the Company at the location of the Head Quarter, nearby provinces or other venues according to the Chairman of the Board shall agree and other meeting beside this meeting shall be called as the Extraordinary General Meeting.

Clause 37 The Board of Directors shall call the shareholders' Meeting as the Extraordinary General Meeting whenever it deems to be appropriate or the shareholders who have the total shares to collect together not less than one-fifth (1/5) of the total issued shares or the shareholders not less than twenty-five (25) persons who have the total shares combining together not less than one-tenth (1/10) of the total issued shares, shall agree to prepare a letter to pass to the Board of Directors to call the shareholders' meeting as the Extraordinary General Meeting in any times, but it requires to mention the clear reasons to call the meeting at the said letter. In this case, the Board of Directors shall arrange the shareholders' meeting within one (1) month starting from the date of receiving such letter from the shareholders.

Clause 38 In the shareholders' Meeting, the shareholders who have the right to be entitled to attend the meeting and have the right to vote, shall be the shareholders who have the name on the list of shareholders in registration book upon the specified date of the Board of Directors and the share number of each shareholder who has the right to vote according to the shown names of shareholders registration book in the same day. However, the right of such person shall not be affected even though the data of shareholder registration book as of the meeting date is amended.

The determined date by Board of Directors according to the first paragraph shall be in advance before the shareholders' meeting date not more than two (2) months.

Clause 39 In order to call a shareholders' meeting either the Annual General Meeting or Extraordinary General Meeting, the Board of Directors shall prepare the invitation letter to mention the venue, date, time, agendas, and other matters to be proposed to the Meeting as enclosed the appropriate details. Please also specify the proposed agendas for acknowledgement, for approval or for consideration as well as the Board's opinions in such agendas and submit to the shareholders and registrar for information not less than seven (7) days before the meeting date or not less than any other time duration for the matters to be proposed to the meeting according to the law required and specific. The advertisement for announcement of meeting arrangement shall be advertised for three (3) consecutive days and at least three (3) days before the meeting date.

The statement to inform the shareholders shall be delivered by registered mail.

Clause 40 The shareholders may authorize the proxy to the person being underage to attend the meeting and have a right to vote on behalf of themselves. The proxy letter shall be shown the date with the signature of the shareholders who authorizes the proxy and shall be complied with the registrar required. There shall be at least the following details:

- (1) The total shareholding by the grantor
- (2) Name of the proxy
- (3) Meeting number for the proxy for attending the meeting and having the right to vote.

The proxy letter shall be submitted to the Chairman of the Board or whoever the Chairman of the Board assigns at the meeting before the proxy to attend the meeting.

Clause 41 In case of authorization for a proxy, both persons who are either shareholders or not shareholders shall have the right to vote according to the vote number for the proxy, besides the voting that they have the right to vote personally as shareholder as well.

Clause 42 In every shareholders' meeting, there shall have shareholders and proxies from shareholders (if any) to attend the meeting not less than twenty-five (25) persons or not less than half (1/2) of the total shareholders and shall count the shares together not less than one-thirds (1/3) of the total issued shares and it deems as a quorum to be constituted.

In case that any shareholders meeting has passed one (1) hour as scheduled, the total shareholders to attend the meeting not deemed as a quorum to be constituted. If such shareholders' meeting is called by the shareholders because the shareholders requests, therefore, such meeting shall be cancelled. If such meeting is not called by the request of the shareholders, then it shall re-arrange the meeting and submit the invitation letter to the shareholders not less than seven (7) days prior to the meeting date and this subsequent meeting shall not require for a quorum to be constituted.

Clause 43 In shareholders' meeting, it shall appoint the Chairman of the Board to be the Chairman of the Meeting. If the Chairman of the Board is not in the Meeting or not be able to perform the duty, then the Vice Chairman of the Board shall perform as the Chairman of the Meeting. However, if there is no Vice Chairman of the Board or have, but not in the Meeting or not be able to perform a duty, then the shareholders to attend the meeting shall select any shareholders to be the Chairman of the Meeting.

