



Invitation to the 2022 Annual General Meeting of Shareholders
COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED

22nd April 2022 at 13.30 hrs.

Platinum Hall, 3rd floor, Grand Fortune Hotel Bangkok
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.

30th March 2022

Subject: The Invitation of the 2022 Annual General Meeting of Shareholders

To: Shareholders of Comanche International Public Company Limited

Attachments:

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders, held on 23rd April 2021 (Supporting document for Agenda 1)
2. QR Code to download the digital Annual Report 2021 (Supporting document for Agenda 2 and 3)
3. Profiles of the nominees to be appointed as directors of the Company (Supporting document for Agenda 5)
4. Information about independent directors appointed by the Company to be proxy from shareholders and definition of independent directors
5. Company Articles related to the Meeting of Shareholders
6. Map of the meeting place
7. Documentary evidence that must be presented in the registration to attend the meeting
8. Proxy Form A, Form B, and Form C.
9. 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. 1/2022, on 25th February 2022, it resolved to hold the 2022 Annual General Meeting of Shareholders and authorized Mr. Wasawat Prasertsin, Chief Executive Officer, to change the meeting venue, which will be held on Friday 22nd April 2022 at 13.30 hrs. at **the Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok, 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 2021 Annual General Meeting of Shareholders.****Facts and Reasons:**

The Company held the 2021 Annual General Meeting of Shareholders on 23rd April 2021. 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 2021 Annual General Meeting of Shareholders, which was held on 23rd April 2021, 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 **To Acknowledge the Company's Operating Results for the Year 2021.****Facts and Reasons:**

The report of the Company's operating results for the year 2021, appeared in the Annual Report 2021 according to the Attachment no. 2, and the Company has already published on the Company's Investor Relations website (<http://investor.comancheinternational.com/home>).

Opinion of the Board of Directors:

Agreed to propose to the shareholders' meeting to acknowledge the operating results of the Company in 2021.

Voting:

This agenda is to inform for acknowledgment, therefore there will be no voting in this agenda.

Agenda 3 **To Consider and Approve the Annual Financial Statements for the Year Ended 31st December 2021.**

Facts and Reasons:

The financial statements for the year ended 31st December 2021 which have been audited and certified by Miss Sulalit Ardsawang, Certified Public Accountant (Thailand), of Dharmniti Auditing Company Limited and has been considered by the Audit Committee and the Board of Directors with details appearing in the “**Financial Statements**” section in the annual report according to the Attachment no. 2.

Opinion of the Board of Directors:

Agreed to propose to the shareholders' meeting to approve the financial statements for the year 2021 ended 31st December 2021 which have been audited by Miss Sulalit Ardsawang, Certified Public Accountant (Thailand), of Dharmniti Auditing Company Limited and has been considered by the Audit Committee and the Board of Directors as appearing in the annual report 2021 (Attachment no. 2)

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 4 **The consideration and approval of the omission of allocation of legal reserve and the dividend payment.**

Facts and Reasons:

In accordance with Section 115 of the Public Limited Company Act B.E. 2535 and the Company's Articles of Association, Article 56, requires the Company to pay dividends from profits only, and Article 57 of the Company's Articles of Association specifies that the Company must allocate part of the annual net profit as a reserve of not less than 5 percent of the annual net profit until the reserve amount is not less than 10 percent of the registered capital. The company has a policy to pay dividends of not less than 40 percent of net profit after corporate income tax of the separate financial statements and after legal reserve. However, the Company may set a dividend payment less than said above, depending on the annual operating results, cash flow, and future investment plans of the Company and subsidiaries.

In 2021, The Company to pay dividends from retained earnings, at the rate Baht 0.0877 per share, totaling Baht 11,751,800

Comparison table of dividend payment for the year 2019 – 2021

Unit: Baht

The separate financial statements	2019	2020	2021
Net profit (Baht)	4,221,468	2,788,120	N/A
Legal reserve (Baht)	6,328,549	6,467,955	-
Dividend rate per share (Baht)	0.100	-	0.0877
Dividend payment rate (Percentage of net profit)	317.43	-	N/A
Amount of dividend paid (Baht)	13,400,000	-	11,751,800

Opinion of the Board of Directors:

The Board of Directors considered and agreed to propose to the shareholders' meeting to approve the omission of the appropriation of legal reserve and approve of the dividend payment from retained earnings as follows:

1. The omission of the appropriation of legal reserve.
2. The approval of the dividend payment from retained earnings, at the rate Baht 0.0877 per share, totaling Baht 11,751,800.

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 5 To Consider and Approve the Appointment of Directors to Replace the Directors who Must Be Vacated by Rotation.

Facts and Reasons:

According to the Company's Articles of Association, Article 22 specifies that, the directors shall be vacated from the office by one-third (or close to one-third) by allowing the directors who are in the office for the longest term to vacate at every annual general meeting of shareholders. Moreover, the directors who vacate office under this agenda may be re-elected to the position. In this year, there are 2 directors who are being vacated by rotation, namely.

- | | |
|-------------------------------|---|
| 1) Mr. Siri Thirawattanawong | Independent Director / Audit Committee / Risk Management Committee |
| 2) Dr. Kumpol Buriyameathagul | Director / Nomination and Remuneration Committee / Risk Management Committee / Corporate Governance Committee |

The Meeting has considered and unanimously approved the re-appointment of the retired directors to be in office as follows;

- 1) Mr. Siri Thirawattanawong
- 2) Dr. Kumpol Buriyameathagul

In the nomination of directors, the Company allowed shareholders to nominate persons to be elected as directors during 22nd December 2021 to 31st January 2022 through the News System of the Stock Exchange of Thailand and published on the Company's website which appeared that no shareholders proposed the person to be elected as a director.

