



Invitation to the 2023 Annual General Meeting of Shareholders
COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED

21st April 2023 at 13.30 hrs.

Via electronic media (E-AGM)

The electronic conference system will be available at 11:30 a.m.

Note :

1. Shareholders wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media and proxy and proxy (Enclosure 7 and 8)
2. The electronic registration will be available from 10 April 2023 at 8:30 a.m. onwards and shall be closed on 21 April 2023 Until the end of the meeting. (On meeting day available at 11:30 a.m. 2 hours before the opening of the meeting)
3. The company will meeting via electronic media only, without arranging a meeting place to accommodate shareholders to prevent the spread of the Coronavirus Disease 2019 (COVID-19).

6th April 2023

Subject: The Invitation of the 2023 Annual General Meeting of Shareholders

To: Shareholders of Comanche International Public Company Limited

- Attachments:**
1. Copy of the minutes of the 2022 annual general meeting of shareholders, held on 22nd April 2022
 2. QR Code for download the digital 2022 annual financial statements and annual report
 3. Profiles of the directors retiring by rotation and was nominated for another term
 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. List of documents that must be presented and delivered to the company in registering for the meeting and voting criteria for vote counting and announcement of vote results
 7. Guidelines for attending of electronic meeting and wishing attend the 2023 annual general meeting by electronic media via Web Browser link or scan QR Code
 8. Proxy form B

(Able to download Proxy Form A or Form C from <http://investor.comancheinternational.com>)

Regarding the Board of Directors' Meeting of Comanche International Public Company Limited (the "Company") No. 1/2023, on 24th February 2023, it resolved to hold the 2023 Annual General Meeting of Shareholders on Friday 21st April 2023 at 13.30 hrs. via electronic media means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) including other laws and regulations related to consider various matters according to the board's opinions to the following agendas.

Agenda 1 **The Consideration and certification of the Minutes of the 2022 Annual General Meeting of Shareholders.**

Facts and Reasons:

The Company held the 2022 Annual General Meeting of Shareholders on 22nd April 2022. 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 Enclosure No. 1.

Opinion of the Board of Directors:

The Board of Directors has considered the minutes of the 2022 Annual General Meeting of Shareholders, which was held on 22nd April 2022, was recorded correctly and completely. Therefore, agreed to propose to the shareholders' meeting to certify the according 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 2022.

Facts and Reasons:

The report of the Company's operating results for the year 2022, appeared in the Annual Report 2022 according to the Enclosure No. 2.

Opinion of the Board of Directors:

The Board of Directors has considered and agreed to propose to the shareholders' meeting to acknowledge the operating results of the Company in 2022.

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

Agenda 3 The Consideration and approval of the Financial Statements for the year 2022 ended 31st December 2022.

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 50, The Board of directors must have a statement of financial position and a profit and loss statement for the year 2022 ended 31st December 2022. To propose to the shareholders' meeting to approve the financial statements for the year ended 31st December 2022 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 Enclosure No. 2.

There are details summarized from the financial statements as follows:

Statement of Financial Position (consolidated financial statement)	Year 2021 (million baht)	Year 2022 (million baht)
Total assets	390.14	489.11
Total liabilities	43.77	69.49
Shareholders' equity	346.37	419.62

Operating Results (consolidated financial statement)	Year 2021 (million baht)	Year 2022 (million baht)
Total income	86.70	49.12
Total expenses	90.20	48.56
Total comprehensive loss for the year	(42.19)	(18.73)

Opinion of the Audit Committee:

Audit Committee have an opinion that the Company prepare accounting reports and financial statements of the company, it is in accordance with the accounting standards



prescribed by law. Including disclosure of information in financial statements sufficient and timely for the benefit of shareholders.

Opinion of the Board of Directors:

The Board of Directors has considered and agreed to propose to the shareholders' meeting to approve the financial statements for the year 2022 ended 31st December 2022 which have been audited by Certified Public Accountant (Thailand), of Dharmniti Auditing Company Limited and has been considered by the Audit Committee and the Board of Directors.

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 the omission of the dividend payment and the omission of the allocation of profit to be legal reserve.

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.

Considering the Company's operating results as shown in the separate financial statements of the Company for the year 2022 ended December 31, 2022, the Company had a net loss in the fiscal year amount of -72,654,334 baht and accumulated loss in the amount of -61,731,023 baht. Therefore, the omission of dividend payment and omission of the allocation of profit as legal reserve.

Opinion of the Board of Directors:

The Board of Directors has considered and agreed to propose to the shareholders' meeting to approve the omission of the dividend payment and the omission of the allocation of profit to be legal reserve according to the proposed details.

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 **The Consideration and approval of the appointment of directors to replace retiring directors.**

Facts and Reasons:

In accordance with Section 71 of the Public Limited Company Act B.E. 2535 and the Company's Article 22 specifies that, every annual general meeting of shareholders 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. 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) Dr. Somchai Wongsabsin Independent Director / Chairman of the Audit Committee /
Chairman of the Risk Management Committee / Chairman of
the Corporate Governance Committee
- 2) Dr. Soonthorn Pibulcharoensit Independent Director / Audit Committee / Chairman of the
Nomination and Remuneration Committee /

The directors nominated this time has been reviewed according to the process specified by the company. and have qualifications in accordance with relevant regulations and suitable for the business of the company. In the nomination of directors, the Company allowed shareholders to nominate persons to be elected as directors during 21st December 2022 to 21st February 2023 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 Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (excluding nominated directors) jointly considered the qualifications, knowledge and experience in various fields. Including the performance, position and duties of individual directors. Including being a person who has all the qualifications and has no characteristics prohibited under Section 68 of the Public Limited Companies Act B.E. 2535 and the rules set by the Securities and Exchange Commission and the Stock Exchange of Thailand including other criteria related. Agree that the two directors who are due to retire by rotation are qualified persons with knowledge, ability, experiences in businesses that are beneficial to the Company's business operations and have qualifications in accordance with the definition of independent directors and directors of the Company able to express opinions independently.

Opinion of the Board:

The Board of Directors (excluding nominated directors) has considered that the person nominated as an independent director has qualifications in accordance with the laws related to the independent directors. Agree to propose to the shareholders' meeting approve the re-appointment of the directors who retired by rotation for another term in

accordance with the recommendations of the Nomination and Remuneration Committee as follows:

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

Details of the brief profiles of the two directors are as the Enclosure No. 3.

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 **The consideration and approval of the remuneration of the board of directors and sub-committees for the year 2023.**

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 Nomination and Remuneration Committee:

The Nomination and Remuneration Committee jointly considered the remuneration with criteria and procedure for proposing compensation carefully 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 Nomination and Remuneration Committee have considered and agreed to propose the directors' remuneration for the year 2023, without any other benefits. Which is the same amount as 2022. In 2022 the Remuneration Committee amount 950,000 Baht (Details appeared in the Annual Report 2022 pages 93)

Opinion of the Board:

The Board of Directors has considered and agreed to propose to the shareholder's meeting to approve the remuneration of the board of directors and sub-committees for the year 2023 as proposed by the Remuneration Committee. The details of remuneration for directors are as follows:

Comparison table of directors' remuneration (Meeting allowance per time) for the year 2021 – 2023

Unit: Baht

Positions	2021 Meeting allowance per time	2022 Meeting allowance per time	2023 Meeting allowance per time
The Board of Directors			
Chairman of the Board	35,000	30,000	30,000

Positions	2021 Meeting allowance per time	2022 Meeting allowance per time	2023 Meeting allowance per time
Director	20,000	15,000	15,000
The Audit Committee			
Chairman of the Audit Committee	25,000	20,000	20,000
Audit Committee	20,000	15,000	15,000
The Nomination and Remuneration Committee			
Chairman of the Nomination and Remuneration Committee	20,000	15,000	15,000
Nomination and Remuneration Committee	20,000	15,000	15,000
The Risk Management Committee			
Chairman of the Risk Management Committee	20,000	15,000	15,000
Risk Management Committee	20,000	15,000	15,000
Corporate Governance Committee			
Chairman of the Corporate Governance Committee	20,000	15,000	15,000
Corporate Governance Committee	20,000	15,000	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: The consideration and approval of the appointment of the auditors and the determination of the audit fees for the year 2023.