Clause 44 The Chairman of the shareholders' Meeting is in charge of controlling the meeting to comply with the Articles of Associations of the Company. This meeting shall proceed according to the respective agendas as specified in the invitation letter, except for the meeting shall resolve to convert the ranking of agendas with the vote not less than two-thirds (2/3) of total shareholders who attends to the meeting.

Whenever the Meeting considers the agendas successfully according to the first paragraph, the shareholders who collect the shares together not less than one-thirds (1/3) of the total issued shares, shall be able to require the Meeting to consider other matters beyond the specified agendas as stated in the invitation letter.

In case that the Meeting has considered the respective agendas not completed according to the first paragraph or considered the agendas proposed by the shareholders not completed according to the second paragraph depend on each case and there must be necessary to postpone the consideration. The Meeting then need to state the venue, day, time, and meeting agendas to the shareholders not less than seven (7) days prior to the meeting date. However, the advertisement of meeting announcement to newsletter shall be advertised for consecutive three (3) days and not less than three (3) days prior to meeting date.

Clause 45 Unless it shall specify with other cases in this Articles of Association, the voting method in the shareholders' meeting not even by raising the hands or by collecting the votes confidentially, it shall be given one (1) share to equal to one (1) vote. The shareholders who are the stakeholder in special case in any matters, then such shareholders shall not have the right to vote for such mentioned matters unless it shall be a vote for director election and resolution of the shareholders' Meeting is comprised of the votes as follows:

- (1) In normal case, it deems to use the votes of majority of shareholders who attend the meeting and have the right to vote. If they have the vote equally, then the Chairman of the Meeting shall have the final vote to be decisive vote.
- (2) In the following cases, it deems to use the vote not less than three-fourths (3/4) of the total vote of shareholders who attend to the meeting and have the right to vote.
 - (a) Sales or transfer the enterprise of the whole company or some important parts to other persons.
 - (b) Purchase of acceptance for transferring the enterprise of the Public Company Limited or Company Limited to be acquired to the Company.
 - (c) Engagement, amendment, or cancellation regarding to the rental of enterprise of the whole company or important parts, assignment to the other persons to manage the company's business or merging the business together with the other persons with the purpose of sharing the profit and loss.
 - (d) Amendment of the Memorandum or the Articles of Association of the Company.
 - (e) Increase or reduce the capital of the Company.
 - (f) Issuance of the bonds to be offered to the public.
 - (g) Amalgamation or dissolution of the Company.

- Clause 46. The Annual General Meeting requires considering at least the following matters:
- (1) To acknowledge the Board of Directors' report regarding to the Company's performance report for the previous fiscal year.
 - (2) To consider and approve of the financial statements of the Company for the previous fiscal year.
 - (3) To consider and approve of the allocation of retained earnings and dividend payment and be allocated as legal reserve.
 - (4) To consider and elect of the directors in replacement of those who retired by rotation and fix its remuneration of the directors.
 - (5) To consider and appoint the auditor and fix its audit fee.
 - (6) Other matters.

Clause 47 In case of the Company or Subsidiaries according to the definition of law pertaining to securities and stock of exchange to entering into related transaction or acquisition or disposal the important assets of the Company according to the specified criteria in the law pertaining to securities and stock of exchange, then the Company shall practice according to the principle and criteria as stated in such matters.

Accounting, Finance and Audit

Clause 48 Fiscal year of the Company shall be started from January 1st and ended as of December 31st of every year.

Clause 49 The Company shall prepare and keep the accounting as well as the auditing according to the related law required and shall prepare the financial statement and profit and loss at least one time in the cycle of twelve (12) months as deemed as the fiscal year of the Company.

All books and accounting of the Company shall be prepared and kept according to the principle and practice of the international accounting as accepted in general in Thailand.

Clause 50 The Board of Directors shall prepare the financial statement and profit and loss ended for the fiscal year of the Company and shall propose to the shareholders' Meeting for the Annual General Meeting to consider and approve the financial statement and profit and loss. In this case, the Board of Directors shall require the auditor to audit the financial statement and profit and loss to be complete prior to be proposed to the shareholders' Meeting to consider and approve at the Annual General Meeting.

