



**The Invitation to the Extraordinary General
Meeting of Shareholders No. 1/2024
Comanche International Public Company Limited**

**On Friday, November 15, 2024
at 10.00 a.m.**

**Via electronic Meeting (E-EGM)
according to the Emergency Decree on Electronic Meetings B.E. 2563**

The system will be available at 08:00 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 (Enclosure 7 and 8)
2. The electronic registration will be available from November 8, 2024, at 8:30 a.m. onwards and shall be closed on November 15, 2024. Until the end of the meeting. (On meeting day available at 08:00 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).

Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2024

Comanche International Public Company Limited ("**the Company**") inform the shareholders, proxy holders and referred persons of our compliance with the Personal Data Protection Act B.E. 2562 (2019) ("**the PDPA**")

- 1. Personal Data Collected:** It is necessary for the Company to collect your personal data i.e., name, surname, address, telephone number, photo, identification number, and information related to electronic systems access and usage such as IP Address (in case of online access to the meeting). For identity verification, it is necessary for the Company to collect a copy of your identification card which may contain religion information that is considered sensitive data. The Company has no intention of collecting such Sensitive Data. Accordingly, you can redact such data. The Company will record and broadcast the meeting for shareholders and our legitimate interests.
- 2. The Collection of Personal Data:** In the direct collection of your personal data, we will use the personal data only as necessary and in accordance with the specified purposes. the Company may collect your Personal Data from other sources, such as securities registrars or Thailand Securities Depository Co., Ltd. (TSD). but only in necessity and in accordance with measures required by law.
- 3. Purposes for the Collection, Use and Disclosure of Personal Data:** The Company collects, use, and disclose your personal data for the purposes of calling and convening the Extraordinary General Meeting of Shareholders No. 1/2024 only as required by law.

Therefore, the Company will collect, use, and disclose your personal data and the referred person such as director without your consent as authorized by the PDPA, for the legitimate interests of the Company or any other persons or juristic persons and for compliance with law. However, please be informed that you are required by law to notify this Privacy Notice of the Company to the Data Subject to whom you referred.

- 4. Personal Data Retention Period:** The Company will retain your personal data only for the duration necessary for the purposes specified in this Privacy Notice. In the case that it is not possible to specify the personal data retention period, the Company will retain the personal data as may be expected per data retention standards such as the longest legal prescription of 10 years.
- 5. Your Rights as a Data Subject:** As the owner of Personal Data, you have the rights as stipulated in the PDPA, including right to withdraw your consent; right to access, copy and disclosure of how we collect your personal data; right to correct, delete, destroy or anonymize personal data; right to request suspension of the processing of personal data; right to transfer personal data; right to complaint noncompliance with law, right to dissent to the processing or disclosing of personal data.
- 6. Disclosure of Personal Data to Third Party:** The Company may be required to disclose personal data to other persons or juristic persons or regulatory authorities as necessary in connection with the purposes contained herein such as technology service provider, regulators or government agencies or by the order of regulatory officials. The Company may also disclose your personal data to the public as required by law or by good corporate governance principles, such as in the Minutes of Shareholder Meeting, 56-1 One Report and the Company's website.
- 7. Contact channels:** Enquiries or questions on the personal data protection can be addressed to the following: Comanche International Public Company Limited, 161 Soi Sukhumvit 55 (Thong Lor), Klongtan Nua, Wattana, Bangkok 10110, Email: ir@comancheinternational.com

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บริษัท โคมานชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)
เลขที่ 161 ซอยสุขุมวิท 55 (ทองหล่อ) แขวงคลองตันเหนือ
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โทร 02 120 6252
เลขประจำตัวผู้เสียภาษี 0107559000273

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED
161 Soi Sukhumvit 55 (Thong Lor), Klongtan-nua,
Wattana, Bangkok 10110
Tel: 02 120 6252
Tax ID 0107559000273

November 6, 2024

Subject: The Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To: Shareholders of Comanche International Public Company Limited

Enclosure:

1. Report form for capital increase (F53-4)
2. Information regarding the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering)
3. Summary of basic details of the warrants to purchase ordinary shares of the company No. 1 (COMAN-W1)
4. Information of independent directors who are proxy holders for shareholders and define of independent director
5. The articles of association of the company regarding the shareholders' meeting
6. The list of documents that must be presented and submitted to the company for registering for the meeting voting criteria for vote counting and announcement of vote results
7. Guidelines for attending of electronic meeting and wishing attend the Extraordinary General Meeting of Shareholders No. 1/2024 by electronic media via Link or Scan QR Code
8. Proxy Form B
(able to download Proxy Form A or Form C at <http://www.comancheinternational.com>)

Regarding the Board of Directors Meeting of Comanche International Public Company Limited (“the Company”) No. 6/2024, held on October 11, 2024, a resolution was passed to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on Friday, November 15, 2024 at 10.00 a.m. via electronic meeting (E-EGM), in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations to consider matters according to the board’s opinions to the following agendas:

Agenda 1 To consider and approve the reduction of the company’s registered capital by canceling unsold shares and amending Article 4 of the Memorandum of Association to align with the capital reduction.

Facts and Reasons:

The Board of Directors meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of a reduction in the company’s registered capital by 33,500,000 baht, from 107,200,000 baht to new registered capital of 73,700,000 baht, by cancelling 67,000,000 unissued ordinary shares with a par value of 0.50 baht per share, which were previously reserved for capital increases under the General Mandate as approved by the 2024 Annual General Meeting of Shareholders.

And approved an amendment to Article 4 of the company's Memorandum of Association to reflect the capital reduction, with the revised wording as follows:

"No 4. Registered Capital	:	73,700,000 Baht	(Seventy three million seven hundred thousand)
Divided into	:	147,400,000 Share	(One hundred and forty-seven million four hundred thousand)
Par value	:	0.50 Baht	(Zero point five zero)
Paid-up capital divided into			
Ordinary shares	:	147,400,000 Share	(One hundred and forty-seven million four hundred thousand)
Preferred shares	:	-None-	

Authorized persons appointed by the Board of Directors or the Executive Committee of the company shall have the power to sign any applications or documents related to the registration of the amendment to the company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to file for registration of amendments or additional wording as required by the Registrar, as well as to carry out any necessary actions to comply with the Registrar's orders, to complete the registration of the capital reduction.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for approval a reduction of the company's registered capital by 33,500,000 baht, from 107,200,000 baht to new registered capital of 73,700,000 baht, by cancelling 67,000,000 unissued ordinary shares with a par value of 0.50 baht per share, which were previously reserved for capital increases under the General Mandate and also proposes the approval an amendment to Article 4 of the company's Memorandum of Association to reflect the capital reduction as detailed.

Voting:

This agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders who attended the meeting and were entitled to vote.

Agenda 2 To consider and approve the increase of the company's registered capital and amending Article 4 of the Memorandum of Association to align with the capital increase.

Facts and Reasons:

The Board of Directors meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of an increase in the company's registered capital by 257,950,000 baht, from the existing registered capital of 73,700,000 baht to a new registered capital of 331,650,000 baht, by issuing 515,900,000 new ordinary shares with a par value of 0.50 baht per share to be

offered to existing shareholders in proportion to their shareholding (Rights Offering), and to accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1)

And approved an amendment to Article 4 of the company's Memorandum of Association to reflect the capital increase, with the revised wording as follows:

"No 4. Registered Capital	:	331,650,000 Baht	(Three hundred and thirty-one million six hundred and fifty thousand)
Divided into	:	663,300,000 Share	(Six hundred and sixty-three million three hundred thousand)
Par value	:	0.50 Baht	(Zero point five zero)
Paid-up capital divided into			
Ordinary shares	:	147,400,000 Share	(One hundred and forty-seven million four hundred thousand)
Preferred shares	:	-None-	

Authorized persons appointed by the Board of Directors or the Executive Committee of the company shall have the power to sign any applications or documents related to the registration of the amendment to the company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to file for registration of amendments or additional wording as required by the Registrar, as well as to carry out any necessary actions to comply with the Registrar's orders, to complete the registration of the capital increase. *(Report form for capital increase (F53-4) appears as Enclosure 1)*

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for approval an increase in the company's registered capital by 257,950,000 baht, from the existing registered capital of 73,700,000 baht to a new registered capital of 331,650,000 baht, by issuing 515,900,000 new ordinary shares with a par value of 0.50 baht per share to be offered to existing shareholders in proportion to their shareholding (Rights Offering), and to accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1) and also proposes the approval an amendment to Article 4 of the company's Memorandum of Association to reflect the capital increase as detailed.

Voting:

This agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders who attended the meeting and were entitled to vote.

Agenda 3 To consider and approve the allocation of 515,900,000 newly issued ordinary shares with a par value of 0.50 baht per share.