Facts and Reasons:

According to Section 120 of the Public Limited Company Act B.E. 2535, and the Company's Article 53 specifies that, the Annual General Meeting of Shareholders shall appoint an auditor and determine the amount of the audit fee of the Company every year, and determine the amount of remuneration for auditor. An auditor who vacates office has the right to be re-elected. Reasons for proposing to change the audit firm, for the company to receive advice and suggestions in new perspectives from the auditor to preparing financial reports, due to the year 2023, the company has invested in other business groups.

Opinion of the Audit Committee:

The Audit Committee has considered the independence, appropriateness and reasonableness of the auditor's remuneration, agree to propose of the appointment of auditors from Karin Audit Company Limited as auditors for the Group of Companies for the year 2023, is a company that provides auditing services with standards and expertise in auditing, including having an appropriate audit fee.

Opinion of the Board:

The Board of Directors has considered and agreed to propose to the shareholder's meeting to appointment of the auditors of the Company and subsidiaries, using the same audit firm from Karin Audit Company Limited. By assigning one of the auditors as below to audit and opinions on the financial statements of the Company and subsidiaries for the year 2023.

1. Mr. Jadesada Hungsapruerk Certified Public Accountant License No. 3759 and/or
2. Miss Kannika Wipanurat Certified Public Accountant License No. 7305 and/or
3. Miss Bongkotrat Suamsiri Certified Public Accountant License No. 13512

or another certified public auditor by Karin Audit Company Limited to be the auditor of the Company and subsidiaries. who are fully qualified as specified by the Securities and Exchange Commission and has knowledge and experience suitable to be an auditor for the year 2023, with the authority to audit, review, prepare and opinions on the financial reports of the Company and subsidiaries. The nominated auditor has no relationship and/or conflict of interest with the Company/subsidiary/management/major shareholders. or persons related to such persons in a manner that will affect the independent performance of duties in any way and determined the remuneration of the auditor of the Company and subsidiaries for the year 2023 in the total amount of Baht 1,355,000 without other service charges.

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 **The consideration and approval to change the objective of utilization of the proceeds obtained from an initial public offering (IPO).**

Facts and Reasons:

According to the announcement of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Application for permission to offer for sale of newly issued shares, Clause 38 (6) (a) if there is a change in the purpose of using the proceeds as specified in the application for permission or the registration statement for the sale of securities and the persuasive letter, must be approved by a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote without objection from 10 percent of the total votes of the shareholders attending the meeting and having the right to vote. And the Notification of the Capital Market Supervisory Board No. Tor Jor. 71/2561 regarding the report in the notice of the shareholders' meeting of the company that changes the purpose of utilizing proceeds according to the registration statement and draft prospectus.

Opinion of the Board:

The Board of Directors has considered and agree to propose to the shareholders' meeting change the objective of utilization of the proceeds obtained from an initial public offering (IPO) the details are as follows.

Originally objectives of capital utilization, the Company had the objectives to use the capital as specified in the Extraordinary General Meeting of Shareholders No. 1/2020 held on 1 October 2020 the details are as follows.

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

The Company has a goal to invest or joint venture with other companies, to become the leader in tourism services or tourism-related businesses, either directly or indirectly.

2. Invest in technology service businesses in various industries.

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

Objective of capital utilization	Remaining amount as of 31st December 2022 (Million Baht)	The estimated period of capital utilization
Invest in tourism service business or tourism-related businesses, either directly or indirectly	57.68	Within 2023
Invest in technology service businesses in various industries	57.68	Within 2023
Total	115.36	

Reason and Necessity Because the Company has changed business structure to reduce the risk of relying on personnel with specific expertise from the software business. By disposing of investments in subsidiaries at the beginning of the year and in the year 2022, the Company has plans to expand the business and has invested in businesses that receive additional returns in the form of recurring income as the main income for financial stability and reduce risk with every factor and every event that may occur. Therefore, agree to propose to the shareholders to consider the change the objective of utilization of the proceeds obtained from an initial public offering (IPO) with the following details:

The newly proposed objectives of capital utilization

Objective of capital utilization	Spending Amount (Million Baht)	The estimated period of capital utilization
Budget to invest in trading business, import and export business.	35.00	Within 2023
Budget to invest in ongoing business and other business that continues to pay of revenues (Recurring Income) and working capital budget.	80.36	Within 2023
Total	115.36	

The change the purpose of utilizing proceeds received from the initial public offering of newly issued ordinary shares can be divided into 2 objectives as follows:

1. Invest in trading business, import and export business.

Within the year 2023, the Company aims to expand the scope of business more widely. The company invest in the business of trading, which is imported and exported to foreign countries which is expected to be able to make the highest profit for the company.

2. Invest in ongoing business and other business that continues to pay of revenues (Recurring Income) and working capital budget.

Within 2023, the Company aims to conduct a feasibility study to invest or joint venture with other companies that generates continuous income (Recurring Income) for income stability and used as working capital of the company to support future investments.

The Board of Directors has the opinion that The Company's operations in the past are in accordance with the objectives of utilizing the capital increase received from the initial public offering of newly issued ordinary shares, is the technology and tourism industries. Therefore, that changing the objectives would make the business operations possible more flexibly. The Board of Directors has considered and agree to proposed to the shareholders' meeting to approve the change in the purpose of utilizing the capital increase received from the initial public offering (IPO) forwards.

Voting: This agenda must be approved by a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote without objection from 10 percent of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda 9: The consideration and approval of the amendment the company's articles of association to be in line with the Public Limited Companies Act, (No.4) B. E. 2535.



Facts and Reasons:

According to the Company's Article 45 specifies that, (d) Amendment to the memorandum of association or the articles of association of the company, must be approved by the shareholders' meeting with a vote of not less than three-fourths of the shareholders attending the meeting and having the right to vote. And to comply with the announcement of the Public Limited Companies Act (No. 4) B.E. 2565, which requires that public limited companies can use electronic methods in board meetings and shareholders' meetings, sending letters or documents as well as granting proxies in shareholders' meetings. This will reduce the burden and facilitate the business operations of public limited companies and the population and increase the country's competitiveness.

