



The Invitation to the 2025 Annual General Meeting of Shareholders

Comanche International Public Company Limited

Wednesday, April 30, 2025

10.00 AM.

In the form of an electronic meeting (E-AGM)

The Emergency Decree on Electronic Meetings B.E. 2563 (2020)

Registration will open at 8:00 AM.

NOTE:

1. Shareholders who wish to attend the meeting are required to follow the procedures for attending the shareholders' meeting via electronic media (E-AGM) and the proxy submission process (Attachments 10 and 11)
2. The registration system for submitting requests will be available from April 23, 2025, starting at 08:30 AM, and will close on April 30, 2025, until the meeting is adjourned. (On the meeting day, registration will open at 08:00 AM, 2 hours before the meeting starts.)
3. The Company will conduct the meeting through electronic media only, with no physical venue provided for shareholders.



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

Privacy Notice for the 2025 Annual General Meeting of Shareholders

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") as follows:

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 collect, use, and disclose your personal data for the purposes of calling and convening the 2025 Annual General Meeting of Shareholders 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 Annual General Meeting of Shareholders, 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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April 8, 2025

Subject: The Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of Comanche International Public Company Limited

- Enclosure:**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on November 15, 2024
 2. QR Code for downloading the 2024 Financial Statements and 2024 Annual Report
 3. Information of the Nominated person to be appointed as Directors to replace the Directors who retired by rotation
 4. Information of the Nominee for Appointment as New Director
 5. Director Remuneration Information for the year 2025
 6. Information of the Nominated Auditors for the year 2025
 7. Information of Independent Directors who are Proxy Holders for Shareholders and Define of Independent Director
 8. The Articles of Association of the Company regarding the Shareholders' Meeting
 9. 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
 10. Guidelines for attending of Electronic Meeting and wishing attend the 2025 Annual General Meeting by Electronic Media via Web Browser Link or Scan QR Code
 11. Proxy Form B

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

Regarding the Board of Directors Meeting of Comanche International Public Company Limited (“the Company”) No. 1/2025, held on February 21, 2025, it was resolved to hold the 2025 Annual General Meeting of Shareholders on Wednesday, April 30, 2025 at 10.00 a.m. via electronic means (E-AGM), 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 certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

Facts and Reasons:

The Company held the Extraordinary General Meeting of Shareholders No. 1/2024, on November 15, 2024. The minutes of meeting were prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders and published on the Company's website and the Company did not receive any proposals to amend the minutes.

(A copy of the meeting minutes is enclosed as Enclosure No. 1)

Opinion of the Board of Directors:

The Board of Directors considered the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on November 15, 2024, were recorded correctly and completely. Therefore, deemed it appropriate to propose the shareholders' meeting to certify the minutes accordingly.

Voting:

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

Agenda 2 To acknowledge the Company's operating results for the year 2024

Facts and Reasons:

According to Article 46 of the Company's Articles of Association, determines that at the Annual General Meeting of Shareholders should acknowledge the report of the board of directors regarding the company's operating results in the past year. The Company summarized the report of the Company's operating results and necessary changes in 2024.

(The 2024 Annual Report via QR Code is enclosed as Enclosure No. 2 or Company's website)

Opinion of the Board of Directors:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to acknowledge the operating results of the Company in 2024.

Voting:

This agenda is for acknowledgment, no voting.

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2024

Facts and Reasons:

According to Section 112 of the Public Limited Company Act B.E. 2535 (1992) and Article 50 of the Company's Articles of Association, the Board of Directors must have a statement of financial position and a profit and loss statement for the year ended to propose to the Annual General Meeting of Shareholders for approval. The financial statements for the year ended December 31, 2024, have been audited and certified by Mr. Jadesada Hungsapruerk the auditor from Karin Audit Company Limited.

Summary of the Consolidated Operating Performance and Financial Position as follows:

Unit : Million Baht

Operating Performance	Year 2024	Year 2023
Total Revenue	237.66	308.45
Total expenses	290.31	305.73
Net Profit/(Loss)	(52.65)	2.72

Financial Position	Year 2024	Year 2023
Total Assets	346.14	415.91
Total Liabilities	17.51	66.82
Total Shareholder's Equities	328.63	349.09

(The 2024 Financial Statements via QR Code is enclosed as Enclosure No. 2 or Company's website)

Opinion of the Audit Committee:

The Audit Committee considered and reviewed the financial statements and has an opinion that the Company prepares accounting reports and financial statements of the company in accordance with the accounting standards prescribed by law, including the disclosure of information in financial statements sufficient and timely for the benefit of shareholders.

Opinion of the Board of Directors:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the financial statements for the year ended December 31, 2024, have been considered by the Audit Committee and have been audited and certified by the auditor.

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

Facts and Reasons:

According to Section 115 of the Public Limited Company Act B.E. 2535 (1992) and Article 56 of the Company's Articles of Association, requires the Company to pay dividends from net profits only, and Article 57 of the Company's Articles of Association specifies that the Company must allocate part of the annual net profit as a reserve, constituting not less than 5 percent of the annual net profit until the reserve amount is not less than 10 percent of the registered capital.

The company has a policy to pay dividends of not less than 40 percent of net profit after corporate income tax of the separate financial statements and after legal reserves. However, the Company may set a dividend payment less than the aforementioned amount, depending on the annual operating results, cash flow, and future investment plans of the Company and its subsidiaries.

Considering the Company's operating results as shown in the separate financial statements of the Company for the year ended December 31, 2024, the Company incurred a net loss of 36,639,602 Baht for the fiscal year and an accumulated loss of 103,600,197 Baht. Therefore, the purpose is to omit dividend payment and omit the allocation of profit as legal reserve.

Opinion of the Board of Directors:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the omit dividend payment and omit the allocation of profit as legal reserve according to the proposed details.

Voting:

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

Agenda 5 To consider and approve the election of directors to replace the directors who retire by rotation.