Facts and Reasons:

The Board of Directors meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the allocation of 515,900,000 newly issued ordinary shares with a par value of 0.50 baht per share, with the following details:

3.1 Allocation of 294,800,000 newly issued ordinary shares with a par value of 0.50 baht per share to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 1 existing ordinary share to 2 newly issued ordinary shares at an offering price of 2.00 baht per share, with any fractional shares being discarded.

3.2 Allocation of up to 221,100,000 newly issued ordinary shares with a par value of 0.50 baht per share to accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 2 existing ordinary shares to 1 warrant unit.

(Report form for capital increase (F53-4) appears as Enclosure 1 and Information regarding the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) appears as Enclosure 2)

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting the approval of the allocation of newly issued ordinary shares as detailed.

Voting:

This agenda must be approved by majority vote of the shareholders who attended the meeting and voted.

Agenda 4 To consider and approve the issuance and allocation of up to 221,100,000 units of warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), to be allocated to the existing shareholders in proportion to their shareholding (Rights Offering).

Facts and Reasons:

The Board of Directors meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the issuance and allocation of up to 221,100,000 units of warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) at the ratio of 2 existing ordinary shares to 1 warrant unit (fractional shares resulting from the calculation will be discarded), at no cost (zero baht). Each COMAN-W1 warrant unit will entitle the holder to purchase 1 ordinary share at an exercise price of 3



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baht per share. (Summary of basic details of the warrants to purchase ordinary shares of the company No. 1 (COMAN-W1) appears as Enclosure 3).

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for approval of the issuance and allocation of up to 221,100,000 units of warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) at the ratio of 2 existing ordinary shares to 1 warrant unit and related authorization as detailed.

Voting:

This agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders who attended the meeting and were entitled to vote.

Agenda 5 To Consider Other Matters (if any)

According to Section 105, paragraph two, of the Public Limited Company Act B.E. 2535 (1992), specified after the meeting has concluded as specified in paragraph one, shareholder(s) who collectively hold a total of not less than one-third (1/3) of the total shares sold, may request the meeting to consider matters other than those specified in the meeting invitation.

In addition, the Company has published the invitation to the Extraordinary General Meeting of Shareholders No. 1/2024, including meeting documents on the Company's website (<http://www.comancheinternational.com>). If the shareholders who have any questions regarding the proposed agendas may send their questions in advance to ir@comancheinternational.com.

The Company would like to invite the shareholders to attend the meeting on the date and time as above only via electronic meeting. The registration will commence at 08:00 a.m. The company has established measures and guidelines for attending the meeting, as detailed in Enclosure 7. Shareholders wishing to attend the meeting may attend the meeting in person or by appointing another individual or a proxy including an independent director of the Company, to attend and vote on their behalf. Please send the evidence and proxy as enclosure to the Company at the address below by November 11, 2024, to ensure processing of your request.

The processes and procedures may cause delays and inconvenience in attending the meeting. The company sincerely apologizes for any inconvenience caused.



บริษัท โคมานชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)
เลขที่ 161 ซอยสุขุมวิท 55 (ทองหล่อ) แขวงคลองตันเหนือ
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COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED
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Proxy - (Company Secretary)

Comanche International Public Company Limited
161 Soi Sukhumvit 55 (Thong Lor), Klongtan Nua, Wattana, Bangkok 10110
Tel. 02 120 6252

Yours Sincerely,

--Wasawat Prasertsin--

(Mr. Wasawat Prasertsin)
Chief Executive Officer



บริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)
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Enclosure 1

(F 53-4)

Report Form for Capital Increase

Comanche International Public Company Limited

October 11, 2024

Comanche International Public Company Limited (“the Company”), hereby report the resolution of the Board of Directors’ meeting No 6/2024, dated October 11, 2024, relating to the reduction of registered capital, increase of registered capital and allotment of capital increase shares as follows:

1. Capital reduction and Capital increase

1.1 Capital reduction

The Board of Directors' meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the reduction of the company's registered capital by 33,500,000 baht (-thirty-three million five hundred thousand baht-), reducing the registered capital from 107,200,000 (-one hundred and seven million two hundred thousand-) baht to 73,700,000 (-seventy-three million seven hundred thousand-) baht by canceling 67,000,000 (-sixty-seven million-) unsold ordinary shares with a par value of 0.50 baht each (-fifty satang-). These shares were previously issued to accommodate the general mandate capital increase, as approved by the 2024 Annual General Meeting of Shareholders.

1.2 Capital increase

The Board of Directors' meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of the company's registered capital by 257,950,000 baht (-two hundred fifty-seven million nine hundred fifty thousand baht-), increasing the registered capital from 73,700,000 baht (-seventy-three million seven hundred thousand-) to 331,650,000 (-three hundred and thirty-one million six hundred and fifty thousand-) baht by issuing 515,900,000 (-five hundred fifteen million nine hundred thousand-) new ordinary shares with a par value of 0.50 baht each (-fifty satang-). The details of the capital increase are as follows:

Type of capital increase	Type of securities	Number of	Type of capital increase	Type of securities
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	515,900,000	0.50	257,950,000
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
1. Existing shareholders in proportion to their shareholding (Rights Offering)	294,800,000	(1:2) 1 existing ordinary share to 2 newly issued ordinary shares	2.00 Baht	Please consider the details of Enclosure 2	Please consider the notes below
2. Accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering)	221,100,000	(2:1) 2 existing ordinary shares to 1 warrant unit	(no cost) (0 Baht)	Please consider the details of Enclosure 3	Please consider the notes below

Note:

The Board of Directors' Meeting No. 6/2024 on October 11, 2024, approve to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 on November 15, 2024, to consider and approve the following matters.

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of a reduction in the company's registered capital by 33,500,000 baht, from 107,200,000 baht to 73,700,000 baht, by cancelling 67,000,000 unissued ordinary shares with a par value of 0.50 baht per share, which were previously reserved for capital increases under the General Mandate as approved by the 2024 Annual General Meeting of Shareholders.
2. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of an increase in the company's registered capital by 257,950,000 baht, from the existing registered capital of 73,700,000 baht to a new registered capital of 331,650,000 baht, by issuing 515,900,000 new ordinary shares with a par value of 0.50 baht per share to be offered to existing shareholders in proportion to their shareholding (Rights Offering), and to accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1)
3. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the allocation of 515,900,000 newly issued ordinary shares with a par value of 0.50 baht per share, with the following details:

3.1 Allocation of 294,800,000 newly issued ordinary shares with a par value of 0.50 baht per share to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 1 existing ordinary share to 2 newly issued ordinary shares at an offering price of 2.00 baht per share.

Shareholders may oversubscribe for shares beyond their entitlement (Oversubscription). Shareholders who oversubscribe will only be allocated additional shares if there are remaining shares after the allocation to shareholders who subscribed in full according to their rights, at the same offering price of 2.00 baht per share, under the following conditions:

- (a) If the number of remaining newly issued ordinary shares after the allocation to existing shareholders (in proportion to their shareholding) is greater than or equal to the number of oversubscribed shares, the company will allocate all remaining shares to shareholders who oversubscribed and fully paid for the shares, according to the amount they oversubscribed.
- (b) If the number of remaining newly issued ordinary shares is less than the number of oversubscribed shares, the company will allocate the remaining shares as follows:
 - (b.1) Allocate the remaining shares proportionally to each oversubscribing shareholder based on their existing shareholding, calculated by multiplying the remaining shares by the proportion of shares each shareholder holds. Any fractional shares resulting from this calculation will be discarded. The number of shares allocated to each shareholder will not exceed the number of shares they subscribed to and fully paid.
 - (b.2) If there are still remaining shares after the allocation in (b.1), the company will allocate them to shareholders who have not yet received the full number of shares they oversubscribed for, following the same method as in (b.1), until no shares remain. The number of shares allocated to each shareholder will not exceed the number of shares they subscribed to and fully paid.

The allocation of oversubscribed shares as outlined above must not result in any shareholder exceeding the foreign ownership limit, which currently restricts foreign shareholders to holding no more than 49% of the company's total issued shares. The Board of Directors has the discretion to refrain from offering newly issued shares to any shareholder if doing so would or might require the company to fulfill any obligations under foreign laws.

If there are still remaining shares after the allocation to existing shareholders and oversubscribing shareholders (Oversubscription), the company will reduce its registered capital by canceling the remaining shares. The company will seek approval for this matter at the next shareholders' meeting.

The record date for determining shareholders entitled to receive and subscribe for the newly issued shares (Record Date) is set for October 31, 2024. The subscription and payment period for the newly issued shares will be from November 27-29 and December 2-3, 2024 (a total of 5 business days), from 9:30 a.m. to 3:30 p.m.

However, the right to subscribe and be allocated the newly issued shares is subject to the approval of the Extraordinary General Meeting of Shareholders No. 1/2024.