Opinion of the Board:

The criteria for selecting persons to hold positions as directors of the Company has passed the procedure of the Nomination and Remuneration Committee and through the consideration and scrutiny of the Board of Directors, excluding directors with conflict of interest, which the Board of Directors have considered, regarding the suitability and utmost benefit of the Company, and foreseen that the two directors who vacated by rotation, namely Mr. Siri Thirawattanawong and Dr. Kumpol Buriyameathagul, have complete qualifications and have no prohibited characteristics as required by law and being a qualified person with knowledge, ability, and experience in the business that is beneficial to the business of the Company with leadership, vision, morality, ethics as well as a positive attitude towards the Company. Therefore, it was deemed appropriate to propose to the shareholders' meeting to appoint the two vacating directors to be directors of the Company again for another term in the same position. In this connection,

Details of the brief profiles of the two directors are as the Attachment no. 3.

Therefore, the Board of Directors of the Company after approval from the shareholders' meeting consist of:

- | | |
|----------------------------------|---|
| 1) Mr. Somboon Sukheviriya, | Chairman of the Board
Nomination and Remuneration Committee
Corporate Governance Committee |
| 2) Dr. Somchai Wongsabsin, | Independent Director / Director
Chairman of the Audit Committee
Chairman of the Corporate Governance Committee
Chairman of the Risk Management Committee |
| 3) Dr. Soonthorn Pibulcharoensit | Independent Director / Director
Audit Committee
Chairman of the Nomination and Remuneration Committee |
| 4) Mr. Siri Thirawattanawong | Independent Director / Director
Audit Committee
Risk Management Committee |
| 5) Dr. Kumpol Buriyameathagul | Director
Corporate Governance Committee
Nomination and Remuneration Committee
Risk Management Committee |

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 6 To Consider and Approve the Directors' Remuneration for the Year 2022.

Facts and Reasons:

According to Section 90 of the Public Limited Company Act B.E. 2535, it is specified that the payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting which consists of votes of not less than two-thirds of the total votes of the shareholders attending the meeting.

Opinion of the Board:

The Meeting of the Nomination and Remuneration Committee has carefully considered the remuneration by scrutinizing various suitability and comparing in reference to businesses or industries in the same sector as the company or similar to the Company, the Company's performance in the past year, performance and responsibility of directors as well as the overall economic conditions. The Board of Directors have considered and agreed to propose to the shareholders to approve the directors' remuneration for the year 2022, reducing the remuneration of the Directors for the year 2022 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 2020 - 2022

The Board of Directors

Unit: Baht

Positions	2020 Meeting allowance per time	2021 Meeting allowance per time	2022 Meeting allowance per time
Chairman of the Board	35,000	35,000	30,000
Director	20,000	20,000	15,000

The Audit Committee

Positions	2020 Meeting allowance per time	2021 Meeting allowance per time	2022 Meeting allowance per time
Chairman of the Audit Committee	25,000	25,000	20,000
Audit Committee	25,000	25,000	20,000
Audit Committee with knowledge to review the financial statements	20,000	20,000	15,000

The Risk Management Committee

Positions	2020 Meeting allowance per time	2021 Meeting allowance per time	2022 Meeting allowance per time
Chairman of the Risk Management Committee	20,000	20,000	15,000
Risk Management Committee	20,000	20,000	15,000

The Nomination and Remuneration Committee

Positions	2020 Meeting allowance per time	2021 Meeting allowance per time	2022 Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	20,000	20,000	15,000
Nomination and Remuneration Committee	20,000	20,000	15,000

Corporate Governance Committee

Positions	2020 Meeting allowance per time	2021 Meeting allowance per time	2022 Meeting allowance per time
Chairman of the Corporate Governance Committee	20,000	20,000	15,000
Corporate Governance Committee	20,000	20,000	15,000

Voting:

This agenda must be approved by a majority vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda 7: To Consider and Appoint the Auditor's Remuneration for the Year 2022.

Facts and Reasons:

According to Section 120 of the Public Limited Company Act B.E. 2535, it is specified that the Annual General Meeting of Shareholders shall appoint an auditor and determine the amount of the 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 propose the approval of the appointment of auditors from Dharmniti Auditing Company Limited as auditors for the

Group of Companies for the year 2022, and the determination of audit fees for the year 2022 with the following details:

- 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

the proposed auditors 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.

The firm that is the audit office and the auditor as proposed has no relationship and interests with the Company, executives, major shareholders or any person related to such person and determined the remuneration of the auditor of the Company and subsidiaries for the year 2022 in the total amount of Baht 1,420,000.

Comparison table of audit fees for the year 2021 – 2022

Unit: Baht

Remuneration	Dharmniti Auditing Company Limited	
	2021	2022
Comanche International Public Company Limited	1,000,000	900,000
Synature Technology Company Limited	250,000	250,000
Win Star Tech Company Limited	20,000	20,000
AI Soft Company Limited	90,000	90,000
Roomz International Company Limited	20,000	20,000
Comanche Gogoji Company Limited	20,000	70,000
Coman Crypto Company Limited	-	70,000
Total	1,400,000	1,420,000

Opinion of the Board:

The Board of Directors considered and agreed to propose the auditors from Dharmniti Auditing Company Limited as auditors of the Company and subsidiaries for the year 2022, and the determination of audit fees for the year 2022 with the following details:

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

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements for the year 2022, with audit fees at an amount not exceeding Baht 1,420,000.