Facts and Reasons:

According to Section 71 of the Public Limited Company Act B.E. 2535 (1992) and Article 22 of the Company's Articles of Association specifies every Annual General Meeting of Shareholders, one-third (1/3) of the directors of the company shall retire by rotation. If their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire, the directors who have been in office the longest shall retire. A retiring director is eligible for re-election. In 2025, there are 2 directors who are due to retire by rotation as follows:

- 1) Mr. Wasawat Prasertsin Director / Chief Executive Officer
- 2) Mr. Ekachai Panitaumnaysuk Independent Director / Audit Committee

(Information of the Directors who retired by rotation of 2 directors is enclosed as Enclosure No. 3)

In this regard, during the director nomination process, the Company provided an opportunity for shareholders to nominate individuals for consideration as directors from November 21, 2024, to January 21, 2025, through the Stock Exchange of Thailand's news system and the Company's website. However, no shareholders submitted any nominations for consideration as Company directors.

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (excluding the nominated directors) jointly considered the qualifications, knowledge, expertise, and experience in various fields, as well as the individual performance of each director. It was determined that the nominated individuals fully meet the required qualifications and do not possess any prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 2535 (1992), as well as the regulations set forth by the Securities and Exchange Commission, the Stock Exchange of Thailand, and other relevant criteria. The committee found that the two directors whose terms are expiring are distinguished professionals with valuable knowledge, expertise, and experience that benefit the Company's business operations. They possess the necessary qualifications for company directorship and meet the definition of independent directors, ensuring their ability to provide independent opinions.

Opinion of the Board:

The Board of Directors (excluding the nominated directors) has carefully and prudently reviewed the matter and deems it appropriate to propose to the shareholders' meeting to consider and approve the re-election of the directors who are retiring by rotation for another term, in accordance with the opinion of the Nomination and Remuneration Committee.

Voting:

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

Agenda 6 To consider and approve an increase in the number of company directors by appointing 1 new director and changing the authorized signatory directors of the company.

Facts and Reasons:

As the Company plans to expand its business operations and invest in various ventures, it aims to enhance its corporate governance efficiency and ensure sustainable growth. Additionally, the Company seeks to diversify the composition and structure of the Board of Directors by incorporating a broader range of professional skills and specialized expertise.

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee has carefully considered and evaluated the proposal to increase the number of directors from 6 to 7 by appointing a new director. The Committee has determined that Miss Veronika Muttenthaler is a suitable candidate for the Company's business operations, possessing the necessary knowledge, expertise, professional specialization, experience, vision, and credibility. Furthermore, meets the qualifications and does not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), and other relevant regulations. And the nomination and remuneration committee deems it appropriate to propose amending the authorized signatories of the Company as follows:

Mr. Wasawat Prasertsin or Miss Laddawan Janoudon shall sign jointly with Mr. Ekanat Siva or Miss Veronika Muttenthaler, totaling two signatories, along with the Company's seal.

(Information of the Nominee for Appointment as a New Director is enclosed as Enclosure No. 4)

Opinion of the Board:

The Board of Directors has considered the rationale for increasing the number of directors, as well as the required qualifications, disqualifications, the Company's Articles of Association, and relevant laws and regulations. The Board deems it appropriate to propose to the shareholders' meeting to consider and approve the increase in the number of directors by 1, with the appointment of Miss Veronika Muttenthaler as a new director and the amendment of authorized signatories of the Company, in accordance with the opinion of the Nomination and Remuneration Committee.

Voting:

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

Agenda 7 To consider and approve the determination remuneration of directors for the year 2025

Facts and Reasons:

According to Section 90 of the Public Limited Company Act B.E. 2535 (1992), and Article 35 of the Company's Articles of Association specifies the Company shall not pay money or provide any other assets to directors except as remuneration. Directors are entitled to receive compensation, meeting allowances, per diem, and various benefits from the Company in the form of gratuities, bonuses, or other similar types of remuneration, in accordance with the Company's regulations or as determined by the shareholders' meeting.

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee considered the remuneration criteria and procedure for proposing compensation carefully, suitable and comparing in reference to businesses or industries in the same sector or similar to the Company, the performance in the past year, results of the annual performance evaluation of the committee and responsibility of directors as well as the overall economic conditions. The Remuneration Committee considered and deemed it to propose directors' remuneration for the year 2025 (same rate as 2024) paid as a meeting allowance based on position, without any other benefits. *(Director Remuneration Information for the Year 2025 is enclosed as Enclosure No. 5)*

Opinion of the Board:

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the remuneration of directors for the year 2025 maintaining the same rate as 2024, in accordance with the opinion of the Nomination and Remuneration Committee.

Voting:

This agenda must be approved by not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

Agenda 8 To consider and approve the appointment of auditors and the determination of the audits fee for the year 2025

Facts and Reasons:

According to Section 120 of the Public Limited Company Act B.E. 2535 (1992) and Article 53 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee. In appointing the auditor, the former auditor may be re-appointed.

In 2025, a change in the audit firm was proposed due to its operating methods not aligning with the Company's direction.

Opinion of the Audit Committee:

The Audit Committee considered A&A Office Company Limited as the auditors of the Company for the year 2025 is an audit firm known for its independence, high expertise, and good understanding of the Company's business to ensure that the Company's audit will be proceeded in a timely, agile, and efficiency, including an appropriate audit fee rate. The Audit Committee deemed it to propose to the Board of Director to consider and approve the appointment of auditors of the Company and its subsidiaries for the year 2025, using the same auditing firm. By assigning one of the auditors as below to audit and provide opinions on the financial statements of the Company and its subsidiaries for the year 2025 as namely:

- | | | |
|--------------------------------|-------------------|----|
| 1) Miss Yuphin Chumjai | CPA Reg No. 8622 | or |
| 2) Mr. Apichat Boongird | CPA Reg No. 4963 | or |
| 3) Mr. Preecha Suan | CPA Reg No. 6718 | or |
| 4) Mr. Somchat Kalasuk | CPA Reg No. 9669 | or |
| 5) Miss Pitinun Pattaraklitdej | CPA Reg No. 10467 | |

(Information of the Nominated Auditors for the year 2025 is enclosed as Enclosure No. 6)

or another certified public auditor from A&A Office Company Limited to be the auditor of the Company and its subsidiaries who are fully qualified as specified by the Securities and Exchange Commission and has knowledge and experience suitable to be an auditor for the year 2025. They are authorized to audit, review, prepare and provide opinions on the financial reports of the Company and subsidiaries. The nominated auditor above does not have any relationship or interest in the company, subsidiaries, associate company, executives, major shareholders, or related parties that could affect their independent performance of duties.