3.2 Allocation of up to 221,100,000 newly issued ordinary shares with a par value of 0.50 baht per share to accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 2 existing ordinary shares to 1 warrant unit (COMAN-W1).

In the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), the Executive Committee, the Chief Executive Officer, or any person delegated by the Executive Committee or the Chief Executive Officer is authorized to undertake all necessary and related actions concerning the capital increase, the allocation of the newly issued ordinary shares, and the allocation of warrants, including but not limited to the following:

- (1) Determining, modifying, or altering the terms and details of the allocation of the newly issued shares and the allocation of warrants, including but not limited to the record date for determining shareholders entitled to subscribe for the newly issued shares, the subscription period, payment for shares, and the determination of other conditions and details related to the allocation of the newly issued shares, the issuance date of the warrants, and the allocation of warrants.
- (2) Negotiating, agreeing, and signing relevant documents and contracts, and performing any other necessary and related actions regarding the allocation of the newly issued shares and the allocation of warrants.
- (3) Signing any necessary documents or applications and submitting any required forms and evidence related to the allocation of the newly issued shares and the allocation of warrants, including coordinating with and submitting such documents and evidence to the relevant regulatory authorities, and registering the newly issued shares, warrants, and shares arising from the exercise of the warrants on the Stock Exchange of Thailand, as well as carrying out any other necessary actions related to the allocation of the newly issued shares and the allocation of warrants.

4. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the issuance and allocation of up to 221,100,000 units of warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) at the ratio of 2 existing ordinary shares to 1 warrant unit (fractional shares resulting from the calculation will be discarded), at no cost (zero baht). The COMAN-W1 warrants will have a 2-year term, and each warrant unit will entitle the holder to purchase 1 ordinary share at an exercise price of 3 baht per share (unless the exercise price is adjusted in accordance with the terms and conditions regarding the rights and obligations of the COMAN-W1 warrant issuer).

The record date for determining the shareholders entitled to receive the COMAN-W1 warrants will be December 25, 2024.

However, the right to receive the COMAN-W1 warrants, and the date of issuance are not yet certain and are subject to the approval of the Extraordinary General Meeting of Shareholders No. 1/2024

2.1.1 Company's Action in the Case of Fractional Shares

In the event that there are fractional shares from the allocation of new ordinary shares to existing shareholders in proportion to their holdings (Rights Offering) and/or the allocation of warrants in this instance, the company will round down any fractional shares to zero.

3. Schedule for a shareholders' meeting to approve the capital increase and allotment of capital increase shares

Determine for the Extraordinary General Meeting of Shareholders No. 1/2024 via electronic media (E-EGM) in accordance with the Royal Decree on Electronic Meetings B.E. 2563 and other relevant laws and regulations, exclusively in this format, on Friday, November 15, 2024, at 10:00 a.m. The record date to determine the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) is set for October 31, 2024.

4. Seeking approval of the capital increase and share allotment from related government agency, and approval conditions

4.1 Approval from the Extraordinary General Meeting of Shareholders No. 1/2024 must be obtained to proceed with the increase in registered capital, along with other related matters.

4.2 The company will proceed with the increase in registered capital, amend the articles of association, and notify the Department of Business Development, Ministry of Commerce, of the changes in paid-up capital.

4.3 The company will submit a request to the Stock Exchange of Thailand to list the newly issued ordinary shares and the warrants COMAN-W1 as registered securities in the Stock Exchange, in accordance with the relevant regulations and rules

5. Objectives of the capital increase

The capital increase this time is aimed at preparing and creating financial flexibility to reserve working capital within the company, both in the short term and the long term, which will positively impact opportunities for generating additional revenue and profit for the company. Additionally, the issuance of new ordinary shares to support the exercise of rights under the warrant (COMAN-W1) will provide the company with working capital for its operations in the future, within the 1-2 year period specified for exercising the rights under the warrant (COMAN-W1)

6. Benefits that the Company will receive from the capital increase and share allotment

This capital increase will help strengthen the company's financial position and enhance liquidity in the company's business operations. It will also increase investment opportunities, thereby improving efficiency and the potential for generating revenue and profits for the company in the future.

7. Benefits that the shareholders will receive from the capital increase and share allotment

7.1 This capital increase will strengthen the company's financial status and increase working capital for business operations, enabling the company to generate more income and profits. Shareholders will benefit as the company can use the funds raised from the capital increase to invest in various future projects as appropriate. Furthermore, shareholders exercising their rights to purchase ordinary shares under the warrant (COMAN-W1) will have the same rights as all other shareholders, such as the right to receive dividends, the right to attend shareholders' meetings, and the right to vote at shareholders' meetings.

7.2 Shareholders will benefit both from the potential increase in share value and dividends. The company has a policy to pay dividends to shareholders at a rate of 40% of net profits. However, dividend payments must not adversely affect the company's operations, financial position, liquidity, business expansion, future needs, or other relevant factors in the company's management. The board of directors will present the matter of dividend payments to the shareholders' meeting for approval, except for interim dividends, which the board has the authority to approve if it deems that the company has sufficient profits for payment without impacting its operations and will subsequently report to the shareholders at the next meeting.

8. Other details necessary for shareholders' decision making in the approval of the capital increase and share allotment

Please refer to the additional details in the information regarding the issuance and offering of new ordinary shares to existing shareholders based on their shareholding proportion (Enclosure 2) and the summary of the details of the warrant for purchasing ordinary shares of the company (COMAN-W1) (Enclosure 3).

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or share allotment

No.	Procedures	Date/Month/Year
1	At the board of director meeting of the company No. 6/2024, it was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the capital increase and allocation of newly issued ordinary shares.	October 11, 2024
2	Notification of the board meeting resolution to the Stock Exchange.	October 15, 2024

No.	Procedures	Date/Month/Year
3	The date for determining the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024. (Record Date)	October 31, 2024
4	Date of the Extraordinary General Meeting of Shareholders No. 1/2024.	November 15, 2024
5	Register the capital increase and amend the company's Memorandum of Association as per the resolution of the Extraordinary General Meeting with the Department of Business Development, Ministry of Commerce.	Within 14 Day from the date of Shareholders Meeting's resolution
6	The date for determining the list of shareholders entitled to subscribe for the newly issued ordinary shares based on their shareholding proportion. (Record Date)	October 31, 2024
7	The subscription date for the newly issued ordinary shares offered to existing shareholders based on their shareholding proportion (Rights Offering) for a period of 5 working days.	November 27-29, 2024 and December 2-3, 2024
8	Register the paid-up capital increase and list the increased shares as registered securities for trading on the Stock Exchange.	After the allocation of the increased capital shares has been completed.
9	The date for determining the list of shareholders entitled to receive the warrant to purchase the company's ordinary shares No. 1 (COMAN-W1), which is allocated to existing shareholders of the company (Record Date)	December 25, 2024
10	The date of issuance of the warrant to purchase the company's ordinary shares No. 1 (COMAN-W1)	Within quarter 1/2025

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Yours sincerely

--Wasawat Prasertsin--

(Mr. Wasawat Prasertsin)

Chief Executive Officer



บริษัท โคมานชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)
เลขที่ 161 ซอยสุขุมวิท 55 (ทองหล่อ) แขวงคลองตันเหนือ
เขตวัฒนา กรุงเทพมหานคร 10110
โทร 02 120 6252
เลขประจำตัวผู้เสียภาษี 0107559000273

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED
161 Soi Sukhumvit 55 (Thong Lor), Klongtan-nua,
Wattana, Bangkok 10110
Tel: 02 120 6252
Tax ID 0107559000273

Enclosure 2

**Information regarding the issuance and offering of newly issued ordinary shares to existing
shareholders in proportion to their shareholding (Rights Offering) of
Comanche International Public Company Limited**

The Board of Directors' Meeting No. 6/2024 on October 11, 2024, approve to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 on November 15, 2024, for consideration and approval of an increase in the company's registered capital by 257,950,000 baht, from the existing registered capital of 73,700,000 baht to a new registered capital of 331,650,000 baht, by issuing 515,900,000 new ordinary shares with a par value of 0.50 baht per share for

- (1) Allocation newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) of 294,800,000 shares and
- (2) Accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1 Warrant), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) of 221,100,000 shares

However, the issuance and offering of new ordinary shares is a significant matter, the company has prepared important information for shareholders to make informed decisions, with details as follows:

1. Details of the offering of new ordinary shares:

The company will allocate new ordinary shares for sale to existing shareholders based on their shareholding proportion (Rights Offering) and allocate new ordinary shares to support the exercise of rights under the COMAN-W1 warrant for existing shareholders according to their shareholding proportion (Rights Offering), with the following details:

1.1 Allocation of 294,800,000 newly issued ordinary shares with a par value of 0.50 baht per share to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 1 existing ordinary share to 2 newly issued ordinary shares at an offering price of 2.00 baht per share, with any fractional shares being discarded. The record date for determining shareholders entitled to receive and subscribe for the newly issued shares (Record Date) is set for October 31, 2024. The subscription and payment period for the newly issued shares will be from November 27-29 and December 2-3, 2024 (a total of 5 business days), from 9:30 a.m. to 3:30 p.m. However, the right to subscribe and be allocated the newly issued shares is subject to the approval of the Extraordinary General Meeting of Shareholders No. 1/2024.