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 8 **To Consider and Approve the Appointment of the New Director of the Company and Change an Authorized Director to Sign on behalf of the Company.**

Facts and Reasons:

According to the Company's Articles of Association, Article 30 specifies that, the directors have the power to determine or change the name of the director who has the authority to sign on behalf of the company

Opinion of the Board:

The Board of Directors considered and agreed to propose to the shareholders' meeting to approve the appointment Mr. Wasawat Prasertsin to take position of a new director of the Company and change the authority to sign on behalf of the Company, Nomination and Remuneration Committee and Corporate Governance Committee replace Mr. Somboon Sukheviriya.

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 9 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 14th March 2022 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 14th March 2022

In addition, the Company has published the invitation letter to the 2020 Annual General Meeting of Shareholders together with supporting documents on the Company's website (www.comancheinternational.com) 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 7 and 9 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 8 and 9 back to the Company before the meeting date (Please send before 15th March 2022, 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 2022 Annual General Meeting of Shareholders 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. Wasawat Prasertsin)
Chief Executive Officer

Comanche International Public Company Limited

Minutes of the 2021 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, 23rd April 2021 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 | Mr. Suchet Sundaravej | Independent Director / Director / Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 3 | Mr. Gancanapol Geert Marcel
Cyriel Van Compernelle | Independent Director / Director / Audit Committee / Risk Management Committee |
| 4 | 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 (100%)

Proportion of attending directors: 4 directors (80%)

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. Thiti Kowuttikunrungsee | Chief Operation Officer |
| 6. | 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. Sarocha Homjan | Certified Public Accountant (Thailand),
Dharmniti Audit Company Limited |
| 3. | Mr. Kanittha Yimyai | Attorney of Per se and Associates Law Office |

The registration and voting system conducted by Quidlab Company Limited

The Meeting commenced at 01.30 p.m.

Comanche International Public Company Limited

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 60 persons registered to attend the Meeting (28 shareholders attending the meeting in person, totaling 41,882,326 shares and 32 shareholders attending the meeting by proxy, totaling 30,916,132 shares), holding the total shares both in person and by proxy in the number of 72,798,458 shares or 54.3272 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, Mr. Nikul Tangninlasap, 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 8 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 1, 3, 4, 5, and 7 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 2 was the agenda to be informed, no need to vote on this agenda.

For the vote of agenda 5, “to consider for the 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 be no collection for these approval ballots. Therefore, the ballots for agendas 5.1 and 5.2 shall not return to the officer for both approval and no voting on the ballot.

For the vote of agenda 6, 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 8, 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.

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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

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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 8, 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. Kantaphat Yenthum, shareholder attending the Meeting by himself, proposed himself to be the representative to witness the vote counting for this meeting.

Mr. Kanittha Yimyai from the law firm "Per Se and Associates 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 To consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020

The Chairman informed to the Meeting that the Company arranged the Extraordinary General Meeting of Shareholders No. 1/2020, held on 1st October 2020 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 Extraordinary General Meeting of Shareholders No. 1/2020 were recorded accurately and completely, therefore recommended that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 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 Extraordinary General Meeting of Shareholders No. 1/2020 dated on 1st October 2020 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 2 additional shareholders attended the Meeting, accounted for 212 shares, totaling 62 shareholders attended the Meeting, totaling 72,798,670 shares, accounted for 54.3274 percent of the total number of issued shares of the Company with the following vote breakdown:

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Shareholders	Vote (Shares)	Percentage
(1) Approved	72,798,570	99.9999
(2) Disapproved	0	0
(3) Abstained	100	0.0001
(4) Invalid ballots	0	0
Total votes:	72,798,670	100
No. of shareholders attended (persons):	62	

Agenda 2**To acknowledge the Board of Directors' report regarding the Company's performance for 2020**

Mr. Nikul Tangninlasap Company Secretary informed the Meeting that the 2020 business operation report of the Company 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 Company is interested in the project of creating a Collective Action Coalition for the Thai private sector against corruption. The Company is in the process of studying the anti-corruption policy and implementing a mechanism to prevent bribery to build and expand the network of clean businesses to be broad and strong hoping that the CAC project will be one of the projects that will make all shareholders trust the management that follows good criteria and good governance. The Board of Directors has considered the report on such performance and deemed that it was correct and sufficient, therefore proposing to the General Meeting of Shareholders for acknowledgment.

The Chairman informed the Meeting that, in 2020, the Company was greatly affected by the situation of the Corona Virus Disease 2019 epidemic (COVID-19). However, on 1st October 2020, the Company held the Extraordinary General Meeting of Shareholders No. 1/2020 for approval to increase the objectives of the use of IPO funds to expand the business to be more extensive in addition to tourism. In addition, the Company is trying to reduce costs such as reducing office space rental, introducing the early retirement program, etc.