Regarding the auditor's remuneration, the Audit Committee has considered the duties involved in reviewing and auditing the financial statements of the Company and subsidiaries, deems it appropriate to propose a total auditor's fee of 2,280,000 Baht, without any additional service fees.

Opinion of the Board:

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from A&A Office Company Limited and the determination of the audit fee for the year 2025 of 2,280,000 Baht without any additional service fees, in accordance with the opinion of the audit committee.

Voting:

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

Agenda 9 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 attend the 2025 Annual General Meeting of Shareholders, including all attachments 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 hereby invites shareholders to attend the meeting on the specified date and time, in the form of an electronic meeting (E-AGM) only, and registration will commence at 08:00 a.m. The Company has established measures and procedures for attending the meeting, as detailed in enclosure 9. Shareholders who wish to attend the meeting may do so in person or appoint a proxy to attend on their behalf or shareholders may choose to appoint the Company's independent directors as proxies to attend and vote on their behalf. Please submit the required documentation, as outlined in the enclosure, along with the proxy form to the Company at the address below by April 25, 2025, for us to proceed with your request.

Please note that the process and procedures may cause some delays and inconvenience in attending the meeting, and we apologize for any inconvenience this may cause.

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

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

Comanche International Public Company Limited

Held on Friday, November 15, 2024, at 10.00 a.m.

Via electronic means (E-EGM)

The Meeting commenced at 10.00 a.m.

Before proceeding with the agenda, Miss Siriwaranya Boonketthanapipat, the moderator, welcomed all shareholders to the Extraordinary General Meeting of Shareholders No. 1/2024 of Comanche International Public Company Limited (“the Company”) and informed the shareholders that there were 2 shareholders presents in person, representing a total of 109,502 shares, and 24 proxy holders, representing a total of 74,020,415 shares. The combined total of shares, both in person and by proxy, amounted to 74,129,917 shares or 50.2916 percent of the total paid-up shares, totaling 147,400,000 shares. As there were more than 25 shareholders present and the total of shares represented was more than one-third of the total of shares sold, thereby constituting a quorum according to the Company’s Articles of Association.

The moderator inform that the Company has recorded the meeting in the form of audiovisual media for the purpose of capturing, utilizing, and disclosing personal data, including images, sound, and motion pictures of all meeting participants, to be used for meeting recording and report preparation, and meeting management. The company utilizes a meeting management and vote counting system operated by Inventech Systems (Thailand) Company Limited, which has been self-assessed by the Electronic Transactions Development Agency (ETDA) to ensure compliance with the standards for electronic meetings of shareholders according by the Electronic Transactions Act B.E. 2563 (2020) and the Ministry of Digital Economy and Society: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020).

Before commencing the consideration of various agendas, the moderator provided explanations on the voting, vote counting methods, and meeting criteria as follows:

1. The meeting will consider the agenda in the order specified in the meeting invitation, with information presented for each agenda and an opportunity for shareholders to ask questions before voting. The meeting will announce the voting results for each agenda once the vote counting for that agenda is completed, in sequence.
2. In voting, one share for one vote. the shareholders can choose the agenda they wish to vote on. The system will display a button for voting are 1) agree 2) disagree 3) abstain.

For shareholders or proxy holders accepting proxies from many shareholders, the system will display all the names of those who have been delegated proxies. Voting will be conducted separately for each individual, and proxy holders who have voted in advance, the company will aggregate those votes with all other votes.

If shareholders want to cancel the last vote, can press the button. “Cancel the last vote”, which the shareholders can amend their votes until that agenda is closed for voting. Any shareholder who did not

cast their vote within the specified timeframe, the company will assume that you agree with that agenda, and voting can be changed until the notice of voting closes. Shareholders have time to vote for one minute.

3. In the case that a shareholder wishes to leave the meeting before the voting is concluded on any agenda, their vote will not be counted towards the quorum for that agenda, and their vote will not be tallied for the remaining agenda immediately. However, leaving the meeting during any agenda does not revoke the rights of the shareholder or proxy holder to rejoin the meeting and vote on subsequent agenda through the system.

4. Questions or comments will be entertained before voting on each agenda. The company will provide an opportunity for meeting participants to ask questions or express opinions relevant to that agenda as appropriate by choose agenda and press the button "Question", then type and press "Send Question" button. The company will read and respond to questions related to that specific agenda. However, if there are a lot of questions that have been sent into the system, the Company will consider and select questions as appropriate.

5. Voting in this Extraordinary General Meeting of Shareholders 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.

The moderator introduces the directors, executives and legal consultant as follows:

The Directors were present in the livestreaming room

1. Dr. Somchai Wongsabsin Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Chairman of the Corporate Governance Committee

The Directors present through VDO Conference

2. Mr. Wasawat Prasertsin Director / Nomination and Remuneration Committee / Corporate Governance Committee / Chief Executive Officer
3. Dr. Soonthorn Pibulcharoensit Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee
4. Mr. Ekachai Panitaumnaysuk Independent Director / Audit Committee / Nomination and Remuneration Committee / Risk Management Committee
5. Mr. Krissada Chalermsook Director
6. Mr. Ekanat Siva Director

There were 6 directors attending the meeting, out of a total of 6, representing 100% attendance.

Executive and Company Secretary attendees

1. Miss Laddawan Janoudon Accounting and financial manager and the person taking the highest responsibility in finance and accounting
2. Miss Bongkoch Pantee Company Secretary / Meeting Recorder

Legal Consultant of the Company attended the Meeting

1. Mr. Kongkoch Yongsavasdikull TTT & Partners Company Limited
2. Miss Supatra Kerinsaguna TTT & Partners Company Limited

The independent observer is free to verify the vote count in the meeting.