Shareholders may oversubscribe for shares beyond their entitlement (Oversubscription). Shareholders who oversubscribe will only be allocated additional shares if there are remaining shares after the allocation to shareholders who subscribed in full according to their rights, **at the same offering price of 2.00 baht per share**, In the allocation of new ordinary shares, the company will continue to allocate the remaining shares until there are no new ordinary shares left to allocate or until there are no

shareholders who wish to subscribe for these new ordinary shares any longer, or until allocation is not possible due to fractional shares, with the following details:

- (a) If the number of remaining newly issued ordinary shares after the allocation to existing shareholders (in proportion to their shareholding) is greater than or equal to the number of oversubscribed shares, the company will allocate all remaining shares to shareholders who oversubscribed and fully paid for the shares, according to the amount they oversubscribed.
- (b) If the number of remaining newly issued ordinary shares is less than the number of oversubscribed shares, the company will allocate the remaining shares as follows:
 - (b.1) Allocate the remaining shares proportionally to each oversubscribing shareholder based on their existing shareholding, calculated by multiplying the remaining shares by the proportion of shares each shareholder holds. Any fractional shares resulting from this calculation will be discarded. The number of shares allocated to each shareholder will not exceed the number of shares they subscribed to and fully paid.
 - (b.2) If there are still remaining shares after the allocation in (b.1), the company will allocate them to shareholders who have not yet received the full number of shares they oversubscribed for, following the same method as in (b.1), until no shares remain. The number of shares allocated to each shareholder will not exceed the number of shares they subscribed to and fully paid.

The allocation of new ordinary shares to the existing shareholders shall not result in any case where shareholders who subscribe exceed their rights to hold shares in the company in a manner that falls under the obligation to make a tender offer for all securities of the company, in accordance with the announcement of the Securities and Exchange Commission No. Tor Jor. 12/2011 regarding the criteria, conditions, and methods for holding securities to dominate a business or in a manner that violates the restrictions on foreign ownership as specified in the company's regulations. The Board of Directors has the discretion not to offer new ordinary shares for sale to existing shareholders if such an offering would impose or potentially impose any obligations or duties that the company must perform or undertake under foreign law.

However, if there are still remaining shares after the allocation to existing shareholders and oversubscribing shareholders (Oversubscription), the company will reduce its registered capital by canceling the remaining shares. The company will seek approval for this matter at the next shareholders' meeting.

In the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), the Executive Committee, the Chief Executive Officer, or any person delegated by the Executive Committee or the Chief Executive Officer is authorized to undertake all necessary and related actions concerning the capital increase, the allocation of the newly issued ordinary shares, and the allocation of warrants, including but not limited to the following:

- (1) Determining, modifying, or altering the terms and details of the allocation of the newly issued shares and the allocation of warrants, including but not limited to the record date for determining

shareholders entitled to subscribe for the newly issued shares, the subscription period, payment for shares, and the determination of other conditions and details related to the allocation of the newly issued shares, the issuance date of the warrants, and the allocation of warrants.

- (2) Negotiating, agreeing, and signing relevant documents and contracts, and performing any other necessary and related actions regarding the allocation of the newly issued shares and the allocation of warrants.
- (3) Signing any necessary documents or applications and submitting any required forms and evidence related to the allocation of the newly issued shares and the allocation of warrants, including coordinating with and submitting such documents and evidence to the relevant regulatory authorities, and registering the newly issued shares, warrants, and shares arising from the exercise of the warrants on the Stock Exchange of Thailand, as well as carrying out any other necessary actions related to the allocation of the newly issued shares and the allocation of warrants.

1.2 Allocation of up to 221,100,000 newly issued ordinary shares with a par value of 0.50 baht per share to accommodate the exercise of rights under the company's warrants to purchase ordinary shares No. 1 (COMAN-W1), to be allocated to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 2 existing ordinary shares to 1 warrant unit (fractional shares being discarded.) issued at no cost (offering price at 0 Baht per unit) The COMAN-W1 warrants will have a 2-year term, and each warrant unit will entitle the holder to purchase 1 ordinary share at an exercise price of 3 baht per share

*(Further details are provided in the preliminary summary of basic details of the warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), as per **Enclosure 3**)*

2. Objectives of the Capital Increase and Plans for Fund Utilization

2.1 The capital increase through the issuance of ordinary shares to be offered to existing shareholders in proportion to their shareholdings (Rights Offering) is aimed at preparing for and creating financial flexibility to reserve working capital within the company, as well as supporting the operations of the company and its subsidiaries both currently and in the future. This will reflect improved financial performance in line with the ongoing growth strategic plan and will also serve as capital to support future investment expansions of the company and its subsidiaries, thereby creating opportunities for additional revenue and profit for the company.

Objective of capital utilization	Estimated amount to be used (million baht)	Period
1. To serve as working capital for the company and its subsidiaries.	200.00	Within 2024-2025
2. To support future investment expansions of the company and its subsidiaries. In the technology business sector, the development and provision of comprehensive software services, including the development of various applications and platforms, aim to expand business opportunities.	389.60	Within 2024-2025
Total	589.60**	

The above plan for utilizing the capital increase is in line with the current business plan regarding **the allocation of funds obtained from this capital increase offering****. However, the number of shares that are subscribed for in the capital increase may be less than the number of shares the company intends to offer. In such cases, the capital utilization plan of the company may differ from the stated plan. Nevertheless, the company will use the funds for the purposes mentioned above, taking into account the benefits to the company and its shareholders as a priority.

2.2 As for the issuance of ordinary shares to support the exercise of rights under the warrants (COMAN-W1) allocated to existing shareholders in proportion (Rights Offering), this will enable the company to raise funds within a short timeframe, thereby enhancing the company's future opportunities. The company plans to use the funds obtained for the purposes mentioned in section (2.1) above during the years 2026-2027 to ensure the company has sufficient working capital for its future operations, in accordance with the exercise period of the warrants (COMAN-W1).

3. The impact on shareholders (Dilution Effect) and the value shareholders receive compared to the impact

3.1 The impact on the voting rights of existing shareholders (Control Dilution)

Case 1: Issuance and offering of additional ordinary shares in proportion to the shareholding (Rights Offering)

The company has a total of 147,400,000 shares issued. If all shareholders exercise their rights to purchase the newly issued ordinary shares offered in proportion to their shareholding (Rights Offering), there will be no impact on the voting rights of the company's shareholders (Control Dilution). However, in the case that existing shareholders do not exercise their rights to purchase the newly issued ordinary shares

being offered, and other shareholders subscribe to these shares, **the shareholding proportion of the existing shareholders will be reduced by 66.67%.**

*Calculated from the number of shares reserved for this Rights Offering, which amounts to 294,800,000 shares, divided by the sum of (1) the total number of shares currently issued by the company as of October 11, 2024, amounting to 147,400,000 shares, and (2) the number of shares reserved for the Rights Offering, amounting to 294,800,000 shares.

Represent

Qo = The total number of ordinary shares issued and sold by the company, amounting to 147,400,000 shares (as of October 11, 2024)

Qr = The number of additional ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering), amounting to 294,800,000 shares

$$\begin{aligned} \text{Control Dilution} &= \frac{Qr}{Qo + Qr} \\ &= \frac{294,800,000}{147,400,000 + 294,800,000} = 66.67\% \end{aligned}$$

Case 2: Issuance and offering of additional ordinary shares in proportion to the shareholding (Rights Offering) and the issuance of additional ordinary shares to accommodate the exercise of rights under the COMAN-W1 warrants.

The company has a total of 147,400,000 shares issued. If all shareholders exercise their rights to purchase the newly issued ordinary shares offered in proportion to their shareholding (Rights Offering) in full and also fully exercise the rights to convert the COMAN-W1 warrants by existing shareholders, there will be no impact on the company's shareholders' voting rights (Control Dilution). However, if existing shareholders do not exercise their rights to purchase the newly issued shares offered this time in the amount of rights they have, and other shareholders subscribe to these additional ordinary shares and/or in the case where shareholders holding COMAN-W1 warrants do not exercise their conversion rights, and other shareholders or persons who are not existing shareholders fully exercise their conversion rights, **the shareholding proportion of the existing shareholders will be reduced by 77.78%.**

*Calculated from the number of shares reserved for this issuance, totaling 515,900,000 shares (294,800,000 shares + 221,100,000 shares), divided by the sum of (1) the total number of shares issued by the company as of October 11, 2024, amounting to 147,400,000 shares, (2) the number of shares reserved for the Rights Offering, amounting to 294,800,000 shares, and (3) the number of shares reserved for the COMAN-W1 warrants issued this time, amounting to 221,100,000 shares.