Clause 51 The Board of Directors shall prepare such mentioned financial statement and profit and loss that shall be correct and complete as follows:

- (1) Total income, expenses included both transaction causing to receive or pay cash in every transaction and having a profit or loss for the Company.
- (2) Assets and liabilities of the Company.
- (3) Capital portion of the shareholders and reserved capital.

Clause 52 The Board of Director shall delivery the following documentations to the shareholders enclosed with the invitation letter for the Annual General Meeting.

- (1) The copy of audited statement and profit and loss as well as audited report of auditor
- (2) The Annual report of the Board of Director and supporting documents of such report (if any)

Clause 53. The shareholders' Meeting shall appoint the auditor of the Company and fix the amount of remuneration for the auditor. However, the auditor who is no longer as the Company's auditor shall be entitled to re-elect as the Company's auditor.

The auditor shall not be the director, staff, employee, or any other designation in the Company. However, the Company shall rotate the auditor according to the specified law pertaining to the securities and stock of exchange and/or related law.

Clause 54. The auditor shall have the authority to audit the accounting, document, and other evidence regarding to the income and expenses including to assets and liabilities of the Company during the business hour of the Company. At this matter, the auditor shall have the authorization to inquiry the directors, staffs, employees, other designations of the Company and delegate of the Company included with those persons to clarify the facts or submit the documents or evidence regarding to the business operation of the Company.

Clause 55. The auditor shall be responsible to attend the meeting for the shareholders' meeting of the Company every time that has the agenda to consider the financial statement and profit or loss statement and problems pertaining to the Company's accounting to clarify the audit report to the shareholders and the Company shall submit the report and all documentations to the shareholders that requires to have in the shareholders' meeting to the auditor as well.

Dividend and Legal Reserved

Clause 56. Do not allow the Company to pay dividend from other type of money besides cash from the profit included with retained earnings. In case that the Company still has the accumulated deficit, then shall not allow to pay dividend.

Dividend shall be divided to pay according the total share at each share equally. Unless the Company shall issue the preferred stocks and fix the preferred stocks to be entitled to receive the dividend against to the ordinary shares, therefore it shall be allocated the dividend as stated. However, the dividend payment shall be approved by the shareholders' Meeting.

The Board of Director may pay the interim dividend to the shareholders from times to times whenever it is considered that the Company has enough profit to do so. When the Company already announces and has the dividend payment, it shall be informed such dividend payment to the shareholders in the forthcoming shareholders' meeting.

In case that the Company shall not complete issued shares to the public according to the registered share number or registered increase capital, then the Company shall pay all dividend or some portions by issuing new ordinary shares to the shareholders that are allowed to perceive the approval from the shareholders' Meeting.

Dividend payment shall be preceded within one (1) month starting from the resolution date of the shareholders' Meeting or the Board of directors' Meeting depending on the cases. However, it shall be informed as a letter to the shareholders and required to advertise the announcement of dividend payment in a newspaper for the three (3) consecutive days.

Clause 57 The Company shall allocate a portion of the annual net profit as a reserved capital not less than one-twentieth (1/20) of the annual net profit deducting with the accumulative deficit carried forward (if any) until the legal reserved shall be the amount of not less than one-tenths (1/10) of the registered capital. Besides such reserved capital above-mentioned, the Board of Directors may propose to the Shareholders' Meeting to resolve to allocate the other reserved money according to the appropriate consideration for any other business operation of the Company.

Information About Independent Directors who are Proxy Holders in the Shareholders' Meeting

Shareholders who are unable to attend the meeting by themselves shall appoint independent directors as follows to attend the meeting on their behalves.

1. Mrs. Dolrudee Pornpipat

Position : Independent Director / Director
 Chairman of the Audit Committee
 Chairman of the Risk Management Committee
 Chairman of the Corporate Governance Committee

Age : 73 years old

Address : 16, Soi Suksub, Ladyao,
 Chatuchak, Bangkok



Conflict of Interest in Relating Considered Agenda : - None -
Shareholding in the Company : - None -

2. Mr. Chalernpol Tuchinda

Position : Independent Director / Director
 Audit Committee
 Chairman of the Nomination and Remuneration
 Committee

Age : 58 years old

Address : 251/1, Sukhumvit 71 Road, Phra Khanong Nuea,
 Watthana, Bangkok



Conflict of Interest in Relating Considered Agenda : - None -
Shareholding in the Company : - None -