Meeting Commenced

Dr. Somchai Wongsabsin, Chairman of the Board of Directors (“the Chairman”), chaired the meeting and opened with welcoming to the shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2024 and assigned Miss Siriwaranya Boonkeththanapipat as the meeting moderator to report the details of each agenda to the meeting.

The moderator proceeded the meeting according to each agenda as follows:

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.

The moderator informed the meeting that according to Section 140 of the Public Limited Companies Act B.E. 2535 (1992) and Article 61 of the Company’s Articles of Association, a shareholders’ meeting may resolve to reduce the company’s capital by canceling registered shares that have not been sold or issued. Once the resolution is passed, the company must register the capital reduction within 14 days from the date of the resolution.

Since the company has 67,000,000 unsold ordinary shares that were previously issued to accommodate the capital increase under the General Mandate approved by the 2024 Annual General Meeting of Shareholders, these shares remain unallocated.

The Board of Directors deemed it appropriate to propose to the shareholders’ meeting the 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 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:

Article 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)
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.

The moderator informed the meeting that whether shareholders have questions or not, and there was no question. The chairman asked the meeting to vote and the resolution of the meeting as follows:

Resolution The Meeting resolved to 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, 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 as follows:

Resolution	Number of votes	Percentage
Approved	74,129,917	100.0000
Disapproved	-	-
Abstained	-	-
The total votes	74,129,917	100.0000

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.

The moderator informed the meeting that according to Article 45 of the Company's Articles of Association specifies (d) amendments to the Memorandum of Association or the Articles of Association of the Company, and (e) increase or decrease of the company's capital, the shareholders' meeting 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.

This capital increase is aimed at preparing and enhancing financial flexibility to reserve working capital for the company, both in the short and long term, to create opportunities for additional revenue and profit generation. Regarding the issuance of newly issued ordinary shares to accommodate the exercise of rights under warrants (COMAN-W1), the company will have sufficient working capital for its operations in the future, within a 1-2 year timeframe, in line with the warrant exercise schedule (COMAN-W1).

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

Article 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)
Divided into		
Ordinary shares	: 663,300,000 Share	(Six hundred and sixty-three million three 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.

The moderator informed the meeting that whether shareholders have questions or not, **The moderator informed the meeting that there were questions from shareholder/proxy holder as follows:** Mr. Virat Klongprakit, a shareholder, inquired: Since the price of the capital increase at two baht per share, if the capital increase is unsuccessful, what course of action will the company take?

Miss Laddawan Chanudorn, the Accounting and Finance Manager, responded as follows:

If this capital increase does not achieve its target, the management may consider alternative methods of fundraising. However, the company still has its core business in the oil service station sector, which continues to generate satisfactory revenue and performance, even though the profit margin is not particularly high. This capital increase is merely a strategy to secure funding for future investments in the technology sector, specifically in the development and provision of comprehensive software services, including the creation of software applications and various platforms. It serves as an opportunity to diversify and establish an additional revenue stream for the company.

and there was no question. The chairman asked the meeting to vote and the resolution of the meeting as follows:

Resolution The Meeting resolved to approve the increase of the company's registered capital and amending Article 4 of the Memorandum of Association to align with the capital increase, 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 as follows:

Resolution	Number of votes	Percentage
Approved	74,129,917	100.0000
Disapproved	-	-
Abstained	-	-
The total votes	74,129,917	100.0000

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.

The moderator informed the meeting that continuing from agenda 2 the capital increase of the company, in accordance with the law, the shareholder's meeting must consider and approve the allocation of newly issued ordinary shares.

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting the approval of 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 2.00 baht per share, with any fractional shares being discarded.

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, 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 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 Board of Directors also proposes that the shareholders' meeting authorize the authorized directors, the Board of Directors, the Executive Committee, the CEO, or persons authorized by the Board of Directors, the authorized directors, or the CEO, to have the power to determine the terms, conditions, and other details necessary and relevant to the issuance and allocation of the newly issued ordinary shares, as appropriate under applicable laws. This includes, but is not limited to, setting the record date for determining shareholders entitled to subscribe for the newly issued shares, the offering period, and payment methods.

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.

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.

The moderator informed the meeting that whether shareholders have questions or not,

The moderator informed the meeting that there were questions from shareholder/proxy holder as follows:

Mrs. Suratsawadee Gumthira, a proxy from the Thai Investors Association, inquired: Given the company's past financial losses, how does the management plan to utilize the funds from the capital increase to create opportunities, generate revenue, profits, and deliver returns to the shareholders?

Dr. Somchai Wongsabsin, the Chairman of the Board, responded as follows:

After discussions with the management team, the company has determined that for any business units unable to achieve the targeted profitability, appropriate measures will be taken to address the issues, or the divestment of such units may be considered. The objective of this capital increase is to support future investments, with a focus on the technology sector, particularly in the development and provision of comprehensive software services, as well as the creation of applications and platforms, which are key strengths of the company. This capital increase will enhance the company's business opportunities and strengthen its future prospects.

and there was no question. The chairman asked the meeting to vote and the resolution of the meeting as follows:

Resolution The Meeting resolved to approve the allocation of 515,900,000 newly issued ordinary shares with a par value of 0.50 baht per share, by majority vote of the shareholders who attended the meeting and voted as follows:

Resolution	Number of votes	Percentage
Approved	74,129,917	100.0000
Disapproved	-	-
Abstained	-	-
The total votes	74,129,917	100.0000

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).

The moderator informed the meeting that to prepare and strengthen the financial position of the company and to use as working capital within the company when the rights to purchase the company's ordinary shares under the warrants are exercised.

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 at no cost. Each COMAN-W1 warrant unit will entitle the holder to purchase 1 ordinary share at an exercise price of 3 baht per share and related authorization.