Articles	Original	Amendment
No. 29	The Board of Directors must meet at least once every three (3) months. The place of the meeting may be held in the area where the company's head office is located or in other provinces throughout the Kingdom or any other place as the Chairman deems	The Board of Directors must meet at least once every three (3) months. The place of the meeting may be held in the area where the company's head office is located or in other provinces throughout the Kingdom or any other place as the Chairman deems

Articles	Original	Amendment
	<p>appropriate. The chairman of the board or the director assigned by the chairman will call the board of directors' meeting.</p> <p>Two (2) or more directors may request the Chairman to call a meeting of the Board of Directors. In such cases, the chairman or the director assigned by the chairman shall schedule the date of the meeting within fourteen (14) days from the date of request.</p> <p>Calling the Board meeting, the Chairman of the Board or a person assigned by the Chairman shall send a meeting notice to the directors at least seven (7) days prior to the meeting date, except in case of urgent to protect the rights or benefits of the company. The chairman of the board or a person assigned by the chairman may inform the meeting by other methods and schedule an earlier meeting date.</p>	<p>appropriate. The chairman of the board or the director assigned by the chairman will call the board of directors' meeting.</p> <p>the Board meeting under paragraph one, it may be conducted through electronic media as provided in the law governing electronic conferencing. In such a case It shall be deemed that the head office of the company is the meeting place.</p> <p>Two (2) or more directors may request the Chairman to call a meeting of the Board of Directors. In such cases, the chairman or the director assigned by the chairman shall schedule the date of the meeting within fourteen (14) days from the date of request.</p> <p>Calling the Board meeting, the Chairman of the Board or a person assigned by the Chairman shall send a meeting notice to the directors at least three (3) days prior to the meeting date, except in case of urgent to protect the rights or benefits of the company. The chairman of the board or a person assigned by the chairman may inform the meeting by electronic means or other methods and schedule an earlier meeting date.</p>
No. 36	<p>The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year at the locality where the head office is located, nearby provinces or any other place as the Chairman deems appropriate, and all other meetings are called extraordinary meetings.</p>	<p>The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year at the locality where the head office is located, nearby provinces or any other place, it may be conducted through electronic media as provided in the law governing electronic conferencing. In such a case, it shall be deemed that the head office of the company is the meeting place. as the Chairman deems appropriate, and all other meetings are called extraordinary meetings.</p>
No. 39	<p>Calling a shareholders' meeting whether it's a general meeting or extraordinary meeting, the Board of Directors shall prepare a meeting invitation specifying the place, date, time and agenda of the meeting and matters to be presented to the meeting along with appropriate details. By stating that the matter will be proposed for acknowledgment, for approval, or for consideration including the opinion of the Board of Directors on such matters and delivered to the</p>	<p>Calling a shareholders' meeting whether it's a general meeting or extraordinary meeting, the Board of Directors shall prepare a meeting invitation specifying the place, date, time and agenda of the meeting and matters to be presented to the meeting along with appropriate details. By stating that the matter will be proposed for acknowledgment, for approval, or for consideration including the opinion of the Board of Directors on such matters and delivered to the</p>

Articles	Original	Amendment
	<p>shareholders and the registrar for acknowledgment not less than seven (7) days prior to the meeting date or not less than any other period for the matter to be proposed to the meeting as specified by law specifically and advertise the meeting notice in a newspaper for three (3) consecutive days and not less than three (3) days prior to the meeting date, notices sent to shareholders by registered mail.</p>	<p>shareholders and the registrar for acknowledgment not less than seven (7) days prior to the meeting date or not less than any other period for the matter to be proposed to the meeting as specified by law specifically and advertise the meeting notice in a newspaper or electronic via a publicly accessible website or accordance with the rules prescribed by the Registrar for three (3) consecutive days and not less than three (3) days prior to the meeting date, notices sent to shareholders by registered mail.</p> <p>Sending the meeting notice to shareholders may be done by electronic means, through channels, methods within the period specified by the Company or in accordance with the criteria prescribed by the Registrar, and the Board shall determine the place to be used as the meeting place under paragraph one.</p>
<p>No. 40</p>	<p>Shareholders may give a proxy to other persons who are coming of age to attend the meeting and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the registrar.</p> <p>with at least the following details:</p> <p>(a) the number of shares held by the grantor</p> <p>(b) name of the proxy</p> <p>(c) The time of the meeting where a proxy is granted to attend and vote at the meeting.</p> <p>This proxy form must be submitted to the chairman of the Board or the person designated by the chairman at the meeting before the proxy attends the meeting.</p>	<p>Shareholders may give a proxy to other persons who are coming of age to attend the meeting and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the registrar.</p> <p>with at least the following details:</p> <p>(a) the number of shares held by the grantor</p> <p>(b) name of the proxy</p> <p>(c) The time of the meeting where a proxy is granted to attend and vote at the meeting.</p> <p>This proxy form must be submitted to the chairman of the Board or the person designated by the chairman at the meeting before the proxy attends the meeting.</p> <p>The proxy under the first paragraph may be done by electronic means instead, it must use a safe and reliable method that the proxy is made by the shareholders, in accordance with the rules prescribed by the registrar.</p>
<p>No. 44</p>	<p>The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the Company's Articles of Association concerning meetings. The meeting must be conducted in accordance with the order of the agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not</p>	<p>The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the Company's Articles of Association concerning meetings. The meeting must be conducted in accordance with the order of the agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less</p>

Articles	Original	Amendment
	<p>less than two-thirds (2 / 3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed consideration under paragraph one, shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the case, the meeting cannot finish considering the matters according to the agenda in the first paragraph or has not finished considering the matter proposed by the shareholder under the second paragraph, as the case may be, and it is necessary to postpone the consideration. The meeting shall determine the place, date and time of the next meeting and the Board of Directors send a meeting notice by specifying the place, date, time and agenda of the meeting to shareholders not less than seven (7) days prior to the meeting date. The notice of the meeting shall be published in a newspaper for three (3) consecutive days and not less than three (3) days. the day before the meeting</p>	<p>than two-thirds (2/3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed consideration under paragraph one, shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the case, the meeting cannot finish considering the matters according to the agenda in the first paragraph or has not finished considering the matter proposed by the shareholder under the second paragraph, as the case may be, and it is necessary to postpone the consideration. The meeting shall determine the place, date and time of the next meeting and the Board of Directors send a meeting notice by specifying the place, date, time and agenda of the meeting to shareholders not less than seven (7) days prior to the meeting date. The notice of the meeting shall be published in a newspaper or electronic via a publicly accessible website or in accordance with the rules prescribed by the registrar for three (3) consecutive days and not less than three (3) days. the day before the meeting.</p> <p>Sending the meeting notice to shareholders may be done by electronic means, through channels, methods within the period specified by the Company or in accordance with the criteria prescribed by the Registrar, and the Board shall determine the place to be used as the meeting place under paragraph one.</p>
No. 64	<p>The Company's seal shall be used as affixed herein.</p> 	<p>The Company's seal shall be used as affixed herein.</p> 

Opinion of the Board:

The Board of Directors has considered and agreed to propose to the shareholder's meeting to amend the company's articles of association to be in line with the Public Limited Companies Act, (No.4) B. E. 2535.

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

Agenda 10: The consideration and approval of the increase of the company's registered capital under the general mandate and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital.

Facts and Reasons:

According to the Company's Article 45 specifies that, (d) Amendment to the memorandum of association or the articles of association of the company and (e) increase or decrease of the company's capital, must be approved by the shareholders' meeting with a vote of not less than three-fourths of the shareholders attending the meeting and having the right to vote.

Opinion of the Board:

The Board of Directors has considered and agreed to propose to the shareholder's meeting to increase of the company's registered capital under the general mandate totaling THB 40,200,000 from company's registered capital THB 67,000,000 to THB 107,200,000 by issuing 80,400,000 (ordinary shares / preferred shares) with a par value of THB 0.50 each, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital.