3. Mr. Gancanapol Geert Marcel Cyriel Van Compernelle,

Position : Independent Director / Director
 Audit Committee
 Risk Management Committee

Age : 38 years old

Address : 18/11, Soi Chamchan, Klong Tan Nuea,
 Wattana, Bangkok



Conflict of Interest in Relating Considered Agenda : - None -
Shareholding in the Company : - None -

Definition of Independent Directors

The company has defined the definition "Independent Director" of the Company to be the same as the Notification of the Securities and Exchange Commission No. Tor Chor. 28/2551 Re: Request for Permission and Approval of the Offering Newly Issued Shares dated 15 December 2008 (including its amendments) as follows;

- (1) Not hold shares in excess of one percent of the total number of voting shares of the Company, the parent company, subsidiaries, and associated companies, including major shareholders, or any person having controlling power over the Company. Additionally, the number of shares held by any related person of an independent director must also be counted.
- (2) not be and have not been a director participating in management role, or an employee or an officer or an advisor which receives regular salary, and not be and have not been a person having controlling power over the Company or the parent company, subsidiaries, or associated companies, or a subsidiary of another company in the same level, unless such an independent director has not been a person referred to above for at least two years. However, such restriction or prohibition shall not apply to an independent director who has been a governmental officer or an advisor of a government authority, which is the major shareholder of the Company or the person having controlling power over the Company.
- (3) Not be a person having relationship either through blood or lineage or legal registration as a father, mother, spouse, sibling or child, including as a spouse of a child or any directors or management person or major shareholders, or of any person having power to control, or of the person being nominated to be a director or management person of or a person having power to control the Company or subsidiaries.
- (4) Not have and have not had any business relationship with the Company or the parent company, subsidiaries, associated companies, or major shareholders, or with the person having power to control the Company, in the manner in which his/her independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Company, or the parent company, subsidiaries, associated companies, or major shareholders, or the person having power to control the Company unless such an independent director has not been a person referred to above for at least two years.

Business relationship referred to the first paragraph above shall mean to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any

other manner similar thereto that could result to an obligation required to be performed by the Company or the party thereto in an amount of three percent or more of the net tangible asset value of the Company or Baht twenty million or more, whichever is lesser. In this connection, the method for calculation of the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt of the Company, provided that the amount of debt incurred during the past one year prior to the date on which such a business relationship with such person exists.

- (5) Not be and have not been an auditor of the Company or the parent company, subsidiaries, associated companies, or major shareholders, or of any of the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, or the parent company, subsidiaries, or major shareholders, or the person having power to control the Company is working, unless such an independent director has not been a person referred to above for at least two years.
- (6) Not be and have not been a professional advisor, including legal or financial advisor who obtains fee more than Baht two million a year from the Company or the parent company, subsidiaries, associated companies, or major shareholders, or from the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years before being appointed.
- (7) Not be a director appointed as a representative of a director of the Company, a representative of a major shareholder, or a representative of a shareholder which is a related person of the major shareholder.
- (8) Not engage in any business the nature of which is the same as that of the Company or subsidiaries and which, in any material respect, is competitive with the business of the Company or subsidiaries, or not be a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of a company engaging in any business the nature of which is the same as that of the Company or subsidiaries and which, in any material respect, is competitive with the business of the Company or subsidiaries.
- (9) Not have any characteristics by which his/her independent comment or opinion on the Company's operation may be affected.



(10) Audit committee must be an independent director of the Company in accordance with the qualifications set by the Office of the Securities and Exchange Commission.

Documentations to be presented at the register desk to attend the Meeting

Register before the meeting

The Company will open for the registration to attend the meeting before the meeting commencement, not less than 1 hour or from 12:30 hours onwards of the date 1st October 2020, at the meeting's venue according to the map as enclosed with the invitation letter of the meeting.

Proxy Letter

In accordance with the announcement of Department of Business Development, the Ministry of Commerce, RE: The Form in Proxy Forms (No.5) B.E. 2550, the Company, therefore, has prepared proxy forms for shareholders who are unable to attend the meeting can appoint a proxy to attend the meeting on their behalves or appoint an independent director of the Company to vote on their behalves as follows.