Represent

Qo = The total number of ordinary shares issued and sold by the company, amounting to 147,400,000 shares (as of October 11, 2024)

Qr = The number of additional ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering), amounting to 294,800,000 shares

Qw = The number of ordinary shares reserved for the warrants to be issued and offered this time, not exceeding 221,100,000 shares

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Qr}+\text{Qw}}{(\text{Qo} + \text{Qr}+\text{Qw})} \\ &= \frac{294,800,000+221,100,000}{147,400,000 + 294,800,000 + 221,100,000} = 77.78 \% \end{aligned}$$

3.2 Price Impact (Price Dilution)

Case 1: Issuance and offering of additional ordinary shares in proportion to the shareholding (Rights Offering)

The company has a total of 147,400,000 shares issued, with the market price before the offering at 2.42 baht per share*, which is the weighted average price over the past 7 consecutive business days before the company's board resolution to increase capital (from October 2 to 10, 2024), based on data from SETSMART at www.setsmart.com. If all shareholders exercise their rights to purchase the newly issued ordinary shares offered in proportion to their shareholding (Rights Offering), **the stock price will decrease by 11.57%.**

Represent

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market price before offering}^* - \text{Market price after offering}^{**}}{\text{Market price}} \\ &= \frac{2.42 - 2.14^{**}}{2.42} = 11.57\% \end{aligned}$$

Note

$$\begin{aligned} \text{Market price after offering}^{**} &= \frac{(\text{Number of paid-up shares} \times \text{Market price}^*) + (\text{No. of shares supported this time} \times \text{Offering price})}{\text{Number of paid-up shares} + \text{Number of shares supported this time}} \\ &= \frac{(147,400,000 \times 2.42) + (294,800,000 \times 2.00)}{147,400,000 + 294,800,000} \\ &= 2.14^{**} \end{aligned}$$

Case 2: Issuance and offering of additional ordinary shares in proportion to the shareholding (Rights Offering) and the issuance of additional ordinary shares to accommodate the exercise of rights under the COMAN-W1 warrants.

The company has a total of 147,400,000 shares issued, with the market price before the offering at 2.42 baht per share*, which is the weighted average price over the past 7 consecutive business days before the board of directors resolved to propose the agenda of the issuance and allocation of additional ordinary shares in proportion to the shareholding (Rights Offering) and the issuance and allocation of the COMAN-W1 warrants to the shareholders' meeting (from October 2 to 10, 2024), based on data from SETSMART at www.setsmart.com. **If all shareholders exercise their rights to purchase the newly issued ordinary shares in proportion to their shareholding (Rights Offering) and fully exercise their rights to convert the COMAN-W1 warrants, there will be no price impact, as the result of the calculation is less than zero.**

Represent

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market price before offering}^* - \text{Market price after offering}^{**}}{\text{Market price before offering}} \\ &= \frac{2.42 - 2.43^{**}}{2.42} = -0.41\% \end{aligned}$$

Note

$$\begin{aligned} \text{Market price after offering}^{**} &= \frac{(\text{No. of paid-up shares} \times \text{market price before offering}^*) + (\text{No. of shares supported this time} \times \text{offering price})}{\text{No. of paid-up shares} + \text{No. of shares supported this time}} \\ &= \frac{(147,400,000 \times 2.42) + (294,800,000 \times 2.00) + (221,100,000 \times 3.00)}{147,400,000 + 294,800,000 + 221,100,000} \\ &= \frac{1,609,608,000}{663,300,000} = 2.43^{**} \end{aligned}$$

Weighted Average Price			
NO.	Date	Trading Volume (shares)	Trading Value (Baht)
1	October 2, 2024	13,200	32,120
2	October 3, 2024	30,801	74,700
3	October 4, 2024	5,505	13,280
4	October 7, 2024	108,800	263,180
5	October 8, 2024	39,000	94,020
6	October 9, 2024	17,900	43,070
7	October 10, 2024	22,100	52,820
Total 7 Days		237,306	573,190
Weighted average price for 7 consecutive trading days (Baht/share)			2.42
90% 7 business day weighted average price (Baht/share)			2.17

3.3 Impact on Earnings per Share (EPS Dilution)

Earnings per share refers to the net earnings per share over the past 4 quarters, from June 30, 2023, to June 30, 2024.

- Since the company has negative performance, it is not possible to calculate the impact on shareholders' earnings.

However, the company's board of directors believes that even though the shareholders may be affected as described above, the allocation of additional ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) will allow the company to raise capital. This will enable the company to use the funds for business operations, enhancing liquidity and improving the company's financial position.

4. Opinions of the Company's Board of Directors Regarding the Capital Increase

4.1 Reasons and Necessity for the Capital Increase

The Board of Directors believes that the offering of newly issued common shares to existing shareholders in proportion to their holdings (Rights Offering) will enable raise funds through the capital increase. This will help improve the company's liquidity for business operations and support normal operations in its core business and related businesses. It will also facilitate future business expansion and investment in various projects, serving as a source of funding for future investment plans.

4.2 Feasibility of the Use of Funds Raised from the Capital Increase

The company expects to proceed with the issuance and offering of common shares to existing shareholders in proportion to their holdings (Rights Offering) and to receive funds from the capital increase within 12 months from the date of the shareholders' meeting that approved the capital increase. The Board believes that the company can utilize the funds raised from this capital increase as working capital for its business operations to enhance liquidity.

4.3 Reasonableness of the Capital Increase and the Use of Funds Raised from the Offering of Common Shares and Sufficiency of Funding Sources

The Board of Directors believes that the capital increase and the proposed use of funds raised from the offering of common shares are reasonable, as the company requires working capital to support its business operations. The amount the company expects to raise from the offering of common shares to existing shareholders in proportion to their holdings, not exceeding 589.60 million baht, is sufficient for business operations. The company expects that following the capital increase, it will have a stronger financial position and adequate liquidity to support its business activities.

The Board considers that the plan to enhance the company's liquidity through a capital increase for existing shareholders in proportion to their holdings (Rights Offering) is appropriate, as it provides liquidity

without incurring future financial costs. Additionally, existing shareholders have the option to maintain their shareholding proportions. If any existing shareholder subscribes to the capital increase, their proportion of voting shares (Control Dilution) will not be affected, which is different from enhancing liquidity through borrowing from financial institutions that would incur future costs or increasing capital for a limited group (Private Placement), which would affect the shareholding proportion of existing shareholders (Control Dilution).

4.4 Expected Impacts on the Company's Business Operations, Financial Position, and Performance

The Board of Directors believes that the capital increase will enhance the company's liquidity and financial position, providing working capital for business operations. This will benefit the company by creating stable revenue and reducing operating costs, as well as serving as working capital and reserves for the company's current operations. Therefore, this capital increase will not negatively impact the company's business operations, financial position, or performance.

5. Certification from the Company's Board of Directors Regarding the Capital Increase

In the event that the directors of the company do not perform their duties with integrity and diligence in protecting the interests of the company concerning the capital increase, if such failure to perform their duties results in damage to the company, shareholders can file a claim for damages against the said directors on behalf of the company according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments). Furthermore, if the failure to perform duties results in the directors or related individuals improperly benefiting, shareholders may exercise their rights to reclaim benefits from those directors on behalf of the company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Yours sincerely

--Wasawat Prasertsin--

(Mr. Wasawat Prasertsin)

Chief Executive Officer

**Summary of basic details of the warrants to purchase ordinary shares of
Comanche International Public Company Limited
No. 1 (COMAN-W1)**

Issuer and Offeror of Securities	Comanche International Public Company Limited (“Company”)
Name of Securities Offered	Warrant to purchase common shares of Comanche International Public Company Limited No. 1 (COMAN-W1) (“COMAN-W1 warrants”)
Type of Warrant	Warrant to purchase common shares of the Company with registered holder and transferable.
Allocation Method	<ul style="list-style-type: none"> Allocated to existing shareholders of Comanche International Public Company Limited (the “Company”) in proportion to their shareholding without charge at a ratio of 2 ordinary shares to 1 unit of warrants. In calculating the right to receive the allocation of warrants for each shareholder, if there is a fraction from the calculation according to the allocation rate, the fraction shall be discarded. <p>In this regard, the Board of Directors or the authorized directors of the Company or the person assigned by the Board of Directors or the authorized directors of the Company shall consider and determine the details of the exercise of the subscription rights and other necessary terms and conditions.</p>
Number of warrants offered for sale	Not more than 221,100,000 units
Offer price per unit	0 baht (zero baht)
Warrant term	Not more than 2 years from the date of issuance of the warrant
Number of shares issued to support the exercise of warrants	Not exceeding 221,100,000 shares (par value of 0.50 baht per share) representing 33.33 percent of the Company’s paid-up capital after the offering of additional common shares allocated to existing shareholders in proportion to their shareholding (Rights Offering), which shall not exceed 50 percent of the total number of shares sold of the Company, in accordance with the criteria announced by the relevant Capital Market Supervisory Board
Exercise ratio	1 unit of warrant has the right to purchase 1 common share of the Company <i>(except in the case of an adjustment of the exercise rate according to the conditions of the rights adjustment)</i>
Exercise Price	3.00 baht per share <i>(except in the case of an adjustment of the exercise price according to the conditions of the rights adjustment)</i>