“No 4.	Registered Capital	107,200,000	THB	(One hundred seven million two hundred thousand baht)
	Number of shares	214,400,000	Share	(Two hundred fourteen million four hundred thousand baht)
	Par value	0.50	THB	(Zero point five baht)
	Paid-up capital divided into			
	Ordinary shares	134,000,000	Share	(One hundred and thirty-four million baht)
	Preferred shares	-None-	Share	(- Share)”

In this regard, the person entrusted by the Managing Director in registering the amendment of the Memorandum of Association of the Department of Business Development Ministry of Commerce has the power to cancelling the existing provision and replacing it or take any action to comply with the order of the registrar.

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

Agenda 11: The consideration and approval of the allocation of issued ordinary shares under the general mandate.

Facts and Reasons:

According to the Company's Article 45 specifies that, (e) increase or decrease of the company's capital, must be approved by the shareholders' meeting with a vote of not less than three-fourths of the shareholders attending the meeting and having the right to vote.

Opinion of the Board:

The Board of Directors has considered and agreed to propose to the shareholder's meeting to allocation of issued ordinary shares under the general mandate. The Company's objective is to use as capital to support future business, not more than 80,400,000 shares with a par value of THB 0.50 each per share as follows:

Method 1: Allocation of not more than 40,200,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 30 percent of the paid-up capital, to offer to existing shareholders in proportion to their shareholding (Rights Offering).

Method 2: Allocation of not more than 26,800,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 20 percent of the paid-up capital, to offer to general public (Public Offering).

Method 3: Allocation of not more than 13,400,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 10 percent of the paid-up capital, to offer to Private Placement.

The allocation of newly issued ordinary shares according to Method 1, 2, 3 above, by one or many methods combined the additional paid-up capital must not exceed 30 percent of the paid-up capital on the date the board of directors has resolved to increase the capital or not more than 40,200,000 shares. However, if the allocation under Method 2 and 3 the increase must not exceed 20 percent of the paid-up capital or not more than 26,800,000 shares on the date the board of directors has resolved to increase the capital.

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 12 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 22nd March 2023 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 22nd March 2023

In addition, the Company has published the invitation letter to the 2023 Annual General Meeting of Shareholders together with supporting documents on the Company's website (<http://investor.comancheinternational.com>), 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 comsec@comancheinternational.com.

Therefore, shareholders are kindly invited to attend the meeting according to the date, time via electronic media (E-AGM). The Company will commence the registration from 12.00 hours onwards. Shareholders wishing to attend the meeting may attend the meeting by themselves or appointing another person or appoint a proxy to an independent director of the Company to attend the meeting and vote on their behalfes. Please send the evidence as detail in the enclosure with proxy back to the Company within 16th April 2023 (if sent by post) to be able to proceed according to your wishes.

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED (Company Secretary)
222/151-153, Baan Suan Chatuchak, Soi Vibhavadi Rangsit 17,
Vibhavadi Rangsit Rd., Chatuchak, Chatuchak, Bangkok 10900

Yours Sincerely,

--Wasawat Prasertsin--

(Mr. Wasawat Prasertsin)
Chief Executive Officer

Minutes of the 2022 Annual General Meeting of Shareholders
Comanche International Public Company Limited (“the Company”)
at Platinum Hall, 3rd Floor, Grand Fortune Hotel Bangkok
No. 1 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok, 10400
Held on Friday, 22nd April 2022 at 13:30 hrs.

Directors attending the Meeting.

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 Risk Management Committee / Chairman of the Corporate Governance Committee
3	Dr. Soonthorn	Pibulcharoensit	Independent Director / Director / Chairman of the Nomination and Remuneration Committee / Audit Committee
4	Mr. Siri	Thirawattanawong	Independent Director / Director / Audit Committee / Risk Management Committee
5	Dr. Kumpol	Buriyameathagul	Director / Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance Committee

The latest total number of directors: 5 directors (100%)

Proportion of attending directors: 5 directors (100%)

Executive Officers

1	Ms. Darunee	Sae-tung	Chief Financial Officer
2	Ms. Parichart	Sontorn	Chief Administrative Officer
3	Mr. Nikul	Tangninlasab	Company Secretary / Meeting Recorder

Auditors of the Company and observers

1	Ms. Sulalit	Ardsawang	Certified Public Accountant (Thailand), Dharmniti Audit Company Limited
2	Ms. Sarocha	Homjan	Certified Public Accountant (Thailand), Dharmniti Audit Company Limited
3	Ms. 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.

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 33 persons registered to attend the Meeting (10 shareholders attending the meeting in person, totaling 7,799,623 shares and 23 shareholders attending the meeting by proxy, totaling 49,517,988 shares), holding the total shares both in person and by proxy in the number of 57,317,611 shares or 42.7743 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 9 agendas as per details of which appeared in the Meeting Invitation Letter delivered to the shareholders in advance before the Meeting and explained the method of voting and counting of votes in the Meeting. In case there were details conflicted or contradicted to procedures regarding the voting and counting of votes stated in the Meeting Invitation Letter, shareholders shall abide the following voting procedures

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

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

Agenda 1, 3, 4, 5, 7 and 8 shall be passed by a majority vote of the total number of votes of shareholders attending the meeting and having the right to vote.

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

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

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

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

The types of ballot which were recognized as voided ballot:

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

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

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

For shareholders who prepared the proxy form for others to attend the Meeting on behalf of themselves and fixed the vote by their intentions, the Company shall use the vote of approval, disapproval, or abstention according to shareholders' intentions and recorded into the computer for each voting agenda. For proxy form without the vote specified, the proxy shall vote as prior informed in accordance with the Meeting's procedures.

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

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

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

For the transparency and good corporate governance, the Company had already invited for one-volunteer from the attendees to be the witness for counting the votes by sitting at the vote counting area, which Miss Taninthorn Tanarukwatanakul, proxy holder, proposed herself to be the representative to witness the vote counting for this meeting.

Miss 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 2021 Annual General Meeting of Shareholders**

The Chairman informed to the Meeting that the Company arranged the 2021 Annual General Meeting of Shareholders, held on 23rd April 2021 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 2021 Annual General Meeting of Shareholders were recorded accurately and completely, therefore recommended that the Minutes of the 2021 Annual General Meeting of Shareholders should be certified at the Shareholders' Meeting.

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

Resolution:

The Meeting resolved to certify the Minutes of the 2021 Annual General Meeting of Shareholders dated on 23rd April 2021 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 33 shareholders attended the Meeting, totaling 57,317,611 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,611	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,611	100
No. of shareholders attended (persons):	33	

Agenda 2

To acknowledge the Board of Directors' report regarding the Company's performance for 2021

Mr. Nikul Tangninlasap, Company Secretary, informed the Meeting that the 2021 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 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 - 2021, the Company has tried to adapt to continue doing business due to before the Coronavirus 2019 situation (COVID-19), the Company and its subsidiaries have focused on the tourism business only.