- Form A General proxy form which is easy and not complicated.
- Form B Proxy form that specifies items which will appoint a proxy for more clearly specific details.
- Form C Proxy form that specifies items which will appoint a proxy for more clearly specific details for an international investor's shareholder only and has appointed a custodian in Thailand as depositor and caretaker of the shares.

Kindly present the registration form, as attached in the invitation letter of the meeting, printed with the barcode on the register form, before attending to the meeting at the registration desk.

In additional, shareholders may choose to use only Proxy Form A or Form B, except for shareholders who are foreign investors and appointing a custodian in Thailand to be depositor and caretaker of the shares may use any of Form A or Form B or Form C.

Documents that the participants need to present before attending the meeting

Individuals

1. Shareholder attending the meeting by himself or herself

- Please present all valid documents which are issued from the Government and not expired such as identification card, government official card, driving license. If there is name change or surname change, then the evidence documents are also required to be presented.
- Enclosed Register Form in the invitation letter of the meeting with the barcode presented.

2. Shareholder appointing proxy to attend the meeting on his behalf or her behalf

- Any of proxy form as the attachment which is filled and completed the document correctly and signed with signatures of shareholder and appointed proxy.
- A copy of documents that are issued by the Government and not expired of shareholder and shareholder signed to certify a true copy.
- A copy of documents that are issued by the Government and not expired of appointed proxy and appointed proxy signed to certify a true copy. The original document issued by the Government of appointed proxy must be presented at the registration desk.
- Enclosed Register Form in the invitation letter of the meeting with the barcode presented.

Juristic persons

1. Shareholder's representative (Director) attending the meeting by himself or herself

- A copy of the corporate affidavit of the shareholder issued not more than 6 months which certified true copy by a juristic person representative (Director) and has a message indicating that the representative of the juristic person who is the meeting attendee has the authorization to act on behalf of the juristic person who is the shareholder.
- A copy of documents that are issued by the Government and not expired of a juristic person representative and signed to certify a true copy. The original document issued by the Government of a juristic person representative must be presented at the registration desk.
- Enclosed Register Form in the invitation letter of the meeting with the barcode presented.

2. Shareholder appointing proxy to attend the meeting on his behalf or her behalf

- Any of proxy form which is filled and completed the document correctly and signed with signatures of the representative of the juristic person (Director) and appointed proxy.
- A copy of the corporate affidavit of the shareholder issued not more than 6 months which certified a true copy by a juristic person representative (Director) and has a message indicating that the representative of the juristic person has the authorization to act on behalf of the juristic person who is the shareholder.

Shareholder appointing proxy to attend the meeting on his behalf or her behalf (con.)

- A copy of documents that are issued by the Government and not expired of a juristic person representative (Director) who is the shareholder and signed to certify a true copy.
- A copy of documents that are issued by the Government and not expired of appointed proxy and appointed proxy signed to certify a true copy. The original document issued by the Government of appointed proxy must be presented at the registration desk.
- Enclosed Register Form in the invitation letter of the meeting with the barcode presented.

3. Shareholder who is a foreign investor and appointed a custodian in Thailand as depositor and caretaker of the shares

- 3.1 Prepare and present the document as same as juristic person case no. 2.
- 3.2 Shareholder who is a foreign investor and appointed a custodian to be a person who sign on a proxy form on his behalf or her behalf, must submit additional documents as follows.
 - A proxy form from foreign investor who is shareholder allowing custodian to sign on the proxy form on his behalf or her behalf.
 - A confirmation letter that a person who signs on the proxy form has been authorized to do the business of custodian. In addition, original document which is not prepared in English language must have an English translation attached and shareholder or the juristic person's representative must prepare the certification for translation's correctness.
 - Enclosed Register Form in the invitation letter of the meeting with the barcode presented.