Issuance date	The Board of Directors or the authorized directors acting on behalf of the Company or a person assigned by the Board of Directors or the authorized directors acting on behalf of the Company shall consider and determine The Company expects to issue the warrants within the 1 st quarter of 2025.
Exercise date	The 1 st and 2 nd year expiration dates of the warrants' term, in case the exercise date falls on a company holiday, the exercise date shall be postponed to the next business day. The last exercise date shall be on the date that the COMAN-W1 warrants reach their 2 nd year term from the date of issuance of the warrants. In case the last exercise date falls on a company holiday, the last exercise date shall be postponed to the next business day. The board of directors or the authorized directors acting on behalf of the company or the assigned persons shall determine the last exercise date and related details.
Notification of Intention to Exercise Rights	Warrant holders who wish to exercise their rights to purchase the Company's common shares must notify their intention to exercise their rights to purchase the Company's common shares between 9:30 a.m. and 3:30 p.m. within 5 business days prior to each exercise date, except for the last exercise date, in which case the period for notifying their intention is between 9:30 a.m. and 3:30 p.m. within 15 days prior to the last exercise date. Once the warrant holder has notified their intention to exercise their rights to purchase the Company's common shares under the COMAN-W1 Warrant, such notification of intention to exercise the rights cannot be revoked.
Inability to cancel notification of intent to exercise rights	Once the holder of COMAN-W1 Warrant has notified his intention to exercise the right to purchase common shares under the Warrant, such notification of intention to exercise such right cannot be cancelled.
Warrant Registrar	The Securities Depository (Thailand) Co., Ltd. or any person appointed to act as the registrar of the COMAN-W1 Warrants on behalf of the Company will list the COMAN-W1 Warrants as listed securities on the Stock Exchange of Thailand.

Secondary Market of Warrants	The Securities Depository (Thailand) Co., Ltd. or any person appointed to act as the registrar of the COMAN-W1 Warrants on behalf of the Company will list the COMAN-W1 Warrants as listed securities on the Stock Exchange of Thailand.
Secondary Market of Common Shares Resulting from the Exercise of Rights	The Company will list the newly issued ordinary shares resulting from the exercise of the COMAN-W1 Warrants as listed securities on the Stock Exchange.
Objectives of Warrant Issuance and Benefits to the Company from Allocating Newly Issued Common Shares on This Occasion	This is to prepare and strengthen the Company to have financial flexibility in implementing various projects in the future and to reserve funds to be used as the Company's working capital and/or to repay financial debts and other debts when the Company's rights to purchase ordinary shares under the COMAN-W1
Benefits to Shareholders from the Capital Increase	This capital increase will make the Company's financial position stronger and increase its working capital for business operations, resulting in the Company's ability to generate more income and profits. The Company's shareholders will benefit from the Company being able to use the funds received for various projects of the Company in the future as appropriate and consistent with the objectives of the issuance and allocation of the COMAN-W1 Warrants this time.

Impact on shareholders :

The newly issued ordinary shares resulting from the exercise of the COMAN-W1 Warrants on this occasion will have the same rights and benefits as the existing ordinary shares issued and fully paid up by the Company in all respects. Any rights to be received from being a shareholder of the ordinary shares from the exercise of the COMAN-W1 Warrants will commence from the date on which the Department of Business Development, Ministry of Commerce, accepts the registration of the change in paid-up capital for the newly issued ordinary shares resulting from the exercise of the COMAN-W1 Warrants and the Company's registrar has registered the shares issued from the exercise of the COMAN-W1.

Conditions for adjusting rights :

The exercise price and exercise ratio may change throughout the term of the COMAN-W1 Warrants in the event of any of the following events occurring. This is to ensure that the benefits of the COMAN-W1 Warrant holders are not inferior to the original

1. When the Company changes the par value of the Company's shares as a result of the merger or separation of the Company's issued shares.

2. When the Company offers to sell newly issued ordinary shares to existing shareholders and/or the general public and/or a limited number of persons at a net price per share of ordinary shares calculated to be lower than 90 percent of the "market price of the Company's ordinary shares".

3. When the Company offers to sell any newly issued securities to existing shareholders and/or the general public and/or a limited number of persons, where such securities have the right to convert/change into ordinary shares or grant the right to subscribe for the Company's ordinary shares (e.g. convertible debentures). or warrants to purchase common shares) where the net price per share of the newly issued common shares to support such rights is lower than 90 percent of the market price of the Company's common shares.

4. When the Company pays dividends in whole or in part in the form of shares to the Company's shareholders.

5. When dividends are paid in cash in excess of 90 percent of the Company's net profits according to the Company's consolidated financial statements for operations in any accounting period.

6. When there is any other case of the same nature as items 1 to 5 that causes any benefits that the warrant holder will receive when exercising the rights under the COMAN-W1 warrants to be less than before.


In this regard, the Board of Directors or the authorized directors to act on behalf of the Company or a person assigned by the Board of Directors or the authorized directors to act on behalf of the Company shall consider and determine the conditions and other details related to the adjustment or change of the exercise rate and exercise price of the COMAN-W1 warrants

Other conditions :

The Board of Directors or the authorized directors of the Company or a person assigned by the Board of Directors or the authorized directors of the Company is authorized to take any action related to the issuance and allocation of COMAN-W1 Warrants, including but not limited to determining or amending the criteria, conditions, terms and other details related to the COMAN-W1 Warrants, including the issuance and allocation of warrants in one or multiple times, allocation rate, payment method, exercise rate, exercise price and calculation of exercise price (including any additional amount), determination of the record date of shareholders entitled to receive the allocation of COMAN-W1 Warrants, the first and last exercise dates, and other related terms and details, and granting such persons the authority to negotiate, agree and sign documents and contracts related to the matter, including taking necessary actions related to the COMAN-W1 Warrants and the issuance and allocation of the COMAN-W1 Warrants, listing the COMAN-W1 Warrants and common shares resulting from the exercise of the rights to purchase common shares under such warrants as listed securities on the Stock Exchange, and applying for permission from relevant agencies. and appoint and assign other suitable persons to act as sub-attorneys to carry out the above actions.

Information of Independent Directors who are Proxy Holders for Shareholders and Define of Independent Director

	Name/Position/Age	Address	Vested interest in the agenda proposed
	Dr. Somchai Wongsabsin - Chairman of the Board of Director - Independent Director - Chairman of the Audit Committee - Chairman of the Risk Management Committee - Chairman of the Good Corporate Governance	99/160 Moo 8, Racha Thewa Bang Phli, Samut Prakan 10540	None
			Company's securities holding (%)
		None	
<u>Age</u> : 53 Years			

	Name/Position/Age	Address	Vested interest in the agenda proposed
	Dr. Soonthorn Pibulcharoensit - Independent Director - Audit Committee - Chairman of the Nomination and Remuneration Committee	35/168 Ekachai Rd.,Bang Nam Chuet, Samut Sakhon 74000	None
			Company's securities holding (%)
		None	
<u>Age</u> : 53 Years			

Note : Details of 2 Independent Directors appeared in the Annual Report 2023 (Form 56-1 One Report)

Define of Independent Director (Notification of Capital Market Supervisory Board 39/2559)

1. Holding no more than 1% of total voting shares* including the shareholding of persons related to the independent directors
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm*. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

**including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company*

If granting proxy to an independent director to exercise the right on your behalf, please submit a proxy form along 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 November 11, 2024, at the following address:

Proxy – Company Secretary

Comanche International Public Company Limited

161 Soi Sukhumvit 55 (Thong Lor), Klongtan Nua, Wattana, Bangkok 10110

Tel 02 120 6252

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

Section 2 Shares and Shareholders

Article 5 All of the company's shares are ordinary shares and are named shares, with each share having the same value. Each share must be fully paid in one installment.

Additionally, the company's shares cannot be divided. If two (2) or more people subscribe for or jointly hold a share or multiple shares, one of them must be designated to exercise the rights as the subscriber or shareholder, as applicable.

Article 6 The company may issue and offer for sale ordinary shares, preferred shares, debentures, convertible debentures, warrants, and other securities to the public or any individuals in accordance with the laws governing securities and the stock exchange. The company may also convert convertible debentures or other convertible securities into ordinary or preferred shares, or convert preferred shares into ordinary shares, subject to the provisions of the laws governing securities, the stock exchange, and public limited companies.