Ms. Darunee Sae-tung, Chief Financial Officer, summarized the Company's performance to the Meeting that for the year 2021 the performance are as following details. The financial report as at 31st December 2021 of the Company and its subsidiaries which has 6 subsidiaries. Revenue from sales and rendering service in consolidated financial statement in the year 2021 decreased from 2020 in amounting of Baht 53 million or 33 percent, Cost of sale and services in the consolidated financial statement in the year 2021 decreased from 2020 at 14 percent and Distribution expenses in the year 2021 decreased from 2020 at 45 percent, for Administrative expenses in the year 2021 decreased from 2020 in amounting to Baht 27 million or 34 percent and Loss on impairment of intangible assets increased in amounting to Baht 11 million affecting the net profit for the year 2021 decreased. This was resulting to the Company has loss in amounting to

Baht 20 million which was increasing in loss compared to the year 2020 due to effecting from the Coronavirus disease 2019 impacting to tourism industry. Since the main customer of the Company is hotel that made the revenue from sales and rendering service of the Company decreased as following details. The Company's software selling decreased at 52 percent and revenue from maintenance services decreased at 43 percent. For Synature Technology Co., Ltd. ("Synature"), its revenue decreased at 16 percent due to the government's announcement that force to temporary close of some restaurant for a while affected to Synature's customer decelerated the opening of new branches. For AI Soft Co., Ltd. ("AI Soft"), its revenue decreased at 35 percent. For the establishment of a subsidiary, Coman Crypto Co., Ltd. ("Coman Crypto") made the revenue in amounting to Baht 2.6 million. And the Company has costs of rendering services decreasing in amounting of Baht 10 million or 13 percent due to they had an early retirement program in July 2021, resulting to lower of employee compensation in the second half of the year and the employee relocation of their operation department has transferred to Comanche Gogoji Co., Ltd. ("Gogoji") and Costs of sales for Synature has also decreased as well because of total sales of hardware decreased. And costs of services for AI Soft increased at 7 percent because of increasing in outsource hiring for expanding project. For the distribution expenses decreased because of none of promotional activities including decreasing in the commission expenses. And loss on impairment of intangible assets developed by Gogoji but not yet launch due to the Coronavirus situation which was loss on finished development program in amounting to Baht 9 million and loss on under development program in amounting to Baht 2 million. This resulting from the management has considered that these programs has still not made any revenue soon so it impacted to overall performance of the Company shown net loss in amounting to Baht 20 million. For the increasing in the investment in subsidiaries came from in November 2021 there was investment in Coman Crypto. For the statement of financial position there was no significant impact.

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 2021.

Agenda 3

To consider and approve of the financial statements of the Company for the year ended 31st December 2021.

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 2021 which already audited and certified by Ms. 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 2021 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 2021.

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 2021 by an affirmative resolution of majority of the total number of votes of shareholders attending the meeting and having the right to vote. There were 4 additional shareholders attended the Meeting, accounted for 4 shares, totaling 37 shareholders attended the Meeting, totaling 57,317,615 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,615	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,615	100
No. of shareholders attended (persons):	37	

Agenda 4

To consider and approve the appropriation the omission of allocation of net profit to the legal reserve and approve the dividend payment as follows.

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

Operation in 2021 of separate financial statements the Company had loss. Therefore, legal reserve allocation is not eligible. The board of directors has unanimously approved the omission of allocation of net profit to the legal reserve and the Company had retained earnings of separate financial statements as of 31st December 2021 of Baht 22.65 million, the board of directors has unanimously approved the dividend payment from retained earnings, at the rate of Baht 0.0877 per share, totaling Baht 11,751,800 and fixed the record date for shareholders who have the right for dividend on 6th May 2022. The dividend would be paid on 13th May 2022.

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)	0.10	-	0.0877
Dividend payment rate (Percentage of net profit)	317.43	-	N/A
Amount of dividend paid (Baht)	13,400,000	-	11,751,800

- 1) The omission of allocation of net profit to the legal reserve.
- 2) The dividend payment from retained earnings, at the rate of Baht 0.0877 per share, totaling Baht 11,751,800 following the resolution of the Board of Directors' Meeting No.2/2022 held on 22nd February 2022.

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 omission of the allocation of legal reserves and approve the dividend payment.

- 1) The omission of allocation of net profit to the legal reserve.
- 2) The dividend payment from retained earnings, at the rate of Baht 0.0877 per share, totaling Baht 11,751,800 following the resolution of the Board of Directors' Meeting No.2/2022 held on 22nd February 2022.

There were 5 additional shareholders attended the Meeting, accounted for 5 shares, totaling 42 shareholders attended the Meeting, totaling 57,317,620 shares, accounted for 42.7743 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	57,317,620	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,620	100
No. of shareholders attended (persons):	42	

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. Regarding the good corporate governance which there were 2 directors who retired by rotation as follows:

- 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

In the nomination of directors, the Company allowed the shareholders to nominate persons to be considered 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 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 directors, namely, Mr. Siri Thirawattanawong and Dr. Kumpol Buriyameathagul 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:

- 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

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 election of the directors in replacement of those who retired by rotation as follows.

- (5.1) Approved to elect “Mr. Siri Thirawattanawong” 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 42 shareholders attended the Meeting, totaling 57,317,620 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,620	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,620	100
No. of shareholders attended (persons):	42	

- (5.2) Approved to elect “Dr. Kumpol Buriyameathagul” 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 42 shareholders attended the Meeting, totaling 57,317,620 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,620	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,620	100
No. of shareholders attended (persons):	42	

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

Mr. Nikul Tangninlasap – 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 reducing the remuneration of the Directors for the year 2022 in the amount of Baht 5,000 in all positions and all committees. 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

Unit: Baht

The Board of Directors

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	20,000	20,000	15,000
Audit Committee with knowledge to review the financial statements	25,000	25,000	20,000

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

Nevertheless, Mr. Nikul Tangninsap – 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 2022 as follows:

The Board of Directors

Positions	Meeting allowance per time
Chairman of the Board	Baht 30,000
Director	Baht 15,000

The Audit Committee

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

The Risk Management Committee

Positions	Meeting allowance per time
Chairman of the Risk Management Committee	Baht 15,000
Risk Management Committee	Baht 15,000

The Nomination and Remuneration Committee

Positions	Meeting allowance per time
Chairman of the Nomination and Remuneration Committee	Baht 15,000
Nomination and Remuneration Committee	Baht 15,000

The Corporate Governance Committee

Positions	Meeting allowance per time
Chairman of the Corporate Governance Committee	Baht 15,000
Corporate Governance Committee	Baht 15,000

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 42 shareholders attended the Meeting, totaling 57,317,620 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown.

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,620	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,620	100
No. of shareholders attended (persons):	42	

Agenda 7

To consider and appoint the auditor and fix its audit fee for 2022

The Chairman informed the Meeting and invited, for this agenda, “Mr. Nikul Tangninlasap”, Company Secretary, to inform the appointment of the auditor and fixed the audit fee for 2022 to the Meeting.

Mr. Nikul Tangninlasap – 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 2022, and the determination of audit fees for the year 2022 by appointing Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 because they have experience in auditing with reasonable fees rates and have a good business understanding of the Company’s business which will highly benefit the accounting audit, including delivering work on time in the past year, allowing the Board of Directors to have sufficient time to carefully review.

In addition, the audit firm and the auditors as proposed had no relationship and conflict of interest with the Company, managements, major shareholders, or related persons with any such mentioned above and fixed the remuneration of auditor for 2022 amounted Baht 1,420,000 and no other service fees as follows:

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

Therefore, the Company agreed to propose to the shareholders' meeting to appoint Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 from Dharmniti Auditing Company Limited, as the Company's auditor for the year 2022 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 and no other service fees.