Ms. Darunee Sae-tung, Chief Financial Officer, summarized the Company's performance report for the year 2020 as following details. The financial report as of 31st December 2020, the Company has 5 subsidiaries. Revenue in the 2020 consolidated financial statement decreased from 2019 by approximately Baht 30 million, which the Company was impacted by the COVID-19 (COVID-19) epidemic affecting the tourism industry because the hotel is the main customer of the Company. Costs in the 2020 consolidated financial statement decreased from 2019,

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which the company had an early retirement program in April 2020, resulting in lower employee compensation. Distribution costs in 2020 were lower than 2019 because the Company did not hold promotional activities. The administrative expenses in 2020 increased from 2019 as the Company paid remuneration to employees who participated in the early retirement program in the amount of approximately Baht 4 - 5 million. The allowance for doubtful accounts has been recorded of approximately Baht 0.6 million in 2019, and the allowance for doubtful accounts increased by approximately Baht 9.7 million in 2020 to comply with the new financial reporting standards. As a result, the consolidated financial statement had occurred approximately Baht 0.56 million loss. The 2020 income tax decreased from 2019 because the Company received the BOI privilege, and Synature Technology Company Limited had not exercised the BOI's tax privileges, resulting in a slight reduction in the amount. Moreover, there was an effect from the actuarial due to the calculation of employee benefits upon retirement with some employees participating in early retirement programs, the new employee benefits are calculated. Therefore, the impact was approximately Baht 2 million income added to the 2020 profit or loss, which in 2019 was set as an expense and in other components of the Company's financial report. For the year 2020, the Company has followed the new accounting standard correctly.

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 has acknowledged the Board of Directors' report regarding the Company's performance for 2020.

Agenda 3 **To consider and approve of the financial statements of the Company for the year ended 31st December 2020.**

Ms. Darunee Sae-tung, Chief Financial Officer, informed the Meeting that the Statement of Financial Positions and the Statement of Profit or Loss for the year ended 31st December 2020 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 56 – 1 One report of 2020.

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Nevertheless, Miss Darunee Sae-tung Chief Financial Officer 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 Annual Financial Statements for the year ended 31st December 2020 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 2 additional shareholders attended the Meeting, accounted for 2 shares, totaling 64 shareholders attended the Meeting, totaling 72,798,672 shares, accounted for 54.3274 percent of the total number of issued shares of the Company.

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	72,798,672	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	72,798,672	100
No. of shareholders attended (persons):	64	

Agenda 4

To consider and approve the appropriation of the Company's net profit as a legal reserve and the omission of dividend payment of the 2020 operating results as follows.

Mr. Nikul Tangninlasap – Company Secretary, informed 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. Ms.

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Darunee Sae-tung – Chief Financial Officer was invited to clarify in details and propose to the Meeting, accordingly.

Ms. Darunee Sae-tung – Chief Financial Officer, clarified details of additional legal reserve allocation of Baht 0.14 million, totaling Baht 6.47 million, and no dividend payment from operations in 2020 due to the coronavirus situation - 19 (COVID-19) affecting the overall economy of the country, tourism, and hotel business and may affect the operations of the Company. As a result, the Company had to consider the reserve of capital for future investment which is expected to generate better returns, including being used as working capital and reserve it to accommodate the uncertain financial situation.

The Company's performance in 2020, the Company had net loss pertaining to the consolidated financial statements in amount of Baht 0.56 Million and had the net profit pertaining to the separate financial statements of the Company in amount of Baht 2.79 Million.

Comparison table of dividend payment for the year 2018 – 2020

Unit: Baht

The separate financial statements	2018	2019	2020
Net profit (Baht)	33,358,558	4,221,468	2,788,120
Legal reserve (Baht)	6,117,476	6,328,549	6,467,955
Dividend rate per share (Baht)	0.10	0.10	-
Dividend payment rate (Percentage of net profit)	40.17	317.43	-
Amount of dividend paid (Baht)	13,400,000	13,400,000	-

- 1) Allocating net profit for the year 2020 as legal reserve in the additional amount of Baht 0.14 million
- 2) Omitting dividend payment for the Company's operating results of the year 2020 due to the situation of the coronavirus. (COVID-19), which has an impact on the overall economy of the country, tourism, and hotel business, and may affect the operations of the Company. Therefore, the Company had to consider reserving capital for future investments which are expected to generate better returns, including being used as working capital and reserve for the financial situation with uncertainty. As a result, the Board of Directors then carefully considered and reviewed to resolve the resolution of the omission of the dividend payment from the 2020 Company's operating results following the resolution of the Board of Directors' Meeting No.1/2021 held on 19th February 2021.

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Nevertheless, Miss Darunee Sae-tung – Chief Financial Officer 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 the omission of dividend payment of the 2020 operating results as follows. There were 2 additional shareholders attended the Meeting, accounted for 688,001 shares, totaling 66 shareholders attended the Meeting, totaling 73,486,673 shares, accounted for 54.8408 percent of the total number of issued shares of the Company

- 1) Allocating net profit for the year 2020 as legal reserve in the additional amount of Baht 0.14 million
- 2) Omitting dividend payment for the Company's operating results of the year 2020 due to the situation of the coronavirus. (COVID-19), which has an impact on the overall economy of the country, tourism, and hotel business, and may affect the operations of the Company. Therefore, the Company had to consider reserving capital for future investments which are expected to generate better returns, including being used as working capital and reserve for the financial situation with uncertainty. As a result, the Board of Directors then carefully considered and reviewed to resolve the resolution of the omission of the dividend payment from the 2020 Company's operating results following the resolution of the Board of Directors' Meeting No.1/2021 held on 19th February 2021.