Article 7 The company may offer shares for sale at a price higher than the registered value. The excess over the registered value will be allocated as a premium reserve fund, separate from the company's other reserve funds.

Article 8 A shareholder cannot offset a debt against the payment for shares, except in cases where the company restructures its debt by issuing new shares to pay off creditors under a debt-to-equity conversion plan, which must be approved by a resolution of the shareholders' meeting with a vote of no less than three-fourths (3/4) of the total votes of shareholders present and eligible to vote.

Issuing shares for debt repayment and the debt-to-equity conversion plan must comply with the criteria and procedures set forth in the ministerial regulations concerning such matters.

Article 9 The company will issue share certificates to shareholders within two (2) months from the date the company is registered with the registrar, or from the date full payment for the shares is received in the case of shares sold or newly issued after the company's registration, in accordance with the provisions of the law.

Article 11 The company may appoint either a natural person or a juristic person to act as the share registrar. If the company appoints Thailand Securities Depository Co., Ltd. or another entity approved by the Stock Exchange of Thailand as its share registrar or securities registrar, the company's registration procedures will follow the rules prescribed by the share or securities registrar in accordance with the law.

Directors, share registrars, or securities registrars may sign share certificates or other securities either personally, using a machine, a computer, or any other method permitted by the law governing securities and the stock exchange. Furthermore, the company may delegate the share or securities registrar under the law to sign or print signatures on behalf of the company.

Article 14 Shares of the company can be freely transferred without restrictions, except when the transfer would cause foreign shareholders to hold more than forty-nine percent (49%) of the company's paid-up registered capital.

If a share transfer causes the foreign shareholding ratio to exceed this limit, the company reserves the right to reject the transfer.

Section 3 The Board of Directors

Article 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.

Sector 4 Shareholders' Meeting

Article 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 meetings beside this meeting shall be called as the Extraordinary General Meeting.

Article 37 The Board of Directors shall call the shareholders' meeting as the Extraordinary General Meeting whenever it deems to be appropriate or one shareholder or the shareholders who have the total shares to collect together not less than tenth (10) percent 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 aforementioned letter. In this case, the Board of Directors shall arrange the shareholders' meeting within forty-five (45) days starting from the date of receiving such letter from the shareholders.

If the Board of Directors does not prepare the shareholders' meeting within the period specified in the first paragraph, all shareholders, or any other shareholder group, who gather shares together in accordance with the articles of association, may call for the meeting within forty-five (45) days count from the period specified in the first paragraph. In this case, it is deemed to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from arranging the meeting and providing reasonable facilitation.

In the case where the shareholder meeting appears to have been called by the shareholders under paragraph two, if the number of shareholders present at the meeting was not sufficient to form a quorum as specified in Article 42, the shareholders mentioned in the second paragraph must jointly bear

the responsibility for reimbursing the expenses incurred by the company for holding the meeting at that time.

Article 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 rights 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.

Article 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 place, date, time, and agendas to be proposed to the meeting as enclosed the appropriate details. 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 in the newspaper or through electronic media through a website that is generally accessible or according to the criteria specified by the registrar. It must be advertised for three (3) consecutive days and at least three (3) days before the meeting date.

Sending meeting notices to shareholders may be conducted electronically, following the channels, methods, and period specified by the company, or as per criteria by the registrar. The Board of Director shall determine the meeting place according to the first paragraph.

Article 40 The shareholders may authorize the proxy to the person being underage to attend the meeting and have a right to vote on their behalf. The proxy form shall be shown as the date and signature of the proxy grantor and complied with the registrar required, 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 form shall be submitted to the Chairman of the Board or who the Chairman of the Board assigns at the meeting before the proxy to attend the meeting.

Granting a proxy according to first paragraph may be through electronic media instead by chosen method must be secure and reliable to ensure that the proxy is made by the shareholder in accordance with the criteria set by the registrar.

Article 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.

Article 42 In every shareholders' meeting, shall have shareholders and proxy holder 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 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.

Article 43 In shareholders' meeting, 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.

Article 44 The Chairman of the shareholders' Meeting has duties to control the meeting to comply with the Articles of Association 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 or through electronic media through a website that is generally accessible or according to the criteria specified by the registrar. It must be advertised for three (3) consecutive days and at least three (3) days before the meeting date.

Sending meeting notices to shareholders may be conducted electronically, following the channels, methods, and period specified by the company, or as per criteria by the registrar. The Board of Director shall determine the meeting place according to the first paragraph.

Article 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 on using 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.

Section 7 Capital Increase, Capital Reduction, and Transfer of Securities

Clause 58 The company may increase its capital beyond the registered amount by issuing new shares. Such issuance can only occur when:

- (1) All previously issued shares have been sold and fully paid for, or if any shares remain unsold, the remaining shares must be designated for convertible debentures or warrants.
- (2) The shareholders' meeting passes a resolution with a vote of no less than three-fourths (3/4) of the total votes of shareholders present and eligible to vote.
- (3) The resolution is registered with the registrar for the change in registered capital within the time specified by law.



บริษัท โคมานชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)
เลขที่ 161 ซอยสุขุมวิท 55 (ทองหล่อ) แขวงคลองตันเหนือ
เขตวัฒนา กรุงเทพมหานคร 10110
โทร 02 120 6252
เลขประจำตัวผู้เสียภาษี 0107559000273

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED

161 Soi Sukhumvit 55 (Thong Lor), Klongtan-nua,
Wattana, Bangkok 10110
Tel: 02 120 6252
Tax ID 0107559000273

Enclosure 5

Clause 59 Shares issued under Clause 58 may be offered for sale either in whole or in part. They may be offered to existing shareholders proportionate to their current holdings, or to the public or other individuals, either wholly or partially, depending on the resolution of the shareholders' meeting and in compliance with relevant securities laws and regulations.

Clause 60 The company may issue ordinary shares, preferred shares, debentures, convertible securities, warrants, and other securities as permitted by law. These securities may be offered to shareholders, the public, or other individuals. The company may also convert convertible debentures or other convertible securities into ordinary or preferred shares, or convert preferred shares into ordinary shares, in accordance with legal provisions.

Clause 61 The company may reduce its registered capital by lowering the par value of each share or reducing the number of shares, as long as a resolution is passed by the shareholders' meeting with a vote of no less than three-fourths (3/4) of the total votes of shareholders present and eligible to vote.

However, the company cannot reduce its capital to less than one-fourth (1/4) of the total capital.

Clause 63 The issuance, offering, and transfer of securities to the public or any individuals must comply with the Public Limited Companies Act and the Securities and Exchange Act.

The transfer of securities other than ordinary shares, which are registered on the Stock Exchange of Thailand, must also comply with the Securities and Exchange Act.

The term "securities" refers to the definition provided in the Securities and Exchange Act.

The list of documents that must be presented and submitted to the company for registering for the meeting

1. If you wish to attend the meeting via electronic means in person, please attach copy of your ID card or passport (for foreigners) with your signature (Photocopies are acceptable)
2. If you grant a proxy, please attach the proxy form along with the required supporting documents, attach copy of your ID card or passport (for foreigners) with their signature (Photocopies are acceptable) for both the proxy grantor and proxy holder.

Please follow the Guidelines for attending the 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 Extraordinary General Meeting of Shareholders No. 1/2024 is.

- 1) Agenda 3 must be approved by majority vote of the shareholders who attended the meeting and voted.
- 2) Agenda 1, 2 and 4 must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders who attended the meeting and were entitled to vote.


2. Questioning in the conference room

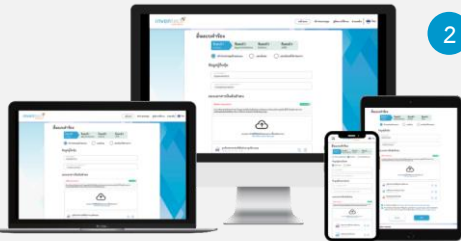
- 2.1 Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate.
- 2.2 Attendee wishing to ask questions or express their opinions on any agenda can ask questions by pressing the button "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 02-460-9231 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://app.inventech.co.th/COMAN684064R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 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
 - 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

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

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 November 8, 2024 at 8:30 a.m. and shall be closed on November 15, 2024 Until the end of the meeting.

3. The electronic conference system will be available on November 15, 2024 at 8:00 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 November 11, at 5.00 p.m.