The moderator informed the meeting that whether shareholders have questions or not, and there was no question. The chairman asked the meeting to vote and the resolution of the meeting as follows:

Resolution The Meeting resolved to 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), 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 as follows:

Resolution	Number of votes	Percentage
Approved	74,129,917	100.0000
Disapproved	-	-
Abstained	-	-
The total votes	74,129,917	100.0000

Agenda 5 To consider other matters (if any)

The Chairman informed the meeting was complete all agendas as specified in the meeting invitation letter. The Chairman informed that whether shareholders have questions or not.

The moderator informed the meeting that there were questions from shareholder/proxy holder as follows:

Mrs. Suratsawadee Gumthira, a proxy from the Thai Investors Association, inquired: Could the company arrange shareholder meetings in both onsite and online formats?

Dr. Somchai Wongsabsin, the Chairman of the Board, responded as follows:

The company will take the suggestion of holding hybrid meetings into consideration. For the next shareholder meeting, the company has already secured an agreement with a service provider to manage the meeting in an online format. For future meetings, the company will reassess the appropriateness of the meeting format before proceeding.

The moderator informed the meeting that there were questions from shareholder/proxy holder as follows:
Mr. Virat Klongprakit, a shareholder, inquired: Will the company be able to maintain its status as a listed company, and what are its plans for the future?

Dr. Somchai Wongsabsin, the Chairman of the Board, responded as follows:

The company will maintain its status as a listed company as it continues to operate its core business in the oil service station sector. The objective of this capital increase is to invest in the technology sector. Regarding the offering price for the capital increase, which has been set at 2.00 baht per share, the price was determined based on the stock value at the time the Board of Directors approved the resolution, when the share price was approximately 2 baht. However, current stock prices have fluctuated, which may result in adjustments to the business plan as appropriate. The company is committed to investing in applications and software. Nevertheless, the company must first complete the capital increase process to determine the amount of funds raised and assess whether it aligns with the planned objectives. Based on this outcome, the company may consider adjusting its strategies, including investing in selected projects, seeking strategic partnerships, or exploring alternative sources of funding as deemed appropriate.

The chairman informed the meeting that in the absence of any further questions or suggestions from shareholders, the Chairman thanked, on behalf of the company, Comanche International Public Company Limited and expressed gratitude to all shareholders for their time and participation in today's meeting. The company will carefully consider all beneficial suggestions from shareholders and has now concluded the meeting.

The meeting was adjourned at 10.40 a.m.

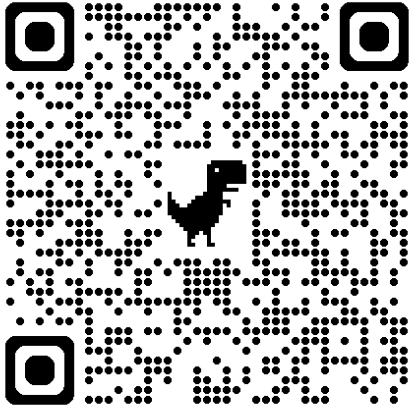
--Somchai Wongsabsin--

(Dr. Somchai Wongsabsin)
Chairman of the Board of Director/
Chairman of the Meeting

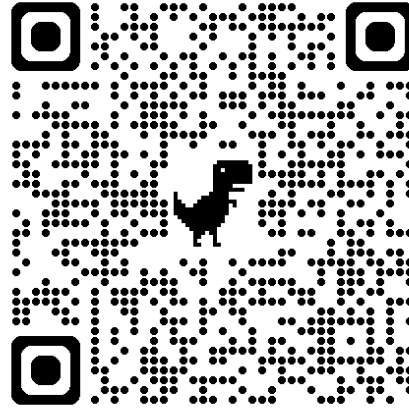
--Bongkoch Pantee--

(Miss Bongkoch Pantee)
Company Secretary/Meeting Recorder

QR Code for Download in Digital Book



2024 One Report (56-1 One Report)



2024 Financial statements

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



For iOS system
(iOS 11 and above)

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


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




For Android system

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

Information of the Nominated person to be appointed as Directors to replace the Directors who retired by rotation

Name-Surname	Mr. Wasawat Prasertsin	
Type of Director to be Appointed	<ul style="list-style-type: none"> - Nomination and Remuneration Committee - Corporate Governance Committee - Chief Executive Officer 	
Education	- Bachelor of laws, Assumption University	
Age	40 Years	
Training from IOD	- Director Accreditation Program (DAP) Class of 210/2023	
Experience	<p>➤ Listed Companies</p> <p>2022– Present</p> <ul style="list-style-type: none"> ● Comanche International Public Company Limited <ul style="list-style-type: none"> - Chief Executive Officer 	
	➤ Other Listed Companies	None
	➤ Non-Listed Company	None
Board member / Management in Other Entities that may have conflict of interest	None	
COMAN shareholding (As of 26/03/2025)	1.01 %	
Meeting attendance in 2024	<ul style="list-style-type: none"> - Board of Director attend 7/7 - Nomination and Remuneration Committee attend 3/3 - Good Corporate Governance and Sustainability Committee attend 1/1 	
Date appointed as a director	April 22, 2022	
Years served as director of Company	3 Year	
A history of violation of securities laws and futures contracts	None	

Information of the Nominated person to be appointed as Directors to replace the Directors who retired by rotation

Name-Surname	Mr. Ekachai Panitaumnusuk	
Type of Director to be Appointed	<ul style="list-style-type: none"> - Independent Director - Audit Committee - Risk Management Committee - Nomination and Remuneration Committee 	
Education	<ul style="list-style-type: none"> - One year program MSc engineering business Management, Coventry University, England - Bachelor of Engineering, Thammasat University 	
Age	34 Years	
Training from IOD	- Director Accreditation Program (DAP) Class of 201/2023	
Experience	<ul style="list-style-type: none"> ➤ Listed Companies None ➤ Other Listed Companies None ➤ Non-Listed Company <p>2019 – 2020</p> <ul style="list-style-type: none"> ● Export-Import Bank of Thailand <ul style="list-style-type: none"> - Relationship Office 	
Board member / Management in Other Entities that may have conflict of interest	None	
COMAN shareholding (As of 26/03/2025)	None	
Meeting attendance in 2024	<ul style="list-style-type: none"> - Board of Director attend 7/7 - Risk Management Committee attend 1/1 - Nomination and Remuneration Committee attend 3/3 	
Date appointed as a director	November 11, 2022	
Years served as director of Company	2 Year 4 Month	
A history of violation of securities laws and futures contracts	None	



บริษัท โคนันชี 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 3

Criteria and Selection Process

The Nomination and Remuneration Committee is responsible for screening and evaluating individuals for appointment as directors, whether they are shareholder representatives or independent directors. The selection process is based on appropriate criteria, considering nominees proposed by shareholders in accordance with the company's shareholder nomination rights, as well as candidates from the Director Pool of the Thai Institute of Directors (IOD). The committee then presents its recommendations to the Board of Directors for further consideration. The appointment of directors replacing those whose terms have expired must be approved individually by shareholders through a voting process in accordance with the company's regulations.