Nevertheless, Mr. Nikul Tangninasap 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, Miss Sulalit Ardsawang, Certified Public Accountant License No. 7517 or Mr. Peradate Pongsathiansak, Certified Public Accountant License No. 4752 or Miss Nannaphat Wannasomboon, Certified Public Accountant License No. 7793 from Dharmniti Auditing Company Limited, as the Company's auditor for the year 2022 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 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 were 1 additional shareholder attended the Meeting, accounted for 1 share, totaling 43 shareholders attended the Meeting, totaling 57,317,621 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,621	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,621	100
No. of shareholders attended (persons):	43	

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.

Mr. Nikul Tangninlasap – Company Secretary informed to the Meeting that according to the capital market supervisory board and suitability of the business operations. The Board of Directors considered and agreed to propose to the shareholders' meeting to approve the appointment for Mr. Wasawat Prasertsin to take the position of a new director of the Company and change the authority to sign on behalf of the Company by replacement for Mr. Somboon Sukheviriya and take position of the Nomination and Remuneration Committee and Corporate Governance Committee.

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 new director of the company and change an authorized director to sign on behalf of the company to Mr. Wasawat Prasertsin as of a new director of the Company and the authorized director to sign on behalf of the Company replace Mr. Somboon Sukheviriya and take position of the Nomination and Remuneration Committee and Corporate Governance Committee. 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 43 shareholders attended the Meeting, totaling 57,317,621 shares, accounted for 42.7743 percent of the total number of issued shares of the Company with the following vote breakdown:

Shareholders	Vote (Shares)	Percentage
(1) Approved	57,317,621	100
(2) Disapproved	0	0
(3) Abstained	0	0
(4) Invalid ballots	0	0
Total votes:	57,317,621	100
No. of shareholders attended (persons):	43	

Agenda 9 To consider other matters (if any)

The Chairman informed the Meeting that the Meeting was complete all agendas. Then, the Chairman also had 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.

Overview of business operation of the Company in present (Including its subsidiaries), Have recovered from last year and are there any business get the most impact from Coronavirus situation?

Answer: Mr. Somboon Sukheviriya, Chairman of the Board,

Overview of the business operation of the Company in the past has significant impacted from Coronavirus situation; however, in this year 2022 the situation has been better and the government begin more indulge such as Cancellation Test & Go that help a foreign tourists coming to Thai easily which was expected that the overview in 2022 will be better accordingly.

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

How many the number of Company's customers temporarily close in present? (Including other related businesses) according to Coronavirus situation in present occur.

Answer: Mr. Somboon Sukheviriya, Chairman of the Board,

The management team has meeting and analysis by separate into 2 parts 1) Existing customers which was potential opening their new hotel at 20 percent have been postponed. This resulting to the purchasing Comanche's software has been postponed as well. 2) Maintenance Contract customers which non-renew contract that was waiting for the economic recovery for renewing the maintenance agreement.

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

The Company though how long the tourism and hotel business will be full recover as before Coronavirus situation?

Answer: Mr. Somboon Sukheviriya, Chairman of the Board,

Need to follow the government policy as they have cancelled Test & Go policy so the Company think that the situation will be better in the quarter 4 which is our high season; however, it's probably not same as the year 2019 before Coronavirus situation.

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

According to domestic inflation, Do the Company have plan to raise the price of Company's program? Does it Include any raise the price of after sales service?

Answer: Mr. Somboon Sukheviriya, Chairman of the Board,

The management team has considered the inflation point too which made the number of Company's customer decreased. This impact both postponed opening of hotel and non-renew maintenance agreement. The Company has no plan to raise price because of increasing burden for the existing customer. In present the existing customer has declined and no signal to increase the number of customers.

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

Would like to know the history and reason of the establishment of a subsidiary, Coman Crypto Co., Ltd.? How the Company has perspective about Cryptocurrency trend? Also, Has the Company plan this trend to use together with other businesses of the company in the future?

Answer: Mr. Wasawat Prasertsin, Chief Executive Officer,

Because Cryptocurrency trend is becoming popular and important evolution in present which will affect to the global economy by made many business opportunities increased.

So Coman Crypto Co., Ltd. was established for source of expertise and create the best benefits for the business group in the future such as 1) Having cryptocurrency of COMAN for develop various projects of the Company 2) Developing crypto exchange 3) Developing payment system by cryptocurrency 4) Developing application on Blockchain related to business group 5) Developing privilege system that support digital transaction. We believed that they could make the Company grow and expand by leaps and bounds.

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

Does the Company have concepted to invest in Metaverse? How does the Company aspect in this trend? Has the Company plan or concept to bring Metaverse technology use together with Company's software?

Answer: Mr. Wasawat Prasertsin, Chief Executive Officer,

The Company has indeed researched of Metaverse for evaluating the suitability and possibility including the business opportunity, team readiness, budgeting suitability and others.

If the management team sees the suitability and opportunity, it's high possible for development for the Metaverse project to build the strength and growth for the Company.

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 2022 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 44 persons, representing the total shares amount of 57,317,721 shares or equal to 42.7744 percent of the total of shares issued of 134,000,000 shares. In addition, the Company already rechecked the votes.

--Somboon Sukheviriya--

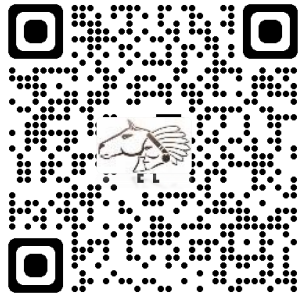
(Mr. Somboon Sukheviriya)

-- Kumpol Buriyameathagul--

(Mr. Kumpol Buriyameathagul)

Authorized Director

QR Code for download in digital book



Annual Report 2022



Financial statements for the
year 2022

Shareholders can download information via QR Code by following the steps below.



For iOS system (iOS 11 and above)

1. Turn on the camera (Camera) on the phone.
2. Scan (point your phone's camera at it) at the QR Code.
3. The screen will have a message. (Notification) up to the top, press on the message.

**Note : In case there is no message (Notification) on mobile phones, shareholders can scan the QR Code from the application. (Application) other such as QR Code Reader, Facebook and Line etc.



For android system

1. Open the QR Code Reader application, Facebook or Line. The process of scanning a QR Code via Line enters Line and selects Add friend. Select QR Code Scan QR Code.
2. Scan QR Code

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

Name-Surname	Dr. Somchai Wongsabsin
Type of Director to be Appointed	<ul style="list-style-type: none"> - Independent Director / Director - Chairman of the Audit Committee - Chairman of the Risk Management Committee - Chairman of Corporate Governance Committee
Age	51 Years
Education	<ul style="list-style-type: none"> - Doctoral Degree in Organization Development, Assumption University - Master's Degree in Business Administration, Thammasat University - Bachelor's Degree in Accounting, Department of Business Administration, Assumption University
Training	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) Class of 171/2020, Thai Institute of Directors (IOD)
Experience	<p>❖ Listed Companies</p> <p>2021 – Present</p> <ul style="list-style-type: none"> ● COMANCHE International Public Company Limited <ul style="list-style-type: none"> - Chairman of the Audit Committee - Chairman of the Risk Management Committee - Chairman of Corporate Governance Committee ● UBIS (Asia) Public Company Limited <ul style="list-style-type: none"> - Chairman of the Audit Committee <p>2016 – Present</p> <ul style="list-style-type: none"> ● More Return Public Company Limited <ul style="list-style-type: none"> - Audit Committee <p>❖ Other Companies</p> <p>2022 – Present</p> <ul style="list-style-type: none"> ● Suksapanpanit <ul style="list-style-type: none"> - Accounting consultant <p>2016 – Present</p> <ul style="list-style-type: none"> ● Assumption University <ul style="list-style-type: none"> - Member of the University Council / Professor of Business Administration, Department of Accounting <p>2000 – Present</p> <ul style="list-style-type: none"> ● Synergy Audit and Consulting Group Company Limited