Proxy - (Office of the Company Secretary)

Comanche International Public Company Limited


161 Soi Sukhumvit 55 (Thong Lor), Klongtan Nua, Wattana, Bangkok 10110

Tel. 02 120 6252

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

 02-460-9231

 @inventechconnect

 The system available during 8 – 15 November 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

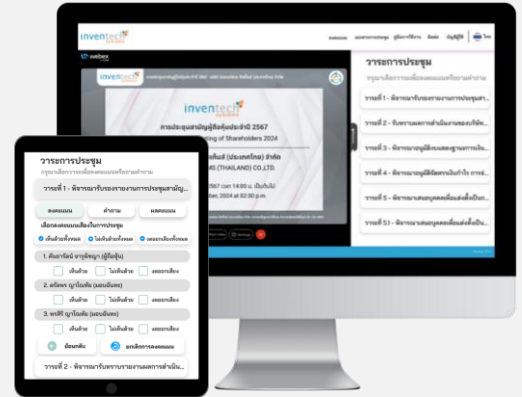


Report a problem

@inventechconnect

Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 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 for that agenda 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 your can open the microphone and camera

How to use InvenTech Connect



User Manual InvenTech Connect



Video of using InvenTech Connect

* 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

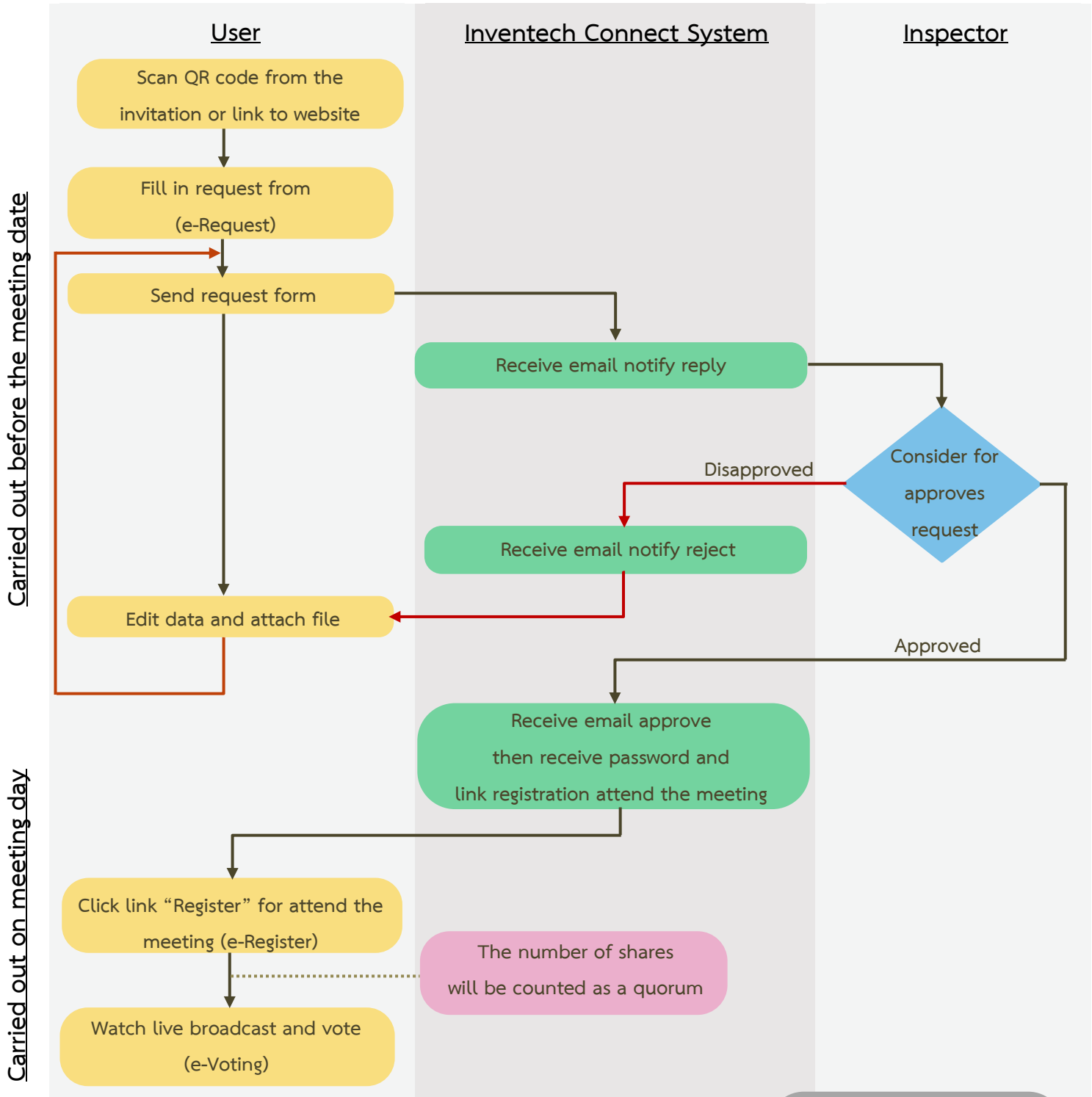
- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video: Must be have internet speed at 0.5 Mbps.

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



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

อากรแสตมป์
20 บาท
Duty Stamp
20 Baht

หนังสือมอบฉันทะ (แบบ ข)

Proxy Form (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 โคนแมนชี 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) ดร. สมชาย วงศ์ทรัพย์สิน อายุ 53 ปี
Dr. Somchai Wongsabsin Age 53 years
อยู่บ้านเลขที่ 99/160 หมู่ 8 ต.ราชาเทวะ อำเภอบางพลี สมุทรปราการ 10540 หรือ
residing at 99/160 Moo 8, Racha Thewa Bang Phli, Samut Prakan 10540 or

(3) ดร. สุนทร พิบูลย์เจริญสิทธิ์ อายุ 53 ปี
Dr. Soonthorn Pibulcharoensit Age 53 years
อยู่บ้านเลขที่ 35/168 ถนนเอกชัย เมืองบางน้ำจืด สมุทรสาคร 74000 หรือ
residing at 35/168 Ekachai Rd., Bang Nam Chuet, Samut Sakhon 74000 or

คนใดคนหนึ่งเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567 ในวันที่
ศุกร์ที่ 15 พฤศจิกายน 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them shall act as my/our proxy to attend and vote on my/our behalf at the 2024 Extraordinary General Meeting of Shareholders to be held on Friday, November 15, 2024, at 10.00 a.m. via E-Meeting or at such other date, 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 the meeting as follows:

วาระที่ 1 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทโดยการตัดหุ้นที่ยังไม่ได้จำหน่ายและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 1 To consider and approve the reduction of the company's registered capital by canceling unsold shares and amending Article 4 of the Memorandum of Association to align with the capital reduction.

(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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 2 To consider and approve the increase of the company's registered capital and amending Article 4 of the Memorandum of Association to align with the capital increase.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

วาระที่ 3 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนจำนวน 515,900,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท ตามรายละเอียดดังนี้

3.1 จัดสรรหุ้นสามัญเพิ่มทุนเป็นจำนวน 294,800,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering) ในอัตราส่วน 1 หุ้นสามัญเดิม ต่อ 2 หุ้นสามัญเพิ่มทุน

3.2 จัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 221,100,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 1 (COMAN-W1) เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering) ในอัตราส่วน 2 หุ้นสามัญเดิม ต่อ 1 หน่วยใบสำคัญแสดงสิทธิ

Agenda 3 To consider and approve the allocation of 515,900,000 newly issued ordinary shares with a par value of 0.50 baht per share, as follows:

3.1 Allocation of 294,800,000 newly issued ordinary shares with a par value of 0.50 baht per share to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 1 existing ordinary share to 2 newly issued ordinary shares at an offering price of 2 baht per share.

3.2 Allocation of up to 221,100,000 newly issued ordinary shares with a par value of 0.50 baht per share to accommodate the exercise of warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), which will be allocated to the existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 2 existing ordinary shares to 1 warrant.

(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 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 1 (COMAN-W1) จำนวนไม่เกิน 221,100,000 หน่วย ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda 4 To consider and approve the issuance and allocation of up to 221,100,000 units of warrants to purchase ordinary shares of the company No. 1 (COMAN-W1), to be allocated to the existing shareholders in proportion to their shareholding (Rights Offering).

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 5 To consider 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 invalidate my/our vote.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/We have not specified my/our voting intention for any agenda or not clearly specified or if the meeting considers or passes resolutions in on any matters other than those specified above, including any amendments or additions, the proxy holder shall have the right to consider and vote on my/our behalf as they deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action undertaken by the proxy holder at the meeting, except in cases that the proxy holder does not vote according to my/our intention.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

The shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting, and all votes of shareholders may not be split among more than one proxy.

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

If there is any agenda considered in the meeting other than specified above, the proxy holder may use the Annex to the Proxy form B attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
The Continued list of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567 ในวันศุกร์ที่ 15 พฤศจิกายน 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน
เวลา และสถานที่อื่นด้วย

The 2024 Extraordinary General Meeting of Shareholders to be held on Friday, November 15, 2024, at 10.00 a.m. via
E-Meeting or at such other date, 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

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()