Information of the Nominee for Appointment as a New Director

Name-Surname	Miss Veronika Muttenthaler
Type of Director to be Appointed	- Director
Education	- Barrister-at-Law, Institute of Legal Education - Master of Laws, Assumption University - Bachelor of Laws, Assumption University
Age	35 Years
Training from IOD	- None
Experience	➤ Listed Companies None
	➤ Other Listed Companies None
	➤ Non-Listed Company
	2022– Present <ul style="list-style-type: none"> ● Alpha Legal (Thailand) Co., Ltd. <ul style="list-style-type: none"> - Co-Founder & Managing Partner
	2015– 2022 <ul style="list-style-type: none"> ● Siam Legal International Co., Ltd. <ul style="list-style-type: none"> - Senior Lawyer
Board member / Management in Other Entities that may have conflict of interest	None
COMAN shareholding (As of 26/03/2025)	None
Family relationships between directors and executives	None
Prohibited qualifications for being a director/offense	None

Criteria and Selection Process

The Nomination and Remuneration Committee is responsible for screening and evaluating individuals for appointment as directors, whether they are shareholder representatives or independent directors. The selection process is based on appropriate criteria, considering nominees proposed by shareholders in accordance with the company's shareholder nomination rights, as well as candidates from the Director Pool of the Thai Institute of Directors (IOD). The committee then presents its recommendations to the Board of Directors for further consideration.

Director Remuneration Information for the year 2025

Criteria and Procedures for Proposing Director Remuneration

The Board of Directors has assigned the Nomination and Remuneration Committee to conduct a preliminary review of director remuneration. The remuneration is determined in a clear and transparent manner, with the following key criteria:

1. The remuneration must be suitable and correspond to the scope of duties and responsibilities of each director.
2. The remuneration should be set at a level that attracts, retains, and motivates qualified directors with the necessary expertise and capabilities to serve the company effectively.
3. The structure of remuneration must be clearly defined, transparent, and easy to understand.
4. The remuneration should be comparable to that of directors in similar or related industries.

The director's remuneration must be competitive enough to attract and retain qualified individuals. The proposed remuneration is subject to approval by the Board of Directors and will subsequently be presented for final approval at the Annual General Meeting of Shareholders.

Comparison Table of Board of Directors' Remuneration for the Years 2023 – 2025

(per time attending the meeting)

Position	2025 (Propose)	2024	2023
Board of Directors			
Chairman of the Board	30,000	30,000	30,000
Board Director	15,000	15,000	15,000
Audit Committee			
Chairman of the Audit Committee	20,000	20,000	20,000
Audit Committee Member	15,000	15,000	15,000
Nomination and Remuneration Committee			
Chairman of the Nomination and Remuneration Committee	15,000	15,000	15,000
Nomination and Remuneration Committee Member	15,000	15,000	15,000
Risk Management Committee			
Chairman of the Risk Management Committee	15,000	15,000	15,000
Risk Management Committee Member	15,000	15,000	15,000
Corporate Governance and Sustainability Committee			
Chairman of the Corporate Governance and Sustainability Committee	15,000	15,000	15,000
Corporate Governance and Sustainability Committee Member	15,000	15,000	15,000
Executive Committee			
Chairman of the Executive Committee	-	-	-
Executive Committee Member	-	-	-
Other Director Remuneration	No additional benefits		

**Information of the Nominated Auditors for the year 2025
(A&A OFFICE Company Limited)**

1. Miss Yuphin Chumjai	
C.P.A Reg. No.	8622
No. of years of auditing	-
Education	- Master of Business Administration, Faculty of Commerce and Accountancy, Thammasat University - Bachelor of Business Administration in Cost Accounting, Rajamangala University of Technology, Phra Nakhon Commercial Campus
Audit Experience	21 years
Experience	2020 – Present A&A Office Co.,Ltd. - Partner
	2015 – 2020 S P Audit Co.,Ltd. - Partner
	2011 – 2015 AMC Office Co.,Ltd. - Partner
2. Mr. Apichat Boongird	
C.P.A Reg. No.	4963
No. of years of auditing	-
Education	- Master of Accountancy, Chulalongkorn University - Bachelor of Laws, Chulalongkorn University - Advanced Certificate in Auditing, Chulalongkorn University - Bachelor of Business Administration (Accounting), Ramkhamhaeng University
Audit Experience	33 years
Experience	2023 – Present A&A Office Co.,Ltd. - Partner
	2018 – 2023 S P Audit Co.,Ltd. - Partner
	1992 – 2016 Bunchikij Co.,Ltd. - Partner
3. Dr. Preecha Suan	
C.P.A Reg. No.	6718
No. of years of auditing	-
Education	- Doctor of Business Administration, Ramkhamhaeng University - Master of Business Administration, Ramkhamhaeng University - Bachelor of Business Administration, Ramkhamhaeng University
Audit Experience	28 years
Experience	2022 – Present A&A Office Co.,Ltd. - Partner
	1995 – 2021 Dr. Virach & Associates Office co.,Ltd. - Partner

4. Mr. Somchat Kalasuk

C.P.A Reg. No.	9669
No. of years of auditing	-
Education	- Master of Accountancy, Thammasat University - Bachelor of Accountancy, Thammasat University
Audit Experience	23 years
Experience	2022 – Present A&A Office Co.,Ltd. - Partner
	2014 – 2022 M.A Group Co.,Ltd. - Partner

5. Miss Pitinun Pattaraklitidej


C.P.A Reg. No.	10467
No. of years of auditing	-
Education	- Master of Business Administration (MBA), Faculty of Economics, Thammasat University - Bachelor of Accountancy, Faculty of Accountancy, University of Thai Chamber of Commerce
Audit Experience	6 years
Experience	2022 – Present A&A Office Co.,Ltd. - Partner
	2018 – 2022 Proud In Pro Co.,Ltd. - Partner


The auditor nominees mentioned above have no relationships or interests with the company, subsidiaries, affiliates, executives, major shareholders, or individuals related to these parties in a manner that would impact their ability to perform their duties independently.

Comparison Information of Auditor Remuneration

Auditor Remuneration	2025 (Propose)	2024	Increase (Decrease)
Audit Fees for the Company and Subsidiaries	2,280,000	2,184,000	96,000
Other Services Fees	None	None	None

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 Corporate and Sustainability Committee Age : 53 Years	99/160 Moo 8, Racha Thewa Bang Phli, Samut Prakan 10540	None

	Name/Position/Age	Address	Vested interest in the agenda proposed
	Dr. Soonthorn Pibulcharoensit - Independent Director - Audit Committee - Chairman of the Nomination and Remuneration Committee Age : 53 Years	35/168 Ekachai Rd.,Bang Nam Chuet, Samut Sakhon 74000	None

(Details of Independent Directors appeared in the Annual Report 2024 (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 April 25, 2025, 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 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.

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

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

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

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

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

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

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

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

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

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

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

forementioned 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.

Article 46 The Annual General Meeting requires considering at least the following matters:

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

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

Sector 5 Accounts, Finance and Audit

Article 48 Fiscal year of the Company shall start from January 1 and ended as of December 31 of every year.

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

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

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

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

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

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

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

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

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

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

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

Sector 6 Dividend and Legal Reserved

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

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

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

In case that the Company shall not complete issued shares to the public according to the registered share number or registered increase capital, then the Company shall pay all dividend or some

portions by issuing new ordinary shares to the shareholders that are allowed to perceive the approval from the shareholders' Meeting.

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

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

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 10

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 2025 Annual General Meeting of Shareholders is.

- 1) Agenda 1, 3, 4, 5 6 and 8 must be approved by majority vote of the shareholders who attended the meeting and voted.
- 2) Agenda 7 must be approved by not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

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


2. Questioning in the conference room

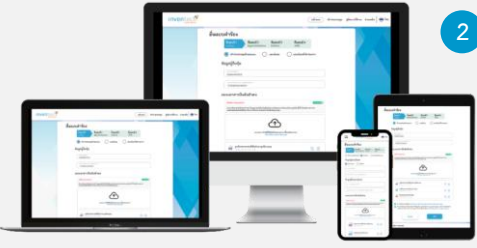
- 2.1 Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate.
- 2.2 Attendee wishing to ask questions or express their opinions on any agenda can ask questions by pressing the button "Send a question / Question", choose an agenda, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record/Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.
- 2.3 In case there are any questions related to that agenda, A lot of questions have been sent into the system. The company will consider and select questions as appropriate.
- 2.4 In case of shareholders having problems accessing the meeting system or voting system. Please study and follow the guidelines in Enclosure 10 together with the invitation letter or contact Inventech Call Center at 02-460-9226 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://con.inventech.co.th/COMAN486107R/#/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 23 April 2025 at 8:30 a.m. and shall be closed on 30 April 2025 Until the end of the meeting.


3. The electronic conference system will be available on 30 April 2025 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 April 25, 2025 at 5.00 p.m.

Comanche International Public Company Limited
161 Soi Sukhumvit 55 (Thong Lor), Klongtan Nua, Wattana, Bangkok 10110
Tel. 021206252

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

 02-460-9226

 @inventechconnect

 The system available during 23 – 30 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

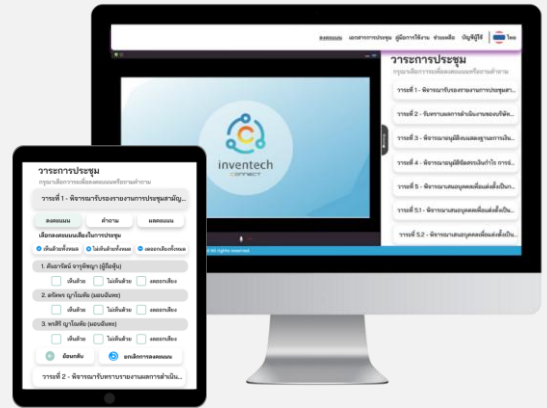


Report a problem

@inventechconnect

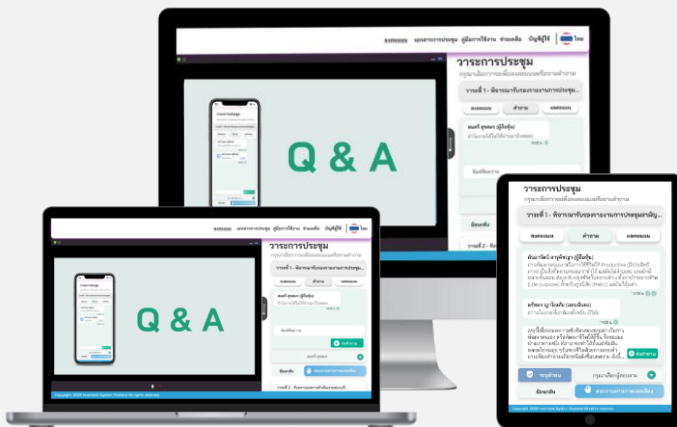
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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

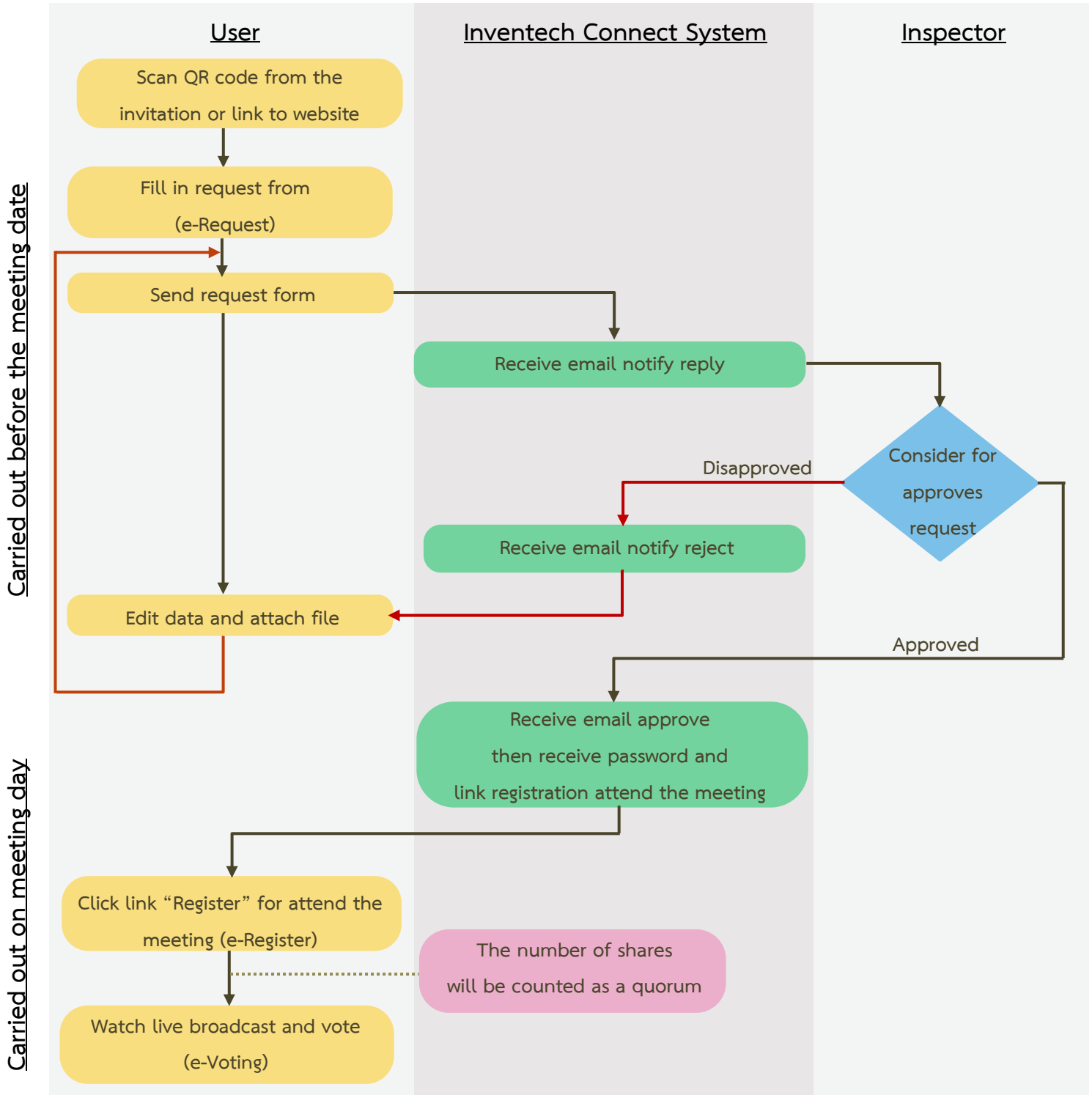


User Manual and Video of using Inventech Connect

* 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 โคมานชี 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันพุธที่ 30 เมษายน 2568 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them shall act as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders to be held on Wednesday, April 30, 2025, at 10.00 a.m. via E-Meeting (E-AGM) 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 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024.

- (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 รับทราบผลการดำเนินงานของบริษัทประจำปี 2567

Agenda 2 To acknowledge the Company's 2024 operating results.

(ไม่ต้องลงมติ เนื่องจากเป็นการรายงานให้ผู้ถือหุ้นรับทราบ)

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

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2567 สิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2024.

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

วาระที่ 4 พิจารณานุมัติการงดจ่ายเงินปันผลและงดการจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย

Agenda 4 To consider and approve the omission of the dividend payment and the omission of the allocation of profit to be legal reserve.

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

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่จะต้องออกจากตำแหน่งตามวาระ

Agenda 5 To consider and approve the appointment of directors to replace the directors who retire by rotation.

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

- การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้

Appointment of individual directors, namely;

1. นายสววรรณ ประเสริฐศิลป์ / Mr. Wasawat Prasertsin

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

2. นายเอกชัย พาณิชย์อำนวยสุข / Mr. Ekachai Panitaumnuaysuk

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติเพิ่มจำนวนกรรมการบริษัท โดยแต่งตั้งกรรมการเข้าใหม่ จำนวน 1 ท่าน และเปลี่ยนแปลงกรรมการผู้มีอำนาจลงลายมือชื่อแทนบริษัท

Agenda 6 To consider and approve an increase in the number of company directors by appointing one new director and changing the authorized signatory directors of the company.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนคณะกรรมการประจำปี 2568

Agenda 7 To consider and approve the remuneration of directors for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568

Agenda 8 To consider and approve the appointment of auditors and the determination of the audits fee for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Agree ไม่เห็นด้วย/Disagree งดออกเสียง/Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 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 ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น 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. ผู้ถือหุ้นที่มีมอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

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. วาระแต่งตั้งกรรมการสามารถเลือกแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล

In the agenda for the appointment of directors, either nominated directors as a whole or elect each nominated director individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันพุธที่ 30 เมษายน 2568 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2025 Annual General Meeting of Shareholders to be held on Wednesday, April 30, 2025, 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 เลือกตั้งกรรมการ (ต่อ)

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

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

ชื่อกรรมการ/Name of director _____

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()