



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

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

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.



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Proxy - (Company Secretary)

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Yours Sincerely,

--Wasawat Prasertsin--

(Mr. Wasawat Prasertsin)
Chief Executive Officer