แผนที่โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอ์จูน Map of Grand Mercure Bangkok Fortune



Grand Mercure Bangkok Fortune

1, Ratchadaphisek Road, Fortune Town, Dindaeng, Bangkok 10400, Thailand

Tel: +66 2 641 1500 Fax: +66 2 641 1530

www.grandmercure-asia.com • www.accorhotels.com

หนังสือมอบฉันทะ (แบบ ก)
Proxy (Form A)

 เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

 เขียนที่ _____
Written at

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

 (1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Comanche International Public Company Limited (“The Company”)

 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding shares at the total amount of shares and having the right to vote equal to votes as follows:

 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and having the right to vote equal to votes

 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

hereby appoint

 (1) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

 (2) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

 (3) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันพฤหัสบดีที่ 1 ตุลาคม 2563 เวลา 13.30 น. ณ ห้องฟอร์จูน 1-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอร์จูน เลขที่ 1 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2020 held on Thursday 1st October 2020 at 13.30 P.M. at Fortune 1-2 Hall, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadapisek Road, Dindeang, Bangkok 10400 or on date at time and place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
I/We shall be liable for any action taken by the proxy holder at the meeting.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

The shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be divided to more than one proxy holder in order to divide the vote.

หนังสือมอบฉันทะ (แบบ ข)

(ปิดอากรแสตมป์ 20 บาท)

Proxy (Form B)

(Affix 20 Baht duty)

เลขทะเบียนผู้ถือหุ้น _____

Shareholders' Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

Nationality

อยู่บ้านเลขที่ _____

Address

(2) เป็นผู้ถือหุ้นของ บริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Comanche International Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding shares at the total amount of _____ shares and having the right to vote equal to _____ votes as follows:

 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

ordinary share _____ shares and having the right to vote equal to _____ votes

 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

preference share _____ shares and having the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้

hereby appoint

(1) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

(2) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

(3) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันพฤหัสบดีที่ 1 ตุลาคม 2563 เวลา 13.30 น. ณ ห้องฟอร์จูน 1-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอร์จูน เลขที่ 1 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2020 held on Thursday 1st October 2020 at 13.30 P.M. at Fortune 1-2 Hall, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadapisek Road, Dindeang, Bangkok 10400 or on date at time and place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows: -

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563

Agenda No. 1 Consideration and certification of the Minutes of the 2020 Annual General Meeting of Shareholders.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

วาระที่ 2 พิจารณานุมัติการเพิ่มวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ประชาชนทั่วไปเป็นครั้งแรก (IPO)

Agenda No. 2 Consider and approve the amendment of objectives for the utilization of capital received from the initial public offering (IPO).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

วาระที่ 3 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 3 Consideration of other matters (if any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The voting of the proxy holder in respect of any agenda in contrary to the manner set forth above shall be considered incorrect and shall my/our vote.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case where my/our designation for the proxy holder to vote in respect of any agenda is not specified or not clearly specified or if there is any agenda considered in the meeting other than those specified above, including any amendment

or additional thereof, the proxy authorized to consider the matters and vote on my/our behalf as the proxy holder deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act or thing carried out by the proxy holder in the meeting except the case that the proxy holder does not vote according to my/our intention as.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
(_____)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be divided to more than one proxy holder in order to divide the vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

With respect to the agenda on the election of the Company's Board of Directors, either complete set of the Board of Directors or individual director may be appointed.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any other agendas to be considered in addition to those specified in the above mentioned, the proxy grantor may specify such agenda on the continued list of proxy form B attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
The Continued list of proxy form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)

The proxy on behalf of the shareholder of Comanche International Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันพฤหัสบดีที่ 1 ตุลาคม 2563 เวลา 13.30 น. ณ ห้องฟอร์จูน 1-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอร์จูน เลขที่ 1 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Extraordinary General Meeting of Shareholders No. 1/2020 held on Thursday 1st October 2020 at 13.30 hrs. at Fortune 1-2 Hall, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadaphisek Road, Din Daeng, Bangkok 10400 or on date at time and place as may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda No. Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows: -
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows: -
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____

Agenda No. Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows: -
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda No. Subject: The election of the directors (continued)

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

หนังสือมอบฉันทะ (แบบ ค)

(ปีคอกกรแสตมป์ 20 บาท)

(Affix 20 Baht duty)

Proxy (Form C)