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	73,486,673	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	73,486,673	100
No. of shareholders attended (persons):	66	

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Agenda 5**To consider and elect of the directors in replacement of those who retired by rotation.**

Mr. Nikul Tangninlasap – Company Secretary 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. In this year, the independent directors who completed their 6-year term in office regarding the good corporate governance which there were 2 directors who retired by rotation as follows:

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

In the nomination of directors, the Company allowed the shareholders to nominate persons to be considered as directors during 21st January 2021 to 28th February 2021 through the news system of the Stock Exchange of Thailand and published on the Company 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 to propose 2 independent directors, namely, Mr. Somchai Wongsabsin and Dr. Soonthorn Pibulcharoensit who were completely qualified and have no disqualification according to the specified laws and they are professional, knowledgeable, capable, and experienced in the business, beneficial to the Company's business operation.

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

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- | | |
|--|---|
| 1) Mr. Somboon Sukheviriya | Chairman of the Board
Nomination and Remuneration Committee
Corporate Governance Committee
Risk Management Committee |
| 2) Mr. Somchai Wongsabsin | Independent Director / Director
Chairman of the Audit Committee
Chairman of the Corporate Governance Committee
Chairman of the Risk Management Committee |
| 3) Dr. Soonthorn Pibulcharoensit | 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 |

Nevertheless, Mr. Nikul Tangninlasap – Company Secretary 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.

- (5.1) Approved to elect “Mr. Somchai Wongsabsin” 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 4 shares, totaling 70 shareholders attended the Meeting, totaling 73,486,677 shares, accounted for 54.8408 percent of the total number of issued shares of the Company with the following vote breakdown.

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Shareholders	Vote (Shares)	Percentage
(1) Approved	73,425,375	99.9166
(2) Disapproved	0	0
(3) Abstained	61,302	0.0834
(4) Invalid ballots	0	0
Total votes:	73,486,677	100
No. of shareholders attended (persons):	70	

- (5.2) Approved to elect “Dr. Soonthorn Pibulcharoensit” 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 100 shares, totaling 71 shareholders attended the Meeting, totaling 73,846,777 shares, accounted for 54.8409 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,425,475	99.9166
(2) Disapproved	0	0
(3) Abstained	61,302	0.0834
(4) Invalid ballots	0	0
Total votes:	73,486,777	100
No. of shareholders attended (persons):	71	

Agenda 6
To consider and approve the remuneration of directors for 2021

Mr. Nikul Tangninasap – Company Secretary 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 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 2021 to be equal to 2020 in all positions and committees. The details of remuneration for directors as per the table below.

Comparison table of directors' remuneration (Meeting allowance per time) for the year 2019 - 2021

Unit: Baht

The Board of Directors

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Board	40,000	35,000	35,000
Director	25,000	20,000	20,000

The Audit Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Audit Committee	30,000	25,000	25,000
Audit Committee	25,000	20,000	20,000
Audit Committee with knowledge to review the financial statements	30,000	25,000	25,000

The Risk Management Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Risk Management Committee	25,000	20,000	20,000
Risk Management Committee	25,000	20,000	20,000

The Nomination and Remuneration Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	25,000	20,000	20,000
Nomination and Remuneration Committee	25,000	20,000	20,000

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Corporate Governance Committee

Positions	2019 Meeting allowance per time	2020 Meeting allowance per time	2021 Meeting allowance per time
Chairman of the Corporate Governance Committee	-	20,000	20,000
Corporate Governance Committee	-	20,000	20,000

Nevertheless, Mr. Nikul Tangninasap – Company Secretary 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 remuneration of directors for 2021 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

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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. There was no additional shareholder attended the Meeting, totaling 71 shareholders attended the Meeting, totaling 73,486,777 shares, accounted for 54.8409 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,486,777	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	73,486,777	100
No. of shareholders attended (persons):	71	

Agenda 7
To consider and appoint the auditor and fix its audit fee for 2021

The Chairman informed the Meeting and invited, for this agenda, “Mr. Nikul Tangninasap”, Company Secretary, to inform the appointment of the auditor and fixed the audit fee for 2021 to the Meeting.

Mr. Nikul Tangninasap – Company Secretary 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 2021, and the determination of audit fees for the year 2021 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

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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 2021 amounted Baht 1,400,000 and no other service fees as follows:

Comparison table of audit fees for the year 2020 - 2021

Unit: Baht

Remuneration	Dharmniti Auditing Company Limited	
	2020	2021
Comanche International Public Company Limited	1,065,000	1,000,000
Synature Technology Company Limited	265,000	250,000
Win Star Tech Company Limited	50,000	20,000
AI Soft Company Limited	95,000	90,000
Roomz International Company Limited	55,000	20,000
Comanche Gogoji Company Limited	35,000	20,000
Total	1,565,000	1,400,000

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 Auditing Company Limited, as the Company's auditor for the year 2021 and determined the remuneration of the auditor of the Company and subsidiaries for the year 2021 in the total amount of Baht 1,400,000 and no other service fees.

Nevertheless, Mr. Nikul Tangninlasap Company Secretary informed to 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 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

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2021 and determined the remuneration of the auditor of the Company and subsidiaries for the year 2021 in the total amount of Baht 1,400,000 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. There was no additional shareholder attended the Meeting, totaling 71 shareholders attended the Meeting, totaling 73,486,777 shares, accounted for 54.8409 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	73,486,777	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	73,486,777	100
No. of shareholders attended (persons):	71	

Agenda 8
To consider other matters (if any)

The Chairman informed the Meeting that the Meeting was complete all agendas. Then, the Chairman also had inquired to the Meeting and appeared that there was no other additional agenda.

There were some inquiries from shareholders. The details were as follows:

Question 1: Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

Would like to know the overview of the number of domestic and international customers who use the Company's program in the COVID-19 epidemic situation.

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company's customers can be divided into 2 categories: 1. New customers, who are opening a hotel, have slowed down due to the situation of the COVID-19 (COVID-19) epidemic, which has an impact in terms of the tourism industry. 2. Customers who pay annual maintenance fee, decreased by about 30% as some hotels wished to cut some expenses, waiting for the situation of the tourism industry in the country to recover, but the Company has not been informed that a customer has closed the hotel.

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Question 2: Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

From the Extraordinary General Meeting of Shareholders No. 1/2020, has the Company invested in the development of AI systems or not, if so, which industries that use AI the most?

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

Still not found, the Company is trying to find a company to invest. There are many forms of companies such as startups and other industries, but the AI system development companies have not yet been found.

Question 3: Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

If the situation of the COVID-19 epidemic is resolved, does the Company still have a work from home policy for some personnel?

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

If the situation of the COVID-19 (COVID-19) epidemic is resolved, the Company may cancel the work from home policy.

Question 4: Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

Does the Company have any ideas or plans to develop 5G or something Internet-related in the future?

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

A company developing the internet system or 5G system is a target that the Company is trying to find a company to invest in, which the development of the 5G system is considered in the Company's goals, along with other industries such as Health Care, Agriculture, Transportation, and others, the Company has yet to find a company to join.

Question 5: Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

Would like to learn more about the changing consumer behavior as the COVID-19 epidemic affects the tourism industry or ordering food from mobile phones or others directly related to business.

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Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

In terms of hotel business, hotel customers would not order food online, but in terms of restaurant business, there are a lot of online orders which related to Synature Technology Company Limited. The Chairman then assigned Mr. Chatchai Tolertmongkol, Chief Executive Officer of Synature Technology Company Limited, to inform more about online food ordering system from smartphones. Synature is a restaurant management system developer, which Synature may not have a system like the online food ordering system from smartphones due to the relatively high cost, but Synature will develop a restaurant management system to connect to the online food ordering system from smartphones to be more channel to increase the income for Synature.

Question 6: Mr. Paphon Kraisinghalekha, shareholder, left a question through Comanche Line Official Account.

As the Company involved in software and technology development, how does the Company view disruption of technology that will change and affect the overall picture of life, society, and economy in the future? (Both in the situation of the COVID-19 epidemic and after the COVID-19 epidemic has resolved)

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

Startups or SMEs may be at a disadvantage when it comes to finding funding more difficult. An advantageous company will be a company with a large customer base with a fair amount of money which in terms of technology business appears to be this model.

Question 7: Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

Would like to be explained in detail in the agenda that proposed to shareholder for approval in the Extraordinary General Meeting of Shareholders No. 1/2020.

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company are in the discussion with 5-6 interesting companies, but came as startups, which set the value of the company quite high. The Company sees that there may be a high risk in investment. However, the Company will try to find a company to invest.

Question 8: Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

If the tourism industry has not improved, how does the Company plan for Gogojii application?

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Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company is trying to find new businesses in the field of reservations through the Gogojii app, such as hotel reservations, restaurants, air tickets. The Company will use the Gogojii app to develop the reservation system in the future. At present, the Company is trying to find as many hotels as possible to be a member of the Gogojii app.

Question 9: Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

Would like to know the details of the Gogojii application. Does it have any different functions, comparing to competing applications?

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

The Gogojii app may have a disadvantage in terms of advertising, but Gogojii will have an advantage in terms of innovation in the hotel side. The Company has developed a plug-in system that connect the Gogojii application to COMANCHE software, a hotel management system. This makes it easier to use and less likely to cause human errors. Therefore, the application Gogojii may be more advantageous than competitors in this field.

Question 10: Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

At present, the Company has changed its major shareholders. I would like to know whether this affects the management or not or can it create more opportunities for new businesses or not.

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

The major shareholders who hold the Company's shares are very broad in industries other than tourism. The Company would like to acquire knowledge and ideas in other industries, not to lose investment opportunities in other industries from new major shareholders.

Question 11: Mr. Kittipong Kamthorncharoen, shareholder, a self-attending shareholder.

Would like to know, does the Company have a plan to hold an Electronic Annual General Meeting of Shareholders (E-AGM).

Answer: Mr. Somboon Sukheviriya, Chief Executive Officer,

The Company wished to hold within this year due to the new wave of the COVID-19 epidemic situation. However, the Company was unable to prepare the E-AGM for the year 2021 on the date specified by the Company. In addition, the Company may hold the annual general meeting of shareholders in a hybrid format

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because some shareholders maybe not comfortable attending the shareholders' meeting electronically. In the next shareholders' meeting, it is possible to be held in a hybrid format if the COVID-19 epidemic continues to spread at that time.

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 2021 Annual General Meeting for Shareholders and adjourned the Meeting.

Meeting adjourned at 15:00 hrs.

Besides, the number of shareholders attending the Meeting in person and by proxies for this meeting was 71 persons, representing the total shares amount of 73,486,774 shares or equal to 54.8409 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 Tangninasap)
Company Secretary/ Meeting Recorder

Certified the Correctness By:

(Mr. Somboon Sukheviriya)
Authorized Director

(Mr. Chatchai Tolertmongkol)
Authorized Director

Profile of Directors to appointment to considered replace those directors retired by rotation

Name-Surname	Mr. Siri Thirawattanawong
Type of Director to be Appointed	<ul style="list-style-type: none"> - Independent Director / Director - Audit Committee - Risk Management Committee
Age	58 Years
Education	- Bachelor's Degree, Department of Business Administration, Assumption University
Training	<ul style="list-style-type: none"> - IDE to IPO รุ่น 2 - Executive Development Program (EDP3) - SET - Director Certificate Program – IOD - TEPCOT13 - The Story 4, Sripatum University
Experience	<ul style="list-style-type: none"> - 2022 – Present COMANCHE International Public Company Limited <ul style="list-style-type: none"> - Independent Director - Director - Audit Committee - Risk Management Committee - 1994 – 2013 Global Connections Public Company Limited <ul style="list-style-type: none"> - Executive Director and Founder
COMAN shareholding (As of 31 December 2021)	None
Meeting attendance in 2021	New Director
Date appointed as a director	22 nd February 2022
Years served as a director of the Company	-
Holding a position as a director / executive in other businesses That may cause conflicts Benefits or is in a business competition with the Company	None

Profile of Directors to appointment to considered replace those directors retired by rotation

Name-Surname	Dr. Kumpol Buriyameathagul
Type of Director to be Appointed	<ul style="list-style-type: none"> - Director - Risk Management Committee - Nomination and Remuneration Committee - Corporate Governance Committee
Age	43 ปี
Education	<ul style="list-style-type: none"> - Doctoral Degree in Information Technology (Ph.D. IT), Assumption University - Master's Degree in Telecom Management, DePaul University, Chicago, USA - Bachelor's Degree in Engineering (Computer Engineering), Rangsit University
Training	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) Class of 181/2021, Thai Institute of Directors (IOD) - Certificate of IT Risk Management, George Washington University, USA - Certificate of Digital Communication BBC Academy, Birmingham, USA
Experience	<ul style="list-style-type: none"> - 2021 – Present COMANCHE International Public Company Limited <ul style="list-style-type: none"> - Director - Risk Management Committee - Nomination and Remuneration Committee - Corporate Governance Committee - 2021 – Present Health Empire Corporation Public Company Limited <ul style="list-style-type: none"> - Director - 2021 – Present Next Better Company Limited <ul style="list-style-type: none"> - Business Consultant

	<ul style="list-style-type: none"> - 2020 – Present Quality Property Management Company Limited - Business Consultant - 2018 – Present NT IBUZZ Company Limited - Business Strategy Consultant
COMAN shareholding (As of 31 December 2020)	None
Meeting attendance in 2020	Board's meeting 5 times, attend 3 times
Date appointed as a director	14 th May 2021
Years served as a director of the Company	7 Months
Holding a position as a director / executive in other businesses That may cause conflicts Benefits or is in a business competition with the Company	None

Mr. Siri Thirawattanawong and Dr. Kumpol Buriyameathagul has attribute as independent director of company in addition Be able to opinions Independently and meet relevant criteria.

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. Dr. Somchai Wongsabsin

Position : Independent Director / Director

Chairman of the Audit Committee

Chairman of the Risk Management

Chairman of the Corporate Governance

Age : 50 years old

Address : 99/160 Moo 8, Racha Thewa

Bang Phli, Samut Prakan

Conflict of Interest in Relating Considered Agenda : - None -

Shareholding in the Company : - None -



2. Dr. Soonthorn Pibulcharoensit

Position : Independent Director / Director

Audit Committee

Chairman of the Nomination and Remuneration

Age : 50 years old

Address : 35/168 Ekachai Rd.,

Bang Nam Chuet, Samut Sakhon

Conflict of Interest in Relating Considered Agenda : - None -

Shareholding in the Company : - None -



3. Mr. Siri Thirawattanawong

Position : Independent Director / Director

Audit Committee

Risk Management Committee

Age : 58 years old

Address : 9/196 Panyaram Inthra Rd.,

Khan Na Yao, 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.

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.
- (4) 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.

MAP of GRAND FORTUNE HOTEL BANGKOK



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 22nd April 2021, 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.

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 และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 13.30 น. ณ ห้องแพลตตินัม ชั้น 3 โรงแรมแกรนด์ ฟอรั่ม กรุงเทพมหานคร 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 2022 Annual General Meeting of Shareholders held on Friday 22nd April 2022 at 13.30 P.M. at Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok No.1 Ratchadapisek Road, Dindeang, Bangkok 10400 or on date at time and place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น 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 และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 13.30 น. ณ ห้องแพลตตินัม ชั้น 3 โรงแรมแกรนด์ ฟอรั่ม กรุงเทพมหานคร 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 2022 Annual General Meeting of Shareholders held on Friday 22nd April 2022 at 13.30 P.M. at Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda No. 1 The Consideration and certification of the Minutes of the 2021 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 รับทราบผลการดำเนินงานของบริษัท ประจำปี 2564

Agenda No. 2 The Acknowledgment of the Annual Report on the business operation of the Company for 2021.

(ไม่ต้องลงมติ เนื่องจากเป็นการรายงานให้ผู้ถือหุ้นรับทราบ)

(No voting is required since this agenda is for acknowledgement only.)

วาระที่ 3 พิจารณานุมัติรายงานทางการเงินประจำปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda No. 3 The Consideration and approval of the Financial Statements for the year 2021 ended 31st December 2021.

☐ (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 4 พิจารณานุมัติการงดจัดสรรเงินสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda No. 4 The consideration and approval the omission of the allocation of legal reserve and the dividend payment.

☐ (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 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ

Agenda No. 5 The Consideration and approval of the appointment of directors to replace retiring directors.

☐ (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: -

- ☐ การเลือกตั้งกรรมการทั้งชุด
The election of the complete set of the Board of Directors.
☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐งดออกเสียง/Abstain

- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้
The election of the individual director, namely;
1. นายศิริ ฐิรวพัฒน์วงศ์ / Mr. Siri Thirawattanawong
☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐งดออกเสียง/Abstain
2. ดร.กำพล บุรียเมธากุล / Dr. Kumpol Buriyameathagul
☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2565

Agenda No. 6 The consideration and approval of the remuneration of the board of directors and sub-committees for the year 2022.

- ☐ (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 7 พิจารณานุมัติการแต่งตั้งและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2565

Agenda No. 7 The consideration and approval of the appointment of the external auditors and the determination of the audit fees for the year 2022.

- ☐ (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 8 พิจารณานุมัติการแต่งตั้งกรรมการใหม่ และเปลี่ยนแปลงกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัท

Agenda No. 8 The consideration and approval of the appointment of the new director of the Company and change an authorized director to sign on behalf of the Company.

- ☐ (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 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 9 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 ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม 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. 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 13.30 น. ณ ห้องแพลตตินัม ชั้น 3 โรงแรมแกรนด์ ฟอรั่ม กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2022 Annual General Meeting of Shareholders held on Friday 22nd April 2022 at 13.30 hrs. at Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok, 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)

(ปิดอากรแสตมป์ 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 และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 13.30 น. ณ ห้องแพลตตินัม ชั้น 3 โรงแรมแกรนด์ ฟอจูน กรุงเทพมหานคร 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 2022 Annual General Meeting of Shareholders held on Friday 22nd April 2022 at 13.30 P.M. at Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok, 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 2564

Agenda No. 1 The Consideration and certification of the Minutes of the 2021 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 _____ เสียง/votes ☐ ไม่เห็นด้วย/Disagree _____ เสียง/votes ☐ จดออกเสียง/Abstain _____ เสียง/votes

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัท ประจำปี 2564

Agenda No. 2 The Acknowledgment of the Annual Report on the business operation of the Company for 2021.

(ไม่ต้องลงมติ เนื่องจากเป็นการรายงานให้ผู้ถือหุ้นรับทราบ)

(No voting is required since this agenda is for acknowledgement only.)

วาระที่ 3 พิจารณานุมัติรายงานทางการเงินประจำปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda No. 3 The Consideration and approval of the Financial Statements for the year 2021 ended 31st December 2021.

☐ (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 ☐ จดออกเสียง/Abstain _____ เสียง/votes

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda No. 4 The consideration and approval the omission of the allocation of legal reserve and the dividend payment.

- ☐ (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 ☐ จดออกเสียง/Abstain _____ เสียง/votes

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ

Agenda No. 5 The Consideration and approval of the appointment of directors to replace retiring directors.

- ☐ (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: -

- ☐ การเลือกตั้งกรรมการทั้งหมด
The election of the complete set of the Board of Directors.

☐ เห็นด้วย/Agree _____ เสียง/votes ☐ ไม่เห็นด้วย/Disagree _____ เสียง/votes ☐ จดออกเสียง/Abstain _____ เสียง/votes

- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้

The election of the individual director, namely;

1. นายศิริ ฐิรวฒนวงศ์ / Mr. Siri Thirawattanawong

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

2. ดร.กำพล บุรียเมธากุล / Dr. Kumpol Buriyameathagul

☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ จดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2565

Agenda No. 6 The consideration and approval of the remuneration of the board of directors and sub-committees for the year 2022.

- ☐ (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 ☐ จดออกเสียง/Abstain _____ เสียง/votes

วาระที่ 7 พิจารณานุมัติการแต่งตั้งและกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2565

Agenda No. 7 The consideration and approval of the appointment of the external auditors and the determination of the audit fees for the year 2022.

- ☐ (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 ☐ จดออกเสียง/Abstain _____ เสียง/votes

วาระที่ 8 พิจารณานุมัติการแต่งตั้งกรรมการใหม่ และเปลี่ยนแปลงกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัท

Agenda No. 8 The consideration and approval of the appointment of the new director of the Company and change an authorized director to sign on behalf of the Company.

- ☐ (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 ☐ จดออกเสียง/Abstain _____ เสียง/votes

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 9 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 ☐ จดออกเสียง/Abstain

- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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.

- (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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

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. 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.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 13.30 น. ณ ห้องแพลตตินัม ชั้น 3 โรงแรมแกรนด์ ฟอจูน กรุงเทพมหานคร เลขที่ 1 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2022 Annual General Meeting of Shareholders held on Friday 22nd April 2022 at 13.30 hrs. at Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok, 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 _____

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.

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(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 _____

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 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