	- Managing Director
COMAN shareholding (As of 31 December 2022)	None
Meeting attendance in 2022	<ul style="list-style-type: none"> - Board of Director 6 times, attend 6 times - Audit Committee 4 times, attend 4 times - Risk Management Committee 1 time, attend 1 time - Corporate Governance Committee 1 time, attend 1 time
Date appointed as a director	23 rd April 2021
Years served as a director of the Company	2 Years
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. Soonthorn Pibulcharoensit
Type of Director to be Appointed	<ul style="list-style-type: none"> - Independent Director / Director - Chairman of Nomination and Remuneration Committee - Audit Committee
Age	51 Years
Education	<ul style="list-style-type: none"> - Doctoral Degree in Psychology Management (Psy.D.), California School of Professional Psychology, Los Angeles, California, USA - Master's Degree in Computer Science and Engineering Management, Assumption University - Bachelor's Degree in Marketing, Department of Business Administration, Assumption University
Training	None
Experience	<p>❖ Listed Companies</p> <p>2021 – Present</p> <ul style="list-style-type: none"> ● COMANCHE International Public Company Limited <ul style="list-style-type: none"> - Chairman of Nomination and Remuneration Committee - Audit Committee

	❖ Other Companies 2015 – Present <ul style="list-style-type: none"> ● Assumption University <ul style="list-style-type: none"> - University Registrar
COMAN shareholding (As of 31 December 2022)	None
Meeting attendance in 2022	<ul style="list-style-type: none"> - Board of Director 6 times, attend 6 times - Nomination and Remuneration Committee 4 times, attend 4 times - Audit Committee 4 times, attend 4 times
Date appointed as a director	23 rd April 2021
Years served as a director of the Company	2 Years
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

Criteria, and Methods for Nomination The board of directors has considered that the directors who appointment 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 behalfs.

1. Mr. Ekachai Panitaumnuaysuk

Position : Independent Director / Director

Audit Committee

Risk Management Committee

Age : 32 years old

Address : 31 Mahesak 3 Road, Suriyawong,

Bangrak, 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.

In case of granting proxy to an independent director to exercise the right instead, please submit a proxy form with a copy of your ID card or a copy of the company affidavit signed to certify the accuracy and return to the company by 5:00 p.m. on the day April 16, 2023 at the following address

Proxy Form – Company Secretary
COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED
222/151-153, Baan Suan Chatuchak, Soi Vibhavadi Rangsit 17,
Vibhavadi Rangsit Rd., Chatuchak Bangkok 10900
Tel 02 120 6252

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.

List of documents that must be presented and delivered to the company in registering for the meeting.

1. In case of wishing to attend the meeting via electronic means in person, please attach your ID card / passport. (in the case of a foreigner) with signature certified true copy (Photocopies can be attached).
2. In case of proxy, please attach the proxy form together with supporting documents as required, please attach your ID card / passport. (in the case of a foreigner) with signature certified true copy (Photocopies can be attached) By following the instructions for **Guidelines for attending of Electronic Meeting by Inventech Connect (Live Streaming) in Enclosure 7**

Voting criteria for vote counting and announcement of vote results

1. Voting practices for those who attend the meeting in person and of the proxies.

- 1.1 At this general meeting of shareholders voting hold one share for one vote. However, the meeting on each agenda shareholders can vote for, agree, disagree or abstain on each agenda. Vote counting will be counted only shareholders voted against and/or abstained only. Then those votes will be deducted from the total number of votes. The remainder of the meeting attendance will be considered as agreeing votes on that agenda.

In voting, the shareholders can choose the agenda they wish to vote on. The system will display a button for voting are 1. agree (green) 2. disagree (red) 3. abstain (orange)

If shareholders want to cancel the last vote, can press the button. "Cancel the last vote" in which the shareholders can amend their votes until that agenda is closed for voting. "Cancel the last vote" or "not vote", the company will assume that you agree with that agenda. And voting can be changed until the notice of voting closes.

- 1.2 Proxy accepting proxies from many shareholders press to select "User icon" and press the button "Switch account" to access the accounts of other shareholders.
- 1.3 Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.
- 1.4 Shareholders have time to vote for 1 minute after the announcement of the opening of voting for each agenda. and when the voting result for each agenda has been closed. The result of that agenda will be announced to the meeting later.
- 1.5 Shareholders who make a proxy for others to attend the meeting and voting form according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining according to the wishes of the shareholders It has already been included in the registration for voting according to the agenda.

Voting in this 2023 Annual General Meeting of Shareholders is.

- 1) Agenda 1, 3, 4, 5, 7 and 11 must be approved by a majority vote of the majority of shareholders attending the meeting and having the right to vote.
- 2) Agenda 6 must be approved with a vote of not less than three-fourths (2/3) of the total votes of the shareholders attending the meeting and having the right to vote.
- 3) Agenda 8, 9, and 10 must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

*Note : Agenda 2 No voting is required as it is an agenda for acknowledgment.


2. Questioning in the conference room

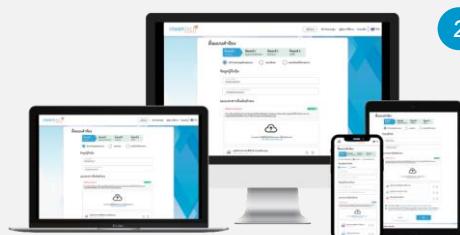
- 2.1 Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate.
- 2.2 Attendee wishing to ask questions or express their opinions on any agenda can ask questions by pressing the button "Send a question / Question", choose an agenda, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record/Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.
- 2.3 In case there are any questions related to that agenda, A lot of questions have been sent into the system. The company will consider and select questions as appropriate.
- 2.4 In case of shareholders having problems accessing the meeting system or voting system. Please study and follow the guidelines in Enclosure 7 together with the invitation letter or contact Inventech Call Center at 02-931-9150 in case of system failure during the meeting. Shareholders will receive an email to return to the meeting through the backup system.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/COMAN232652R/#/homepage> or scan QR Code  follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 10 April 2023 at 8:30 a.m. and shall be closed on 21 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 21 April 2023 at 11:30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 16 April 2023 at 5.00 p.m.

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED (Company Secretary)

222/151-153, Baan Suan Chatuchak, Soi Vibhavadi Rangsit 17,

Vibhavadi Rangsit Rd., Chatuchak, Chatuchak, Bangkok 10900

If you have any problems with the software, please contact Inventech Call Center



02-931-9150



@inventechconnect



The system available during 10 – 21 April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



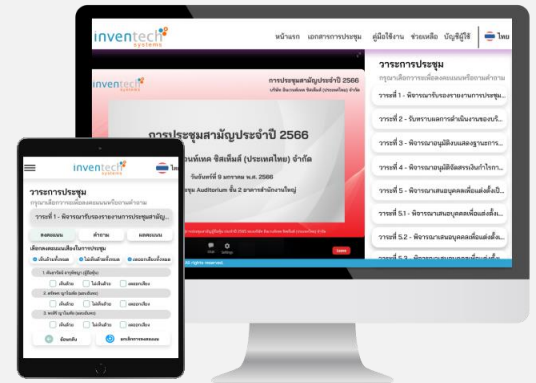
Report a problem

@inventechconnect

Step voting process (e-Voting)

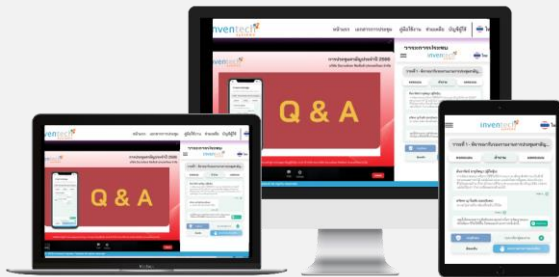
Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open microphone and camera

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).

- High Quality Video: Must be have internet speed at 1.0 Mbps.

- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

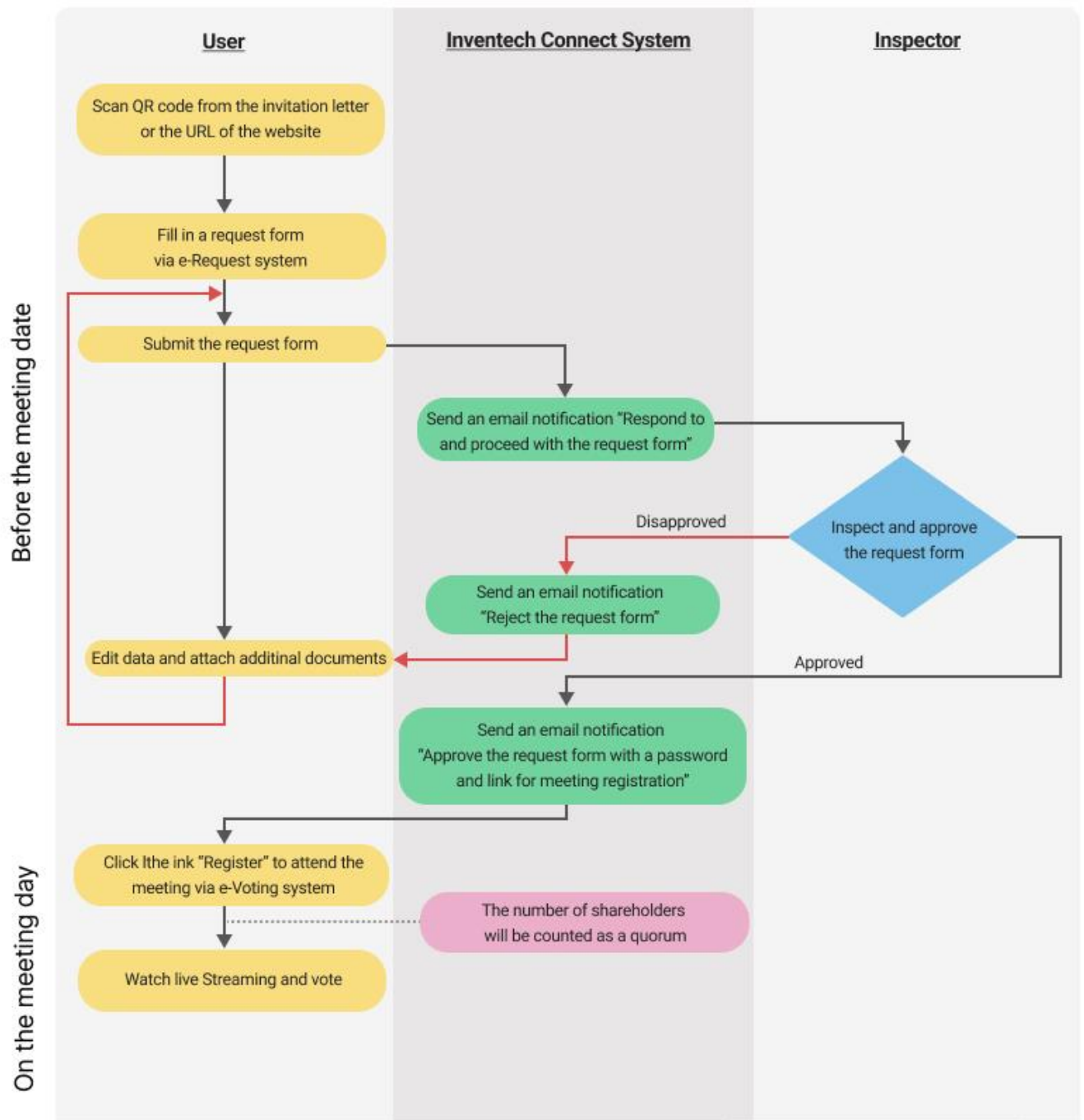
- Smartphone/Tablet that use IOS or android OS.

- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



System Usage Conditions

In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account , he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinishedagenda items meeting base.

หนังสือมอบฉันทะ (แบบ ข)

Proxy (Form B)

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 นายเอกชัย พาณิชย์อำนวยสุข อายุ 32 ปี อยู่บ้านเลขที่ 31
Name Mr. Ekachai Panitaumnaysuk Age 32 years, residing at 31
ถนน มหะสัก 3 ตำบล/แขวง สุริยวงศ์ อำเภอ/เขต บางรัก
Road Mahesak 3 Tambol/Khwaeng Suriyawong Amphoe/Khet Bangrak
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10500 หรือ
Province Bangkok Postal Code 10500 or

คนหนึ่งคนใดเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders held on Friday 21st April 2023 at 13.30 P.M. via E-Meeting 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 2565

Agenda No. 1 The Consideration and certification of the Minutes of the 2022 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 2565

Agenda No. 2 The Acknowledgment of the Annual Report on the business operation of the Company for 2022.

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

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda No. 3 The Consideration and approval of the Financial Statements for the year 2022 ended 31st December 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 4 พิจารณานุมัติการงดจ่ายเงินปันผลและงดการจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย

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

- (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: -
- การเลือกตั้งกรรมการทั้งหมด
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. ดร. สมชาย วงศ์ทรัพย์สิน / Dr. Somchai Wongsabsin
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain
2. ดร. สุนทร พิบูลย์เจริญสิทธิ์ / Dr. Soonthorn Pibulcharoensit
 เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2566

Agenda No. 6 The consideration and approval of the remuneration of the board of directors and sub-committees for the year 2023.

- (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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda No. 7 The consideration and approval of the appointment of the external auditors and the determination of the audit fees for the year 2023.

- (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 พิจารณานุมัติเปลี่ยนแปลงวัตถุประสงค์ของการใช้เงินที่ได้รับจากการเสนอขายหุ้นสามัญให้แก่ประชาชนทั่วไปเป็นครั้งแรก

Agenda No. 8 The consideration and approval to change the objective of utilization of the proceeds obtained from an initial public offering (IPO).

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

วาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทเพื่อให้สอดคล้องกับ พรบ.มหาชนจำกัด (ฉบับที่ 4) พ.ศ. 2565
 Agenda No. 9 The consideration and approval of the amendment of the company's articles of association to be in line with the Public Limited Companies Act, (No.4) B. E. 2535.

- (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 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ แบบมอบอำนาจทั่วไป และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
 Agenda No. 10 The consideration and approval of the increase of the company's registered capital under the general mandate and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the increase of the Company's registered capital.

- (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 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบมอบอำนาจทั่วไป
 Agenda No. 11 The consideration and approval of the allocation of issued ordinary shares under the general mandate.

- (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 12 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
 Agenda No. 12 Consideration of other matters (if any).

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

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

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 2566 ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders held on Friday 21st April 2023 at 13.30 P.M. via E-Meeting 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