เลขทะเบียนผู้ถือหุ้น _____

Shareholders' Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

Nationality

อยู่บ้านเลขที่ _____

Address

(2) ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ / Acting as Custodian of _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน) ("บริษัท") / being a shareholder of Comanche International

Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding shares at the total amount of shares and having the right to vote equal to votes as follows:

 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

ordinary share shares and having the right to vote equal to votes

 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

preference share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

hereby appoint

(1) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

(2) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

(3) ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postal Code or

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันพฤหัสบดีที่ 1 ตุลาคม 2563 เวลา 13.30 น. ณ ห้องฟอรัจูน 1-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอรัจูน เลขที่ 1 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2020 held on Thursday 1st October 2020 at 13.30 P.M. at Fortune 1-2 Hall, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadapisek Road, Dindeang, Bangkok 10400 or on date at time and place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows: -

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Proxy with respect to the total number of voting shares held by me/us and to exercise the voting right accordingly.

มอบฉันทะบางส่วนคือ

Partial proxy as follows; -

<input type="checkbox"/>	หุ้นสามัญ _____ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
	ordinary share	shares with the voting rights of votes
<input type="checkbox"/>	หุ้นบุริมสิทธิ _____ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
	preference share	shares with the voting rights of votes
	รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง	
	Aggregate voting rights being	votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows: -

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563

Agenda No. 1 Consideration and certification of the Minutes of the 2020 Annual General Meeting of Shareholders.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 2 พิจารณาอนุมัติการเพิ่มวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ประชาชนทั่วไปเป็นครั้งแรก (IPO)

Agenda No. 2 Consider and approve the amendment of objectives for the utilization of capital received from the initial public offering (IPO).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 3 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 3 Consideration of other matters (if any).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows: -
- เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The voting of the proxy holder in respect of any agenda in contrary to the manner set forth above shall be considered incorrect and shall my/our vote.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case where my/our designation for the proxy holder to vote in respect of any agenda is not specified or not clearly specified or if there is any agenda considered in the meeting other than those specified above, including any amendment or additional thereof, the proxy authorized to consider the matters and vote on my/our behalf as the proxy holder deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act or thing carried out by the proxy holder in the meeting except the case that the proxy holder does not vote according to my/our intention as.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
(_____)

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The proxy form C. is use only in the case where the shareholders whose names appearing in the share register book being foreign investor and such foreign investor appoints Thai resident as Custodian to be safe-keeper and maintain the shares.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)The requisite evidence to be attached to this Form of Proxy are: -
 - (1) Power of attorney executed by the shareholder authorizing the Custodian to execute proxy.
 - (2) A written evidence certifying that the person signing the proxy possesses custodian license.
3. ผู้ถือหุ้นที่มีมอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้
The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be divided to more than one proxy holder in order to divide the vote.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
With respect to the agenda on the election of the Company's Board of Directors, either complete set of the Board of Directors or individual director may be appointed.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there is any other agendas to be considered in addition to those specified in the above mentioned, the proxy grantor may specify such agenda on the continued list of proxy form C attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

The Continued list of proxy form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)

The proxy on behalf of the shareholder of Comanche International Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันพฤหัสบดีที่ 1 ตุลาคม 2563 เวลา 13.30 น. ณ ห้องฟอรัจน์ 1-2 ชั้น 3 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ ฟอรัจน์ เลขที่ 1 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Extraordinary General Meeting of Shareholders No. 1/2020 held on Thursday 1st October 2020 at 13.30 hrs. at Fortune 1-2 Hall, 3rd Floor, Grand Mercure Bangkok Fortune, No.1 Ratchadaphisek Road, Din Daeng, Bangkok 10400 or on date at time and place as may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda No. Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate in all aspects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

เห็นด้วย/Agree _____ เสียง/votes ไม่เห็นด้วย/Disagree _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____

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วาระที่ _____ เรื่อง _____

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เห็นด้วย/Agree _____ เสียง/votes ไม่เห็นด้วย/Disagree _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda No. Subject: The election of the directors (continued)

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree _____ เสียง/votes ไม่เห็นด้วย/Disagree _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree _____ เสียง/votes ไม่เห็นด้วย/Disagree _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree _____ เสียง/votes ไม่เห็นด้วย/Disagree _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes