



Notice of the 2022 Annual General Meeting of Shareholders.

On Monday 18th April 2022
at 2:00 p.m. (BKK time)



At the Gallery room on the 1st floor
of Kingsmen C.M.T.I. Public Company Limited,
located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani.

Re: Notice to the 2022 Annual General Meeting of Shareholders.

To: Shareholders of Kingsmen C.M.T.I. Public Company Limited.

Enclosure:

1. Annual Report 2021 in QR Code format.
2. Information of persons nominated to be elected as directors to replace directors who retire by rotation.
3. Brief information of persons nominated for election as new directors.
4. Summary of the terms and conditions of the convertible debentures of Kingsmen C.M.T.I. Public Company Limited.
5. Capital Increase Report Form (F53-4)
6. Information of independent directors supporting the proxy of shareholders
7. Definition of Independent Director
8. The Company's Articles of Association only in relation to the shareholders' meeting
9. Proxy Form A, Form B and Form C.
10. Rules for attending the shareholders' meeting via electronic media (E-AGM)
11. Documents requesting to attend the meeting via online.
12. Personal Data Protection Notice (or Privacy Notice)
13. Location Map.
14. Annual report request form in QR Code format

The Board of Directors of Kingsmen C.M.T.I. Public Company Limited (the Company) in its meeting No.2/2022 held on March 9, 2022 resolved to convene the General Meeting of Shareholders for the year 2022 on Monday, April 28, 2022, at 2:00 p.m. (BKK time), via electronic media (E-AGM) according to the rules stipulated by the law related to electronic conferencing. The meeting will be broadcasted live from the meeting room at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani, to consider the following agenda items:

Agenda No.1: The issues to be raised by the Chairman.

Agenda No.2: To acknowledge the operating performance of the year 2021.

Facts and reasons:

The Company has prepared a report to the Board of Directors regarding the Company's operating results for the year 2021 ending December 31, 2021, which shows the performance of the Company for the year 2021 and the Board of Directors have considered see that it is correct and sufficient. Therefore, it is appropriate to report the Company's operating results for the year 2021 ending December 31, 2021 in accordance with annual report which has been delivered to the shareholders together with the notice of this meeting as in Enclosure 1

Board of Directors' Opinion:

It is deemed appropriate to report the Company's operating results for the year 2021 to the Annual General Meeting of Shareholders for acknowledgement.

Votes for approval:

This agenda did not have casting vote due to acknowledge to shareholders only.

Agenda No.3: To consider and approve the Company's financial statements for the fiscal year ending 31 December 2021.

Facts and reasons:

Board of Directors has prepared the financial statements for the fiscal year ending December 31, 2021 and certified by a certified auditor to be presented to the shareholders' meeting for consider and approve in the annual general meeting according to Section 112 of the Public Limited Companies Act B.E. The details are shown in the 2021 annual report in Enclosure 1.

Board of Directors' Opinion:

The Board of Directors deems it appropriate to propose to the shareholders' meeting consider approve the Company's financial statements for the fiscal year ending on December 31, 2021, which has been audited by the certified auditor and has been approved by the Audit Committee

Votes for approval:

A majority vote of the shareholders who attended the meeting and voted.

Agenda No.4: To consider and approve the omission of dividend payment of the year 2021.

Facts and reasons:

According to the Public Limited Companies Act B.E.12535, Section 115 stipulates that the company pays dividends from profits only, and Section 116 requires the company to allocate a portion of its annual net profit as reserve of not less than 5 percent of its annual net profit. Until the reserve fund is not less than 10 percent of the registered capital and the company has a policy to pay a dividend at a rate of not less than 30% of the net profit from the separate financial statements after deducting corporate income tax and various reserves. All types as stipulated in the laws and regulations of the Company. However, such dividend payments are subject to change upon necessity. and other suitability as the Board of Directors deems appropriate.

From the Company's operating results in the fiscal year ended December 31, 2021, the Company had revenue of 783,956,564 baht from the separate financial statements and has net loss for the year 2021 of 43,986,348 baht from the separate financial statements. Therefore, it is appropriate to refrain from paying dividends for the operating results of the year 2021.

Details of the dividend payment	2019	2020	2021	2022
1. Net profit for the year according to the specific financial statements	73,979,973	(144,255,694)	(130,554,155)	(43,986,348)
2. Number of shares at the end of the year	239,999,562	239,999,562	239,999,562	359,999,536
3. Annual dividend per share	0.10	-	-	
3.1 Annual dividend (baht / share)	23,999,956.20	-	-	
4. Total amount of dividends paid.	32.44	-	-	

Board of Directors' Opinion:

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the omission of dividend payment for the 2021 operating results as proposed.

Votes for approval:

A majority vote of the shareholders who attended the meeting and voted.

Agenda No.5: Consider electing directors to replace those retiring by rotation.

Facts and reasons:

According to the Company's Articles of Association, Article 17 stipulates that in the Annual General Meeting of Shareholders, one third of the directors shall retire at the rate or the number closet to one-third of the director who has been in the position for the longest time will retire first. Directors who have retired may be re-elected as a director for another term.

For this year there are 3 directors who have retired from the position are:

- | | |
|--------------------------------|---------------------------------------|
| 1. Mr. Pravit Sribanditmongkol | Director, Managing Director |
| 2. Ms. Poonsook Pisessith | Director, Deputy Managing Director |
| 3. Mr. Teerataht Poshyanonda | Independent Director, Audit Committee |

The Company has given the opportunity to shareholders to propose agenda and nominate a qualified person to be considered for election as a director. However, no shareholder nominated any person to be considered for election as the Company's director.

Board of the Nomination, Compensation and Corporate Governance' Opinion:

Nomination and Remuneration Committee considered in accordance with the criteria and methods of recruiting which appear in the 2021 Annual Report (Attachment 1 - Nomination, Compensation and Corporate Governance Committee) based on qualifications according to the Public Limited Company Act B.E.2535 and the announcement of the Securities and Exchange Commission and related announcements of the Stock Exchange of Thailand and qualifications of directors in various fields are already individual basis, saw that 3 directors who had to retire by rotation Is a person who is suitable for qualifications and knowledge ability, experience and performance as a director, able to express their opinions freely during the past period of benefit to the company and all three directors do not have any prohibited qualifications and does not operate any business or hold shares in any business that competes with the Company's operations The Nomination and Remuneration Committee. Therefore recommends all three directors to be re-elected for another term. The details of the biography of the three directors appear in Enclosure 2

Board of Directors' Opinion:

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to elect three directors who have to retire by rotation to be re-appointed as directors for another term. In this regard, information and brief biographies of the three directors and definition of independent director details are in attachments 2 and 3, respectively.

Votes for approval :

A majority vote of the shareholders who attended the meeting and voted.

Agenda No. 6: To consider and approve the increase of the number of directors in the Company from 7 to 8 by proposing to appoint 1 new director.

Facts and reasons:

To support the company's plans to expand investment into new businesses with potential for sustainable growth in the future and to increase efficiency in company management Board of Directors (under the approval of the Nomination Committee set compensation and corporate governance) has considered the suitability and benefits of the Company. It is deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase in the number of directors of the Company from 7 to 8 persons by proposing to appoint 1 new director, namely Mr. Somchai Cheewasutthanon, who qualifications suitable for the company's business operations, knowledge, abilities, expertise, experience, vision and credibility and has no prohibited characteristics as prescribed by law. The details appear in the brief information of the persons nominated for election as new directors. (Enclosure 3)

Board of Directors' Opinion:

Board of Directors (under the approval of the Nomination Committee set compensation and corporate governance) has considered and therefore considered appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase in the number of directors of the Company from 7 persons to 8 persons by proposing to appoint 1 new director, Mr. Somchai Cheewasutthanon, who is a person who has qualifications suitable for the Company's business operations, has knowledge, abilities, expertise, experience, vision and credibility and does not have any prohibited characteristics as prescribed by law.

Votes for approval:

A majority vote of the shareholders who attended the meeting and voted.

Agenda No. 7: To consider and approve the director's remuneration for the year 2022

Facts and reasons:

According to the Public Limited Companies Act B.E.2535 (including amendments), Section 90 and Article 22 of the Company's Articles of Association, Company Directors are entitled to receive compensation in the form of awards, meeting allowances, bonuses or other types of compensation. According to the shareholders' meeting will consider and a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Board of the Nomination, Compensation and Corporate Governance' Opinion:

Nominating, compensation and corporate governance committee In the meeting No. 1/2022 dated February 22, 2022, the remuneration of directors and sub-committees was carefully considered. Taking into account the various suitability, including comparable with organizations in the same industry and similar business sizes. Performance and responsibilities of the Board of Directors and sub-committees

Including the overall business situation and proposed to the Board of Directors at the meeting No. 2/2022 on March 9, 2022.

Board of Directors' Opinion:

Board of Directors deems it appropriate to propose to the annual general meeting of shareholders to determine the remuneration of the company's directors and sub-committees for the year 2022 as proposed by the Nominating Committee at the following rates.

- **Monthly compensation**

-None-

- **Meeting allowance paid on a per meeting basis (Unit: Baht)**

Board of Director & Audit Committee			
Position	2021	2022	Change from 2021
Chairman	30,000	30,000	- Remains the same -
Directors	20,000	20,000	- Remains the same -

Note: The Executive Director of the Company Waive the right to receive meeting allowances

Nomination, Compensation, and Corporate Governance Committee and Risk Management Committee			
Position	2021	2022	Change from 2021
Chairman	20,000	20,000	- Remains the same -
Directors	10,000	10,000	- Remains the same -

Note: The Executive Director of the Company waive the right to receive meeting allowance.

- **Directors' bonus**

The Company will consider paying the directors' bonus annually depending on the overall performance results. Total not exceeding 3 million baht per year (executive directors do not receive gratuity)

- **Other benefits**

-None-

Votes for approval :

Not less than two-thirds of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda No.8: To consider and approve the appointment of the company's auditor and audit fee for the year 2022.

Facts and reasons:

To comply with the Public Limited Companies Act which requires the annual general meeting of shareholders to appoint auditor and determine the company's audit fee every year. In this regard in appointing the auditor may appoint the same auditor again.

Therefore, in this annual general meeting of shareholders, it is necessary to appoint and auditor and determine the amount of audit fee of the company for the year 2022. In selecting the auditor who has

the appropriate qualifications and reasonable audit fee of the company. The audit committee has considered should be proposed to appoint;

Auditor's Name	Certified Public Accountant (Thailand) No.	Auditor Company	Number of years That audits for the company
1. Mr. Pradit Rodloytuk	218	AST Master Company Limited.	6
2. Ms. Nongram Laohaareedilok	4334		5
3. Ms. Pornthip Lertthanongsak	7633		2
4. Ms. Chamaporn Rodloytuk	9211		2
5. Ms. Sunantha Kamsook	8207		1

To be the Company's auditor for the year 2022 and determine the audit fee at the amount of 1,200,000 baht, an increase of 80,000 baht from the year 202. No interest in the company/ subsidiary/ executive/ major shareholder or those related to such persons.

* By the auditor of that subsidiary not under the same affiliation. But the directors will take care to be able to prepare the financial statements in a timely manner*.

Board of Directors' Opinion:

The Board of Directors agreed with the proposal of the Audit Committee. To propose to the Annual General Meeting of Shareholders for the year 2022 to appoint an auditor as proposed above and determine the audit fee of the company with the total amount of 1,200,000 baht

Votes for approval:

A majority vote of the shareholders who attended the meeting and voted.



Agenda No.9: To consider and approve the amendment of the Articles of Association.

Facts and reasons:

According to the Public Company Limited Act, B.E. 2535, section 107 (3) and Article 28 of the Company's Articles of Association, the shareholders' meeting shall consider amending the Company's Articles of Association and because of the Company's Articles of Association, Article 16, Article 31 and Article 46 has an error, the amendment is due to the following reasons:

Article No.	Reasons for amendment.
16	There are some typos in the existing wordings.
31	Due to the law has been revised, it is necessary to adjust the Company's Articles of Association to be in accordance with the law.
46	The existing company stamp, "Mai Ek" was added to the word "C", causing the existing stamp was written wrongly in the company name.

Article No.	Existing wordings	New wordings
16	<p>The shareholders' meeting elects the company's directors according to the rules and the following methods</p> <p>(1) A shareholder has a vote equal to one (1) share per (1) vote.</p> <p>(2) Each shareholder may use all his/her votes under (1) to elect one person or more persons to be directors. In the case of electing several persons to be directors cannot divide the votes to any person,</p> <p>(3) In case of electing several persons to be directors The persons receiving the highest votes in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In the event that the persons elected in descending order have equal votes, exceeding the number of directors to have or to be elected at that time. The chairman of the meeting shall have a casting vote.</p>	<p>Directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:</p> <p>(1) To vote for the election of persons nominated to be elected as directors individually;</p> <p>(2) Each shareholder has one (1) vote per (1) share.</p> <p>(3) In case of electing several persons to be directors The persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors that will have or will be elected at that time. In the event that the persons elected in descending order have equal votes, exceeding the number of directors to have or to be elected at that time The chairman of the meeting shall have a casting vote.</p>
31	<p>The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.</p> <p>Shareholders' meetings other than the one referred in the first paragraph shall be called an extraordinary meetings.</p> <p>The Board of Directors may call for an extraordinary meeting of shareholders at any time as it deems appropriate.</p> <p>Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold may sign a notice requesting the Board of Directors to call for an extraordinary general meeting of shareholders can be held at any time.</p> <p>However, the reason for calling the meeting must be clearly stated in the aforementioned notice. In such a case the board of directors must call for a shareholders' meeting within one (1)</p>	<p>The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.</p> <p>Shareholders' meetings other than the one referred in the first paragraph shall be called an extraordinary meetings.</p> <p>The Board of Directors may call for an extraordinary meeting of shareholders at any time as it deems appropriate.</p> <p>Shareholders holding shares in aggregate not less than ten (10) percent of the total number of shares sold may sign a notice requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, but the matter and reasons for calling the meeting must be clearly stated in the aforementioned notice.</p> <p>In such a case the Board of Directors must call for a shareholders' meeting within forty-five (45) days from the date of receipt of the notice from the said shareholder.</p>

	month from the date of receipt of the letter from the said shareholder.	
46	<p>The existing company stamp, "Mai Ek" was added to the word "C", causing the existing stamp was written wrongly in the company name.</p> 	<p>The company stamp shall be used as stamped herein. (Remove "Mai Ek" from the word "C")</p> 

Board of Directors' Opinion:

The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Articles of Association of the Company, Articles 16, Article 31 and Article 46 and to approve the assignment to the person to have the power to proceed with the registration of amendments to the Articles of Association of the Company, as well as to amend and/or amend the contents to be in accordance with the order of the Registrar as necessary and appropriate; without affecting the content of the amendment to the Articles of Association of the Company to complete the registration of amendments to the Articles of Association of the Company

Votes for approval:

This agenda must be approved by a vote of no less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda No.10: To consider and approve the issuance and offering of convertible debentures to private placement.

Facts and reasons:

to use as working capital in the company including payment of bank debts/creditors and to use in expanding the company's existing business further to work in the form of content production (Content Provider) for existing customers and new customers through marketing promotion activities for customers by using innovation and digital science technology today and create jobs and develop additional new businesses to enhance the potential of the existing business to generate additional income continuously including investment in new projects. The company intends to use such capital as working capital in the company and to enhance the liquidity of its business operations to increase the strength and stability of the company's financial position to increase business competitiveness and prepare for future business opportunities. The Board of Directors' meeting therefore approved to propose to the 2022 Annual General Meeting of

Shareholders to consider and approve the issuance and offering of newly issued convertible debentures of the company. ("Convertible Debentures") with a total offering value of not exceeding 300,000,000 baht, offered to specific investors, Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") which such person is not a connected person with the company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (collectively referred to as the "Notification of Connected Transactions").

However, the conversion price of the convertible debentures shall not be lower than 90% of the market price, where the market price is calculated from the weighted average price of the Company's shares on the Market for Alternative Investment (MAI) for at least 7 consecutive business days but not more than 15 consecutive business days prior to the date the convertible debentures holder exercises the right to convert the bonds. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business day. (Note: The market price is calculated by setting 2 decimal places. If the 3rd decimal place is from 5 up will round up and the convertible price of the convertible debentures shall be calculated by specifying 3 decimal places, provided that if the 4th decimal place has a value of 5 or more, it will be rounded up) in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board. No. TorJor. 17/2561 Re: Application for and Approval for Sale of Newly Issued Debt Securities and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 39/2551 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (collectively, "Notification No. TorJor 17/2561 and Announcement No. SorJor. 39/2551"). However, if the conversion price calculated above is lower than the par value of the company's shares at that time, the company shall issue additional compensation shares in such a way that the calculation. All shares to be issued at par value are subject to the convertible price. Details are shown in the summary of the terms and conditions of the convertible debentures of Kingsmen C.M.T.I. Public Company Limited (Enclosure 4)

In this regard, the Board of Directors' meeting agreed to propose to the shareholders' meeting to consider and approve the delegation of powers to the Executive Committee and/or Chief Executive Officer and/or managing director or person that the Executive Committee or Chief Executive Officer or the Managing Director assigned to have the power to determine details, amend or take any action necessary and in connection with the issuance and offer for sale of convertible debentures in order to be in accordance with the law; This includes but is not limited to the following authority:

- (1) Set or amend details, other methods and conditions related to the issuance and offering of convertible debentures as appropriate whether it is a one-time issuance or multiple offerings. This includes but is not limited to the terms and conditions of the convertible debentures, Date of issue of convertible debentures, Par value of convertible debentures, Offering price Number of ordinary shares to support the conversion of convertible debentures, interest rate Calculation and payment method of interest, conversion price, conversion rate, Period for exercising the right to convert redemption price, Redemption period, The expiration date of the exercise of the right to convert, How to allocate convertible debentures or determining the event that the company has to issue additional new shares to support the change in the exercise of convertible rights, Conditions for the adjustment of the right to convert and/or Chief Executive Officer and/or managing director or person that the Executive Committee or Chief Executive Officer or the Managing Director assigned as a proxy, the convertible price will be determined at the best price according to market conditions during the period when the convertible debentures holder exercises the right to convert. To maintain the best interests of the company and shareholders.
- (2) To appoint advisors and other persons (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, registration documents, waiver documents, and evidence with the relevant authorities or any other events in relation to the issuance and offering of the convertible debentures as deemed appropriate;
- (3) Negotiate, agree, enter into, amend, add, sign contract, request for permission, request for waiver, evidence, disclosure sales report and other documents necessary and relevant to the issuance and allocation of convertible debentures and the allocation of the newly issued ordinary shares to support the exercise of convertible debentures holders. This includes contacting, filing, amending, adding, signing a waiver request, evidence, disclosure, sales report and other documents to the Securities and Exchange Commission, Stock Exchange of Thailand, Government agencies and/or agencies related to the issuance and offering of convertible debentures the listing of the newly issued ordinary shares from the exercise of convertible rights to be listed on the Market for Alternative Investment (MAI) and
- (4) To perform any other necessary and appropriate actions related to the issuance, offering and allocation of convertible debentures In order for the above-mentioned actions to be successful.

Board of Directors' Opinion

The Board of Directors considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders of 2022 to consider and approve the issuance and offering the newly issued convertible debentures of the company with the total offering price of not exceeding 300,000,000 Baht to a private placement, AO Fund and AO Fund 1, and the delegation of powers as proposed above.

Votes for approval:

This agenda must be approved by a vote of no less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda No.11: Consider and approve the company's registered capital increase and the amendment of Clause 4 of the company's memorandum of association to comply with the company's registered capital increase.

Facts and reasons:

To support the issuance and offering of the convertible debentures with the total offering price of, not exceeding, 300,000,000 Baht to a private placement, namely, AO Fund and AO Fund 1, the Board of Director's meeting, therefore, approved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the increase of the Company's registered capital by 33,333,272.50 Baht from the existing registered capital of 239,999,562 Baht to the new registered capital of 273,332,834.50 Baht by issuing new ordinary shares in the amount of 66,666,545 shares with a par value of 0.50 Baht per share to support the exercise of conversion rights of the convertible debentures, as appear in the capital Increase report form (F53-4) (*Enclosure 5*).

In addition, the Board of Directors has approved to propose to the 2022 Annual General Meeting of shareholders to consider and approve the amendment of Article 4 of the Company's Memorandum to be in line with the increase of the Company's registered capital, as follows:

“Clause 4.	Registered Capital	273,332,834.50 Baht (Two hundred seventy-three million three hundred thirty-two thousand eight hundred thirty-four Baht fifty Satang)
	Divided into	546,665,669 shares (Five hundred forty-six million six hundred sixty-five thousand six hundred sixty-nine shares)
	Par Value	0.50 Baht (Fifty Satang)
	Consisting of	
	Ordinary Shares	546,665,669 shares (Five hundred forty-six million six hundred sixty-five thousand six hundred sixty-nine shares)
	Preferred Shares	- shares (- shares)”

In this regard, the Board of Directors' meeting has approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the authorization of the Executive

Committee and/or Chief Executive Officer and/or managing director or person that the Executive Committee or Chief Executive Officer or the Managing Director assigned has the authority to consider the conditions and details of the proceedings related to the said capital increase as well as correcting the wording or the text in the minutes of the shareholders' meeting Memorandum of Association and/or requests and/or any action to comply with the order of the Registrar in filing the registration of an increase in registered capital and amendment of the memorandum of association of the company to the Department of Business Development Ministry of Commerce (DBD) including the listing of newly issued ordinary shares on the Stock Exchange of Thailand and submission of documentary information to the Office of the Securities and Exchange Commission Stock Exchange of Thailand or other relevant agencies.

Board of Directors' Opinion

Board of Directors have considered, therefore, it deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of the Company in the amount of 33,333,272.50 baht from the existing registered capital of 239,999,562 baht to the new registered capital of 273,332,834.50 baht by issuing new ordinary shares in the amount of not exceeding 66,666,545 shares with a par value of 0.50 baht per share to support the exercise of the convertible debentures and consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the Increase the registered capital of the company including authorization according to above details.

Votes for approval:

This agenda must be approved by a vote of no less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda No.12: To consider and approve the allocation of the Company's newly issued ordinary shares to support the issuance and offering of convertible debentures to a private placement.

Facts and reasons:

As the Company wishes to issue and offer for sale convertible debentures and increase the Company's registered capital as detailed in agenda 10 and 11 in order to comply with the law The Board of Directors' meeting therefore, approved to propose to the 2022 Annual General Meeting to consider and approve the allocation of newly issued ordinary shares. Whether at one time or several times, the amount of not exceed 66,666,545 shares with a par value of 0.50 baht per share (equivalent to 18.28% of the total number of shares sold of the company as of the Board of Directors' meeting no.2/2022 on March 9, 2022, when combined with the shares issued to support the exercise of warrants (K-W1) totaling 115,209,588 shares, representing 49.86 percent of the total number of shares sold of the Company as of that date, which is not exceeding 50 percent of the total number of shares sold of the Company as of

that date) to support the exercise of convertible debentures issued and offered for sale to AO Fund and AO Fund 1, which such person is not an individual. connected with the company according to the Notification of the Connected Transaction, provided that the conversion price of the convertible debentures shall not be less than 90% of the market price, where the market price is calculated from the weighted average price of the company's shares in the Market for Alternative Investment (MAI) not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date the convertible debentures holder exercises the right to convert the bonds. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business day. (Note: The market price is calculated by setting 2 decimal places. If the 3rd decimal place is from 5 up will round up and the convertible price of the convertible debentures shall be calculated by specifying 3 decimal places, provided that if the 4th decimal place has a value of 5 or more, it will be rounded up) in accordance with the rules prescribed in the Notification No. TorJor. 17 /2561 and Announced No. SorJor. 39/2551, however, if the conversion price calculated above is lower than the par value of the company's shares at that time, the company must issue additional compensation shares in such a way that the calculation of all shares to be issued at face value in accordance with the convertible price. Details are shown in the summary of the terms and conditions of the convertible debentures of Kingsmen C.M.T.I. Public Company Limited (Enclosure 4) and capital increase report form (F53-4) (Enclosure 5)

In addition, the Board of Directors' meeting approved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the delegation of powers to the Executive Committee and/or Chief Executive Officer and/or managing director or person that the Executive Committee or Chief Executive Officer or the Managing Director assigned having the authority to consider and determine amendment and change the rules, terms, conditions and details related to the allocation of such capital increase shares including having the power to sign any document related and has the power to perform various actions necessary and appropriate related to the allocation of newly issued shares. This includes, but is not limited to the provision of information and documentary evidence submission to the SEC Office, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce or other agencies related as well as listing the newly issued ordinary shares as listed securities on the Market for Alternative Investment (MAI).

Board of Directors' Opinion

Board of Directors considered and therefore, deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of the newly issued ordinary shares. Whether at one time or several times, not exceeding of 66,666,545 shares with a par value of 0.50 baht per share to support the exercise of convertible debentures issued and offered for sale to AO Fund and AO Fund1 and the delegation of powers as above detailed proposed.

Votes for approval:

A majority vote of the shareholders who attended the meeting and voted.

Agenda No.13: Other matters (if any).

Therefore, we would like to invite all shareholders to attend the 2022 Annual General Meeting of Shareholders via electronic media (E-AGM) on the date and time mentioned above.

In this regard, the Company asks all shareholders for cooperation to study the clarification on the evidence required to show their rights to attend the meeting, registration process and voting at the 2022 Annual General Meeting of Shareholders (Enclosure 10) The Company will conduct the meeting according to the company's articles of association related to the shareholders' meeting, details as shown in (Enclosure 8)

In addition, for the convenience of shareholders who are unable to attend the meeting in person and wish to authorize other persons to attend and vote at this meeting, please fill in the details and sign the attached proxy form. (Enclosure 9). In case the shareholder is a foreign investor and appoints a custodian in Thailand to be a share depository and keeper, only Proxy Form C will be used for shareholders who are not foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, only one of the Proxy Form A or Form B can be used.

However, if any shareholder is unable to attend the meeting in person, please appoint a proxy to attend the meeting and vote on your behalf which the shareholders can choose to appoint the independent directors of the company as there are names and details shown in Enclosure 6.


In this regard, the Company requests cooperation for shareholders to submit the proxy form together with supporting documents of shareholders and proxies in accordance with the rules prescribed by the company to the company by submitting the original document to Kingsmen C.M.T.I. Public Company Limited, No. 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150, within April 11, 2022, when the company receives the proxy form from you, the company will pay the stamp duty in electronic format according to a relevant rules of the Revenue Department.

Best regards,



(Mr. Chayawat Pisessith)
Chairman of the Board

Information of persons nominated for election as directors in place of those retiring by rotation**Profiles of Directors Nominated for Election as Directors**

Name-Surname	Mr. Pravit Sribanditmongkol	
Position	Director/Managing Director	
Date of appointment as a director First time	December 18, 2015	
Age	62 years.	
Number and percentage of shareholding in the company	11,000,000 shares (or 3.02%)	
Family relationship Between the executives	- none -	
Education Qualifications	High Vocational Certificate, Assumption College	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 119/2015	
Significant work history in Listed companies	2015 - Present Director/Managing Director, Kingsmen C.M.T.I. Plc. 2021 – Present President Thai Exhibition Association 2003 - 2015 Executive Director, Kingsmen C.M.T.I. Co.,Ltd.	
Non-listed companies	1991 - 2003 Vice President, President, Reed Tradex Co.,Ltd. 1980 - 1991 Trader for export/import of grains, C.P.I ntertrade Co., Ltd	
Holding a position in other businesses that may Causing a conflict of interest	- None -	
Meeting attendance in 2021	- Board of Directors' Meetings 6/6 times (or 100%) - Risk management committee 2/2 times (or 100%)	
Criteria / Recruitment Method	Considered suitability by the Nomination, Compensation and Corporate Governance Committee in addition to the past performance as a director.	

Profiles of Directors Nominated for Election as Directors

Name-Surname	Mrs. Poonsook Pisessith	
Position	Director/Deputy Managing Director	
Date of appointment as a director First time	December 18, 2015	
Age	59 years	
Number and percentage of shareholding in the company	16,920,000 shares (or 4.64%)	
Family relationship Between the executives	Chayawat Pisessith's wife	
Education Qualifications	Technical Vocational Certificate in Accounting, Siam Panichayakan Technological College.	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 114/2015	
Significant work history in Listed companies	2018 - Present Deputy Managing Director – Account and Finance, Kingsmen C.M.T.I. Plc. 2015 – 2017 Director/Executive Director – Account and Finance, Kingsmen C.M.T.I. Plc. 1994 – 2015 Executive director, Kingsmen C.M.T.I. Co.,Ltd	
Non-listed companies	- None -	
Holding a position in other businesses that may Causing a conflict of interest	- None -	
Meeting attendance in 2021	- Board of Directors' Meetings 6/6 times (or 100%) - Risk management committee 2/2 times (or 100%)	
Criteria / Recruitment Method	Considered suitability by the Nomination, Compensation and Corporate Governance Committee in addition to the past performance as a director.	

Profiles of Directors Nominated for Election as Directors

Name-Surname	Mr. Teerataht Poshyanonda	
Position	Independent Director / Audit Committee / Member of the Nomination and Remuneration Committee/ Chairman of the Risk Management Committee	
Date of appointment as a director First time	December 18, 2015	
Age	60 years	
Number and percentage of shareholding in the company	- shares	
Family relationship Between the executives	- None -	
Education Qualifications	Master of Business Administration (Marketing), Oklahoma City University, USA Faculty of Commerce and Accountancy, Chulalongkorn University.	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 31/2015	
Significant work history in listed companies	2015 - Present Independent Director / Audit Committee / Member of the Nomination and Remuneration Committee/ Chairman of the Risk Management Committee ,Kingsmen C.M.T.I. Plc. 2018 - Present Independent Director / Audit Committee, Venture Incorporation Plc.	
Non-listed companies	2007 - Present Director of Accounting and Financ, Trepax Innovation Co.,Ltd	
Holding a position in other businesses that may Causing a conflict of interest	- None -	
Meeting attendance in 2021	- Board of Directors' Meetings 6/6 times (or 100%) - Audit committee 5/5 times (or 100%) - Risk management committee 2/2 times (or 100%) - Nomination and Remuneration Committee 2/2 times (or 100%)	
Criteria / Recruitment Method	Considered suitability by the Nomination, Compensation and Corporate Governance Committee in addition to the past performance as a director.	

Brief information of person nominated for election as new directors

Profile of the director nominated for election as directors.

Name-Surname	Mr. Somchai Cheewasutthanon
Position	Director
Age	58 years.
Number and percentage of shareholdings in the company	17,455,748 shares
Family ties with Executives	-None-
Education qualifications	Bachelor's degree in Marketing, Rajamangala Institute of Technology Thanyaburi. Diploma, Advertising, Phra Nakhon Commercial Campus.



Relevant Training Organized by the Institute for Promotion Thai Company Director (IOD) Director Accreditation Program (DAP)

Significant work history in listed companies	1992 - 2009	Director and Chairman of the Board, Matching Studio PLC
In non-listed companies	2009 - Present	CEO, Tee Entertainment Co.,Ltd.
	1987-2009	Film Director, Far East Advertising Co.,Ltd.
	1982 – 1986	Editor Manager, AV Craft Production Co.,Ltd.

Holding a position in other businesses that may cause conflicts of interest -None-

History of offenses during 10 years -None-

Criteria/Recruitment Method Considered suitability by the Nomination, compensation and remuneration corporate governance committee.

**Summary of Important Terms and Conditions of the Convertible Debentures of
Kingsmen C.M.T.I. Public Company Limited**

Heading	Details
Issuer	Kingsmen C.M.T.I. Public Company Limited (“ Company ”)
Type of Convertible Debentures	Convertible Debentures with the conversion right to convert into the Company's ordinary shares, senior and unsecured debentures (“ Convertible Debentures ”)
Currency	Baht
Total amount of principal of the Convertible Debentures	Not exceeding 300,000,000 Baht divided into 3 tranches, as follows: (1) Convertible Debentures Tranche 1 has the value of not more than 100 million Baht divided into 10 equal sets, 10.0 million Baht per set. (2) Convertible Debentures Tranche 2 has the value of not more than 100 million Baht divided into 10 equal sets, 10.0 million Baht per set. (3) Convertible Debentures Tranche 3 has the value of not more than 100 million Baht divided into 10 equal sets, 10.0 million Baht per set.
Conditions of the Issuance of Convertible Debentures	<p>The Company will gradually issue the Convertible Debentures by tranche, each tranche, respectively. In each issuance of the tranche of Convertible Debentures, the Company will gradually issue each set in each tranche according to the Company's financial needs. The issuance of convertible debentures is subject to the completion of the conditions precedent which are: Permission from the Securities and Exchange Commission and other relevant agencies, including the terms and conditions of the Convertible Debentures.</p> <p>By the number of convertible debentures allocated Exercise price and conversion ratio The company will inform the information via The Stock Exchange of Thailand later when the exact information is known.</p> <p>However, the timeframe of the conversion is within 1 year after shareholder's meeting approved the issuance. If the Company did not</p>

	issue all the Convertible Debentures within 1 year, the Company may request a resolution of the shareholders' meeting to issue the unissued convertible debentures according to the Company's financial needs.
Interest Rate	0.5% per annum, provided that the interest will be paid on a quarterly basis from the date the Convertible Debentures was issued.
Maturity Period	3 years after the issuance of each Tranche
Payback Condition	Repay in lump sum after each due date of the specific Tranche according to the terms and conditions of the Convertible Debenture. In such, for each Tranche the maturity period is 3 years after the issuance.
Redeem Rights before Due Date	The Convertible Debentures holders may or may not have rights to redeem the Convertible Debentures before due date and/or the Convertible Debentures issuer may or may not have rights to redeem the Convertible Debentures before due date too. The redemption has to be followed by the terms and conditions of certain convertible debentures aligned with rules, regulations, laws and/or permissions from related authorized Governmental Bodies.
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price.
Conversion price (origin and appropriateness of pricing or conversion rates)	<p>Not lower than 90% of the market price, therefore it is not considered an offer for sale of newly issued shares at a price lower than the market price as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval of the issuance of newly issued shares to private placement ("Notification No. TorJor. 72/2558").</p> <p>"Market Price" is calculated from the weighted average price of the Company's shares traded in the Stock Exchange of Thailand for at least 7 consecutive business days, but not more than 15 consecutive business days prior to the date the convertible debentures holder exercises the right to convert the bonds. The weighted average price is calculated from the traded volume weighted closing price for each consecutive business days ("Floating Conversion Price") in accordance with</p>

Notification No. TorJor. 17/2561 and Notification No. SorJor. 39/2551. However, if the above-calculated conversion price is lower than the current par value of the Company's shares, the Company shall issue additional compensation shares in a manner that complies with the calculation of all shares to be issued at par value, which are subjected to the conversion price.

The market price shall be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up.

The conversion price of the convertible debentures shall be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

Remarks:

- If the ordinary shares resulted from the exercise of conversion rights of the Convertible Debentures has a conversion price of less than 90% of the market price at the date of conversion (the market price is calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date that the convertible debentures holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days). The Company has the duty to prohibit AO Fund and AO Fund 1 ("**Investors**") from exercising such conversion rights within 1 year from the date the investors receive such convertible securities (Silent Period). After the date the investor receives the convertible securities for a period of 6 months, the investors will be able to gradually sell the prohibited shares in the amount of 25% of the total number of shares prohibited in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for Ordinary Shares or Preferred Shares as for the capital increase as listed securities B.E. 2558 dated May 11, 2015 (as amended).

	<p>The market price shall be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up.</p> <p>The conversion price of the convertible debentures shall be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.</p> <ul style="list-style-type: none"> - In the case that the accommodating shares are insufficient, the Company will follow the guideline in the topic "The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights".
Conversion Period	The Convertible Debentures holders may exercise their conversion rights of the Convertible Debentures every day until the close of business hours 1 week prior to the Convertible Debenture maturity date.
Number of ordinary shares accommodated for conversion	Allocate the Company's newly issued ordinary shares, whether once or several times, at the amount of, not exceeding, 66,666,545 shares with the par value of 0.50 Baht per share (equivalent to 18.28% of the total number of the Company's issued shares as of the date of the Board of Director's Meeting No. 2/2022 on March 9, 2022 and when combined with the shares issued to accommodate the exercise of rights of K-W1, a total of, 115,209,588 shares, equivalent to 49.86% of the total number of the Company's issued shares as of such date, which is not more than 50% of the total number of the Company's issued shares as of such date)
Secondary market for ordinary shares as a result of the conversion	The Company shall arrange to list the ordinary shares issued as a result of the conversion on the Market for Alternative Investment (mai) or any exchange that the Company's securities are listed on.
Restrictions on transfer of the Convertible Debentures	As this issuance and offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within 4-month period as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (" Notification No. TorJor. 17/2561 "). Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not

	<p>cause the number of the holders to exceed 10 specific investors within 4 month period, provided that the number of the holders shall be calculated from actual investors holding the Convertible Debentures on private placement basis (whether such investors hold the newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders), except by way of inheritance.</p>
Allocation Method	<p>Allocated by private placement, once or several times, to Advance Opportunities Fund (AO Fund) and Advance Opportunities Fund 1 (AO Fund 1), which is an institutional investor pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor. This offering of the Convertible Debentures is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.</p>
The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights	<p>The Company may register the increase in capital to accommodate the exercise of conversion right by the resolution of shareholders' meeting or compensate in cash to the Convertible Debentures holder in regards with the terms and conditions of the Convertible Debentures.</p>
Impact on Shareholders	<p>In consideration of the impacts on the Company's shareholders, it will be taken into consideration the impact of the Convertible Debentures in case the Company issued and offered Convertible Debentures to investors. In this regard, two aspects of the impacts on the shareholders of the Company will be taken into consideration, which are, impact to the market price of shares (Price Dilution) and impact to the voting rights of existing shareholders (Control Dilution), with details as follows:</p> <p>In the case that all of K-W1 are converted</p> <p>(1) Price Dilution can be calculated from the following formula:</p> $\text{Price Dilution} = (P_o - P_E) / P_o$ <p>Whereas,</p>

Po = Existing share price which is equivalent to 2.3581 Baht per share, calculated based on the weighted average price of the Company's shares trading on the Stock Exchange for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from February 11, 2022 to March 4, 2022.

Pe = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to Po which is equivalent to 2.1223 Baht per share

PE = Share price after the issuance of Convertible Debentures

Whereas,

$$PE = ((Po \times Qo) + (Pe \times Qe)) / (Qo + Qe)$$

Qo = Number of existing shares which is equivalent to 479,999,124 shares

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 66,666,545 shares

Therefore,

$$PE = (2.3581 \times 479,999,124) + (2.1223 \times 66,666,545) / (479,999,124 + 66,666,545)$$

$$PE = 2.3294 \text{ Baht per share}$$

$$\text{Price Dilution} = (Po - PE) / Po = (2.3581 - 2.3294) / 2.3581 = 1.22\%$$

In case that all convertible debentures are fully, the impact to the market price of the shares will be 1.22% which incurred from issuing the maximum number of convertible debentures at 90% of Po.

(2) **Control Dilution** can be calculated from the following formula:

$$\text{Control Dilution} = Qe / (Qo + Qe)$$

Whereas,

Qo = Number of existing shares which is equivalent to 479,999,124 shares

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 66,666,545 shares

$$\text{Control Dilution} = (66,666,545 / (479,999,124 + 66,666,545)) = 12.20\%$$

In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 12.20%.

In the case that none of K-W1 are converted

(1) Price Dilution = $(Po - PE) / Po$

Whereas,

Po = Existing share price which is equivalent to 2.3581 Baht per share, calculated based on the weighted average price of the Company's shares trading on the Stock Exchange for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from February 11, 2022 to March 4, 2022.

Pe = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to Po which is equivalent to 2.1223 Baht per share

PE = Share price after the issuance of Convertible Debentures

Whereas,

$$PE = ((Po \times Qo) + (Pe \times Qe)) / (Qo + Qe)$$

Qo = Number of existing shares which is equivalent to 364,789,536 shares

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 66,666,545 shares

Therefore,

	<p> $PE = (2.3581 \times 364,789,536) + (2.1223 \times 66,666,545) / (364,789,536 + 66,666,545)$ $PE = 2.3217 \text{ Baht per share}$ $\text{Price Dilution} = (Po - PE) / Po = (2.3581 - 2.3217) / 2.3581 = 1.55\%$ </p> <p>In case that all convertible debentures are fully, the impact to the market price of the shares will be 1.55% which incurred from issuing the maximum number of convertible debentures at 90% of Po.</p> <p>(2) Control Dilution can be calculated from the following formula:</p> $\text{Control Dilution} = Qe / (Qo + Qe)$ <p>Whereas,</p> <p>Qo = Number of existing shares which is equivalent to 364,789,536 shares</p> <p>Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 66,666,545 shares</p> $\text{Control Dilution} = (66,666,545 / (364,789,536 + 66,666,545)) = 15.45\%$ <p>In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 15.45%.</p>
<p>Other Information</p>	<p>The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.</p>
<p>Objectives of issuing convertible debentures and plans for utilizing proceeds</p>	<p>Please consider the objectives of issuing convertible debentures and plans for utilizing proceeds as detailed in the Capital Increase Report Form (F53-4) (Enclosure 2)</p>
<p>Board of Directors' Opinions</p>	
<p>Reason, necessity, and suitability for the</p>	<p>The Board of Directors is of the opinion that fundraising by issuing and offering convertible debentures is a good choice to increase the Company's</p>

<p>issuance and offering of convertible debentures, including analyzing the Company's ability to repay shareholders who do not exercise their conversion rights at maturity date</p>	<p>capital, to increase liquidity, and for fast fundraising to adapt to the rapidly changing stock market and environment conditions. This will benefit the Company's business operations in order to increase its financial liquidity and to expand investments when the Company has a need in a timely manner. It also helps to reduce the financial cost of the Company in the event that the capital increase is used to pay off debts, including increasing the stability and sustainability of the financial position of the Company, which will undoubtedly strengthen and stabilize the Company's financial position. It also restructures the appropriateness of the Company's capital structure. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the company and shareholders in the future. In addition, this fundraising will also benefit the company and shareholders. However, in the event that the Company has issued convertible debentures and the convertible debenture holders do not exercise their convertible rights at maturity date, the Company expects that its future cash flow should be sufficient for business operations, with stability in its financial position, and financial institutions willing to financially support the Company if business conditions return to normal. Moreover, if necessary, the Company may issue and offer newly issued ordinary shares to shareholders or a private placement, which is another solution. However, the Company will consider the appropriateness during that particular time and decide again, by upholding the shareholder's best interest. Details are shown in the Capital Increase Report Form (Enclosure 2).</p>
<p>Possibility of the plan for utilizing funds</p>	<p>The Company expects to proceed with the issuance and offering of newly issued shares to investors as well as to receive money from the sale of such newly issued shares within 1 year from the date that the shareholders' meeting approved to issue and offer for sale the newly issued shares. However, if the Company does not receive money from this capital increase, the Company may lose the opportunity to expand its business according to the Company's business plan in the near future.</p>

<p>Expected impacts on the Company's business operations, including its financial position and operating results due to the capital increase</p>	<p>Increasing the Company's registered capital by issuing convertible debentures will strengthen both its financial structure and increase its financial flexibility to invest in future projects. However, if the Company receives less funds than expected from the capital increase, such plans could be subjected to change. Therefore, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.</p>
<p>Directors' Testimonials</p>	<p>In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535) as amended).</p>

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

Please be informed accordingly.

Sincerely Yours,



(Mr. Chayawat Pisessith)
Chairman of the Board

(F53-4)

Capital Increase Report Form**Kingsmen C.M.T.I. Public Company Limited****March 9, 2022**

Kingsmen C.M.T.I. Public Company Limited ("**Company**") hereby report the resolution of the Board of Directors' Meeting No. 2/2022 on March 9, 2022 regarding the capital increase and allocation of the newly issued shares, as follows:

1. Capital Increase

The Board of Directors resolved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the increase of the Company's registered capital by 33,333,272.50 Baht from the existing registered capital of 239,999,562 Baht to the new registered capital of 273,332,834.50 Baht by issuing 66,666,545 newly issued ordinary shares with the par value of 0.50 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures with details as follows:

Type of Capital Increase	Type of Securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	66,666,545	0.50	33,333,272.50
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. Allocation of capital increase shares**2.1 Specifying the purpose of utilizing the capital**

Allocated to	Number of shares	Ratio (old : new)	Offering price (Baht/share)	Subscription and payment period	Remark
To accommodate the exercise of conversion rights for the Convertible Debentures offered to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") (Please consider remarks no. 1)	Not exceeding 66,666,545 shares	Conversion ratio is equal to the principal amount of the convertible debenture to be converted divided by the conversion price	Not less than 90% of the market price (conversion price)	The Company will specify later, please consider the remarks below	Please consider remarks No. 2-4 and the Summary of Important Terms and Conditions of the Convertible Debentures (Enclosure 1)

Remarks:

1. AO Fund and AO Fund 1 are both Open-ended Funds, which limits its exemption of liability in the Cayman Islands. AO Fund and AO Fund 1 are both structured as mutual funds regulated by the Monetary Authority of the Cayman Islands. AO Fund and AO Fund 1 have a medium to long term investment objective by using financial instruments to financially support small and medium-sized companies listed on the Stock Exchange of Thailand ("**Stock Exchange**"). AO Fund and AO Fund 1's investment strategy is to provide funding to different companies to be used as working capital, for expansion, for merger, as stipulated in debt restructuring. In addition, AO Fund and AO Fund 1 are both funds that have invested in convertible debentures issued and sold by more than 13 companies listed on the Stock Exchange in Thailand since 2011.

Zico Asset Management Private Limited ("**ZICOAM**") is a fund manager of AO Fund and AO Fund 1 which is registered in Singapore and is an Asset Management Company registered with the Monetary Authority of Singapore. ZICOAM has been appointed by AO Fund and AO Fund 1 to be the fund manager and appraiser of all types of investments of AO Fund and AO Fund 1. Therefore, AO Fund and AO Fund 1 is an Institutional Investor pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor, and this offer for sale of the

Convertible Debentures by private placement is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.

2. The Board of Directors' Meeting No. 2/2022 resolved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the issuance and offering of the newly issued convertible debentures of the Company ("**Convertible Debentures**") with the total offering price of, not exceeding, 300,000,000 Baht to a private placement, namely, Advance Opportunities Fund ("**AO Fund**") and Advance Opportunities Fund 1 ("**AO Fund 1**"), which are not connected persons to the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (referred collectively as "**Connected Transaction Notifications**"). However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days (Note: The market price shall be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up. The conversion price of the Convertible Debentures shall be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up) in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 39/2551 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price ("**Notification No. TorJor. 17/2561 and Notification No. SorJor. 39/2551**"). However, if the conversion price calculated above is lower than the current par value of the Company's shares, the Company shall issue additional compensation shares in a manner that affects the calculation of all shares to be issued at par value are to be in accordance with the conversion price. Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of Kingsmen C.M.T.I. Public Company Limited (**Enclosure 1**).

In addition, the Board of Directors resolved to propose the shareholders' meeting to consider and approve the Executive Committee and/or Chief Executive Officer and/or Managing Director or any persons appointed by the Executive Committee or Chief Executive Officer or Managing Director to have the authority to determine the details, amend, or take any actions as necessary for and in relation to the issuance and offering of the Convertible Debentures in order to comply with the laws, including, but not limited to, the authority to proceed with the following actions:

- (1) To determine or amend the details, methods, and other conditions in relation to the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, issue date, par value, offering price, number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, interest rate, calculation and method of interest payment, conversion price, conversion ratio, conversion period, redemption price, redemption period, last day of conversion period, allocation method, or determination of any event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and conditions of adjustment of conversion rights. However, the Executive Committee and/or Chief Executive Officer and/or Managing Director or any persons appointed by the Executive Committee or Chief Executive Officer or Managing Director, as an authorized person, will determine the best convertible price according to the market conditions during the period when the debenture holders will exercise their conversion rights, to maintain the best interest of the Company and shareholders as a whole.
 - (2) To appoint advisors and other persons (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, registration documents, waiver documents, and evidence with the relevant authorities or any other events in relation to the issuance and offering of the Convertible Debentures as appropriate;
 - (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in relation to the issuance, offering, and allocation of the Convertible Debentures, the allocation of newly issued shares in order to accommodate for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding, and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, government agencies, and/or other relevant authorities in relation to the issuance, offering, and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Market for Alternative Investments (mai); and
 - (4) To perform any actions as necessary and appropriate for and in relation to the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.
3. The Board of Directors' Meeting No. 2/2022 resolved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the increase of the Company's registered capital by 33,333,272.50 Baht from the existing registered capital of 239,999,562 Baht to the new registered capital

of 273,332,834.50 Baht by issuing 66,666,545 newly issued ordinary shares with the par value of 0.50 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures.

4. The Board of Directors' Meeting No. 2/2022 resolved to propose the Annual General Meeting of Shareholders of 2022 to consider and approve the allocation of the Company's newly issued ordinary shares, whether once or several times, at the amount of, not exceeding, 66,666,545 shares with the par value of 0.50 Baht per share (equivalent to 18.28% of the total number of the Company's issued shares as of the date of the Board of Director's Meeting No. 2/2022 on March 9, 2022 and when combined with the shares issued to accommodate the exercise of rights of K-W1, a total of, 115,209,588 shares, equivalent to 49.86% of the total number of the Company's issued shares as of such date, which is not more than 50% of the total number of the Company's issued shares as of such date) to accommodate the conversion rights of the Convertible Debentures issued and offered to AO Fund and AO Fund 1, which are not connected persons to the Company in accordance with the Connected Transaction Notifications. However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investments (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days (Note: The market price shall be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up. The conversion price of the Convertible Debentures shall be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up) in accordance with Notification No. TorJor. 17/2561 and Notification No. SorJor. 39/2551. However, if the conversion price calculated above is lower than the current par value of the Company's shares, the Company shall issue additional compensation shares in a manner that affect the calculation of all shares to be issued at par value to be in accordance with the conversion price. Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of Kingsmen C.M.T.I. Public Company Limited (**Attachment 1**).

2.1.1 Company Procedures in the case of fractional shares

In the case of fractional shares, disregard such fractions.

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the conversion/exercise of the transferable warrants	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

3. Schedule for a shareholders' meeting to approve the capital increase, and allocation of newly issued ordinary shares

Schedule the Annual General Meeting of Shareholders of 2022 on April 18, 2022, at 2:00 p.m. (BKK time), via electronic meeting (E-Meeting) according to the rules stipulated by the law related to electronic conferencing. The meeting will be broadcasted live from the meeting room at Kingsmen C.M.T.I. Public Company Limited at No. 9/19 Moo 7 Lamlukka Khlong 6 Road, Bueng Kham Phroi Sub-district, Lamlukka District, Pathumthani, as follows:

- The record date to determine the list of shareholders entitled to attend the shareholder' meeting shall be on March 24, 2022.
- The share register shall be closed to suspend any share transfer for the right to attend the shareholders' meeting from.....until the shareholders' meeting is adjourned.

4. Approval for capital increase/share allocation from relevant governmental authorities and conditions of such approval

- 4.1 Approved by the shareholders' meeting to proceed with the capital increase, including other related matters;
- 4.2 The Company shall proceed with the registration of the capital increase including the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days since the date of the Annual General Meeting of Shareholders of 2022 approval of the capital increase and amendment of the Company's Memorandum of Association;
- 4.3 The Company will file for registration transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- 4.4 The Company shall file for approval from the Stock Exchange for the listing of the newly-issued ordinary shares as listed securities in the Market for Alternative Investment (mai) in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible Debentures holders exercise their conversion rights to convert to the Company's ordinary shares (in case there is such exercise).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

The objectives of the capital increase and plans for utilizing proceeds by issuing and offering of newly issued convertible debentures to AO Fund and AO Fund 1 is as stated below. The estimated amount of funds to be used is not more than 300,000,000 Baht, within the period of 6-12 months.

Plans for utilizing proceeds	Estimated amount of proceeds used (Baht)	Period of utilization
To use as working capital including payment of bank debts/creditors and to expand the company's existing business further to work in the form of content provider for existing customers as well as new customers through marketing promotion activities for customers by using innovation, technology and science and developing additional new businesses to enhance the potential of the existing business to generate additional income continuously including investment in new projects.	Not exceeding 300,000,000 Baht	Within 6-12 months

6. Benefits that the Company will receive from the capital increase/share allocation

- 6.1 The Company will have more liquidity from working capital received from capital increase. This will help strengthen its financial strength to be used in the Company's business in order to have sufficient money to operate and expand the Company's business in the future.
- 6.2 To prepare the Company operations, to increase the flexibility of the Company's capital structure and have sufficient money to operate its businesses, including expanding the Company's business in the future. This will enable the Company to build a stable and sustainable income base in both the short and long term.
- 6.3 The Company will be able to enhance its financial strength and stability from normal operations in its core businesses, related business, and the Company's business expansion
- 6.4 Help the Company maintain its ability to perform financial obligations, such as, the payment of various debts, including interest, arising from normal business operations. This will increase the Company's ability to expand and additionally invest which will result in the Company's operations likely growth in the future.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

- 7.1 Proceeds from this capital increase will strengthen the Company's financial structure. The Company will also use such proceeds to invest and expand the scope of business. This will help strengthen the Company's revenues and profits in the future. Shareholders will receive the Company's dividend according to the dividend payment policy.

The Company has a policy to pay dividends annually at a rate of not less than 30% of the remaining net profit from the separated financial statements, after deducting income tax and various types of reserves, as stipulated in the law and the Company's Articles of Association. However, such dividend payment is subject to change due to the necessity and appropriateness of the situation.

- 7.2 Convertible debenture holders who exercise their rights to convert into ordinary shares of the Company will be entitled to the dividend payment from the Company's operations, right to attend the shareholders' meeting, or other rights, on par with the other shareholders only when he/she has exercised the conversion rights of Convertible Debentures to be converted into the Company's ordinary shares and recorded the names of the Convertible Debenture holders in the Company's share register book and when the Company has already registered the change of paid-up capital with the Department of Business Development.

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

For other details necessary for the shareholders' decision in regards to the capital increase/allocation, please consider the details in the Summary of Important Terms and Conditions of the Convertible Debentures of Kingsmen C.M.T.I. Public Company Limited (**Enclosure 1**)

9. Schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

No.	Procedures of the Capital Increase	Date
1	Board of Directors' Meeting No. 2/2022	March 9, 2022
2	Date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders of 2022 (Record Date)	March 24, 2022
3	Annual General Meeting of Shareholders of 2022	April 18, 2022
4	Registration of the capital increase and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders of 2022 approval of the capital increase
5	Issuance and offering of Convertible Debentures to a private placement	Schedule after the approval of the Annual General Meeting of Shareholders of 2022
6	Registration of the increase of paid-up capital and listing the newly issued shares as a listed securities for trading on the Stock Exchange of Thailand/Market for Alternative Investment (mai)	After this allocation of newly issued ordinary shares.

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

Kingsmen C.M.T.I. Public Company Limited.




(Mr. Chayawat Pisessith)
Chairman of the Board





(Mr. Pravit Sribanditmongkol)
Managing Director



Information of Independent Directors for Appointment of Proxy for Shareholders

Name-Surname	Pol.Gen.Wichean Potephosri	
Position	Independent Director Chairman of the Audit Committee	
Age	70 years	
Number and percentage of shareholding in the company	759,271 shares	
Family relationship Between the executives	-	
Education Qualifications	Master of Arts (Economic Law), Chulalongkorn University Master of Business Administration Kasetsart University Master of Public Administration National Institute of Development Administration Bachelor of Public Administration (Police), Royal Cadet Academy, Police	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 31/2015 Director Certification Program (DCP) Class 46/2004 Advance Audit Committee Program (AACP) Class 2/2004 Role of the Chairman Program (RCP) Class 33/2014 Financial Statements for Directors (FSD) Class 23/2014	
Significant work history in listed companies	2015 - Present Independent Director / Chairman of the Audit Committee Kingsmen C.M.T.I. Plc. 2014 - Present Independent Director / Audit Committee Vanachai Group Plc. 2014 - Present Independent Director / Chairman of the Audit Committee Asian Insulators Plc. 2014 - Present Chairman of Advisor, CP Land Plc. 2014 - Present Chairman of the Board, Pacific Pipe Plc.	
non-listed companies	2015 - Present Chairman of the Aircraft Accident Investigation Committee In the kingdom Ministry of Transport 2016 - present Chairman of the Ethics Committee of the Office of the Permanent Secretary, Ministry of Transport 2012-2013 Permanent Secretary, Ministry of Transport 2011 - 2012 Secretary General, National Security Council 2010 - 2011 Commissioner of the Royal Thai Police	
Holding a position in other businesses	-without-	
that may Causing a conflict of interest		
Meeting attendance in 2020	Attendance of the Board of Directors' Meetings 6/6 times Attendance of Audit Committee meetings 5/5 times	

Name-Surname	Arjarn Teerataht Poshyanonda	
Position	Independent Director Audit Committee Nomination, Remuneration, Corporate Governance Committee	
Age	60 years	
Number and percentage of shareholding in the company	- shares	
Family relationship Between the executives	-	
Education Qualifications	Master of Business Administration (Marketing), Oklahoma City University, USA Bachelor of Commerce and Accountancy Chulalongkorn University	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 31/2015	
Significant work history in listed companies	2015 - present Independent Director / Audit Committee / Chairman of Risk Committee / Nomination Compensation and corporate governance Committee, Kingsmen C.M.T.I. 2020 - Present Chairman of the Board, Venture Incorporation Plc. 2018 - Present Chairman of the Audit Committee / Independent Director Venture Incorporation Plc. 2014 - Present Chairman of Advisor, CP Land Plc. 2014 - Present Chairman of the Board, Pacific Pipe Plc. 2020 - Present Chairman of the Audit Committee / Independent Director and Member of the Nomination and Remuneration Committee Chairman of the Audit Committee / Independent Director, Nusasiri Plc.	
non-listed companies	2007 - present Accounting and Finance Director Trepax Innovation Co., Ltd. 1990 - 2007 Director / Executive Director of Accounting and Finance Reppack Construction Co., Ltd. 2000 - present, Lecturer at Assumption University	
Holding a position in other businesses that may Causing a conflict of interest	-without-	
Meeting attendance in 2020	Attendance of the Board of Directors' Meetings 6/6 times Attendance of Audit Committee meetings 5/5 times	

Name-Surname	Assoc.Prof.Dr.Theeraporn Verathaworn	
Position	Independent Director Audit Committee Chairman of Nomination, Remuneration, Corporate Governance Committee	
Age	70 years	
Number and percentage of shareholding in the company	1,500,000 shares	
Family relationship Between the executives	-	
Education Qualifications	PhD in Statistics The University of Michigan, USA Master's Degree in Statistics Michigan State University, USA Bachelor of Science in Mathematics Second Class Honors, Chulalongkorn University	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 114/2015	
Significant work history in listed companies	2015-present Independent Director / Audit Committee / Risk Committee / Chairman of Nomination Compensation and corporate governance Committee, Kingsmen C.M.T.I. 2009 - Present Independent Director / Audit Committee, Muang Thai Life Assurance PCL.	
non-listed companies	2014 - present Retired Chief of Staff Chulalongkorn University 2011 - present Advisor to the Board of Education Preparatory School 2016 - Present Audit Committee Burapha University	
Holding a position in other businesses that may Causing a conflict of interest	-without-	
Meeting attendance in 2020	Attendance of the Board of Directors' Meetings 6/6 times Attendance of Audit Committee meetings 5/5 times	

Definition of Independent Committee.

1. Hold less than 1% of the total ordinary shares of the company, subsidiaries, major shareholder joint venture or authorized director of the company. The count must be inclusive of shares belong to the independent director's associates.
2. Never or used to be executive director, employee, consultant with fixed salary or the companies, corporations, subsidiary's, joint venture's, same level subsidiary's authorized person, majority shareholders or the company's authorized person, except being exempt from the above characteristic for at least 2 years prior to submitting the permit to the Securities and Exchange Commission Office. The above prohibited characters exclude the independent director who is a government employee or consultant who is majority shareholders or authorized director of the company.
3. Don't have a relationship directly or legally married to executives, majority shareholders, authorized person or person who has been nominated an executive position or subsidiary, including not being parents, siblings, children, and being in-law of such person as stated above.
4. Never or used to have business relationship with the company, corporation, subsidiary, majority shareholders, joint venture, majority shareholders or company's authorized person of which obstructed independent judgment, including not being or used to be significant shareholders or an authorized person having business relationship with corporation, subsidiary, joint venture, majority shareholders or the company's authorized person, except being exempt from the above characteristics at least two years before submitting application to Securities and Exchange Commission Office.
5. Never or used to be the company's, corporation's, joint venture's, major shareholders' auditor or the authorized person of the company and not a significant shareholder, authorized person or partner of the auditing firm that the company, corporation, subsidiary, joint venture, major shareholder auditor or authorized person of the company belong, except for being exempt from the above characteristic for at least 2 years before submitting application to Securities and Exchange Commission Office.
6. Never or used to be a professional service provider whose business includes legal or financial consultation, who receives more than 2 million baht per annual service fee from the company, corporation, subsidiary, joint venture, major shareholders or authorized person of the company and not a significant shareholders, authorized person or partner of the professional service provider, except for being exempt from the above characteristic for at least 2 years before submitting application to Securities and Exchange Commission Office.
7. Not an appointed committee by the representative of the company's director, major shareholders or shareholders who associate with majority shareholders of the company.
8. Not operate the same business and a significant competitive business with the company or subsidiary or not a significant partner in partnership or an executive director of such business, employees who earn fixed salary or hold more than 1% of the overall ordinary share of another company which operates the same business and be a significant competitor with the company or subsidiary.
9. No other characteristics preventing the independent opinion on the company's operation.

Articles of Association
Kingsmen C.M.T.I. Public Company Limited.
Related to the Shareholders' meeting.

Section 5

Board of Directors

- Article 15. For carrying out its business operations, the company shall have the board of directors comprising at least five (5) directors. Not less than one-half of the total number of directors and must have residence in the Kingdom of Thailand.
- A director may or may not be a shareholder of the company.
- Article 16. The shareholders meeting shall elect directors in accordance with the following rules and procedures:
- (1) A shareholder shall have one (1) vote per one (1) share;
 - (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as director, but may not divide his/her votes to any of such persons;
 - (3) The persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors required at such meeting. In case several persons receive equal votes, causing the number of directors to exceed the required number, the chairman of the meeting shall have a casting vote.
- Article 17. At every annual general meeting, one-third (1/3) of directors at that time shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office.
- The directors retiring from office may be re-elected.
- The directors to retire from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the directors having held office longest shall retire.
- Article 18. Apart from retirement by rotation, the directors shall vacate office upon:
- (1) Death;
 - (2) Resignation;
 - (3) Lack of qualifications, or possession of prohibited characteristics as specified by the laws governing public limited companies and the laws governing securities and exchange;
 - (4) Removal by a resolution of the shareholders meeting under Article 20;
 - (5) Removal by a court order.

Article 19. Any director who wishes to resign from the company shall submit a resignation letter to the company. The resignation letter will be by effective from the date of the resignation letter.

A director who resigns under the first paragraph may also notify the Registrar of his resignation.

Article 20. The shareholders meeting may pass a resolution removing any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote, and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote.

Article 21. In the event that the position of the director is vacant for any reason other than the expiration of the term. The committee shall select the qualified persons who does not have prohibited characteristics under the public limited companies act and the securities and exchange act to be a replacement director at the next board meeting, unless

The remaining term of that director shall be less than two (2) months, and the person who is replaced by the said director may hold office for only the remaining term of the director whom he or she replaces.

The resolution of the committee under the first paragraph must be made by a vote of not less than three-fourths (3/4) of the remaining number of directors.

Article 22. The directors shall be entitled to receive remuneration from the company in the form of reward, meeting allowance, as considered and approved by the shareholders meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the company's regulations.

Article 23. The committee shall elect one member to be the chairman of the board.

In the event that the Board deems it appropriate The Board may elect one or more directors to be the Vice Chairman. The Vice Chairman has duties in accordance with the regulations of the affairs assigned by the Chairman.

Article 24. At the board meeting, the director must be present of not less than half (1/2) of the number of directors in order to form a quorum and the chairman of the board shall act as the chairman of the board meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties, if there is a vice chairman. The Vice Chairman of the Board shall chair the meeting and the decision of the committee meeting shall be made by a majority of votes. One of the judges has one (1) vote. Voting, unless the director who has interests in any matter has no right to vote on that matter. If the votes are equal the chairman of the meeting shall have an additional vote (1) as a casting vote.

Article 25. In calling a meeting of the board of directors The Chairman or the person who has been assigned shall send the notice calling for the meeting. To directors no less than seven (7) days before the meeting date. Except in the urgent case need to protect the rights and interests of the company, the chairman will notify the meeting by other methods and set a meeting date earlier.

- Article 26. In operating of the company, the directors must perform their duties in accordance with the laws, objectives and regulations of the company. As well as resolutions of the shareholders' meeting with honesty and carefully to protect the interests of the company.
- Article 27. It is prohibited for the directors to operate the same nature of the company's business and competing with the main business of the company or being a partner with unlimited liability in a limited partnership or be a director of a limited company or any other public company limited that operating the same nature of business. Whether for one's own benefit or benefit others, unless he has informed the shareholders' meeting before a resolution is passed to appoint such director.
- Article 28. Directors must notify the company without delay. In the event that a director has interests, either directly or indirectly. In any contract makes by the company or in the event that the number of shares or debentures of the company or affiliates or affiliates held by the director is increased or decreased.
- Article 29. The board of directors must meet at least once per three (3) months in the province where the company's headquarters is located or nearby provinces or at any other place by setting the date, time and place in accordance with the chairman of the board.
- Article 30. The authorized directors are (2) directors who sign together and the company's seal. The meeting of the board of directors shall have the power to determine and amend the names of the authorized directors to bind the company.

Section 6

Meeting of Shareholders

- Article 31. The board of directors shall arrange for an annual general meeting of shareholders within four (4) months from the last day of the accounting year of the company.
- Shareholders meetings other than mentioned in the first paragraph shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders at any time it deems appropriate.
- Shareholders holding an aggregate number of shares not less than one-fifth (1/5) of the total shares sold, or not less than 25 shareholders holding an aggregate number of shares not less than one tenth (1/10) of the total shares sold, may at any time jointly sign and submit a written request to the board of directors for the convening of an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this case, the board of directors shall arrange for the shareholders meeting within one (1) month from the date of receiving the request from the shareholders.
- Article 32. In calling shareholders meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The shareholders meeting may be held in the province in which the head office of the company is located or in any other place as specified by the board of directors.

Article 33. At a shareholders meeting, at least twenty-five (25) shareholders and proxies, or not less than one-half of the total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders meeting, in case where one (1) hour has passed since the time which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.

Article 34. The chairman of the board shall preside over the shareholders meeting. In case the chairman of the board is absent or unable to perform his/her duties, the vice chairman shall act as the presiding chairman. If there is no vice chairman, or the vice chairman is absent or unable to perform his/her duties, the meeting shall elect a shareholder present at the meeting as the presiding chairman.

Article 35. In vote casting at the shareholders meeting, each share shall be counted as one vote. Any shareholder having particular interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders meeting shall require:

(1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.

(2) A vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:

- (a) Sale or transfer of the entire or partial material business of the company to another person;
- (b) Mergers and Acquisitions of other private company or public company limited;
- (c) Making, amending or terminating the lease of all or significant parts of the company's business. Assigning any other person to manage the company's business or merging with other parties for the purpose of sharing profits and losses.
- (d) Amendment to the Memorandum of Association or Articles of Association;
- (e) Increase or decrease of the registered capital of the company;
- (f) Dissolution of the company;
- (g) Issuance of debentures of the company;
- (h) Merger of business with other company;

Article 36. Businesses to be duly transacted at the Annual General Meeting are as follows:

- (1) To acknowledge the report of the board of directors on the company's business operations during the previous year.
- (2) To consider and approve the financial statement and the profit and loss statement.
- (3) To approve the appropriation of profits and dividend payment.
- (4) To elect directors in place of those retired by rotation.
- (5) To consider the remuneration of directors.
- (6) To appoint auditors and to fix audit fee; and
- (7) To consider other businesses.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form A

เขียนที่

Written at

วันที่..... เดือน พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ

I / we nationality

อยู่บ้านเลขที่..... ถนน ตำบล / แขวง.....

Reside at Road Sub-district

อำเภอ / เขต จังหวัด รหัสไปรษณีย์

District Province Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ.จำกัด (มหาชน)

I am/are a shareholder of Kingsmen C.M.T.I. Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้นและออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 Holding altogether shares with the right to vote for Votes as follow:

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Common stock.....Shares with the right to vote for.....votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. อายุ ปี อยู่บ้านเลขที่.....

Age years, reside at

ถนน ตำบล / แขวง อำเภอ/เขต

Road Sub-district District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal code or

2. อายุ ปี อยู่บ้านเลขที่.....
 Age years, reside at
 ถนน ตำบล / แขวง อำเภอ/เขต
 Road Sub-district District
 จังหวัด รหัสไปรษณีย์ หรือ
 Province Postal code or

3. อายุ ปี อยู่บ้านเลขที่.....
 Age years, reside at
 ถนน ตำบล / แขวง อำเภอ/เขต
 Road Sub-district District
 จังหวัด รหัสไปรษณีย์
 Province Postal code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
 ประจำปี 2565 ในวันจันทร์ที่ 18 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกา
 เลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the General Meeting of
 Shareholders for the year 2022, on Monday 18th April 2022 at 2:00 p.m. (BKK time), at the Gallery room on the
 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
 Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carries out by the proxy in the said meeting shall be deemed as having been carried out by myself
 / ourselves.

ลงชื่อ / signed ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ / signed ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ / signed ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appoints the proxy must authorize only one proxy to attend and vote at the meeting and may not spilt the number of shares to many proxies for splitting votes.

โปรดติดอากรแสตมป์ 20 บาท /Please affix Baht 20 Duty Stamp.

หนังสือมอบฉันทะแบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....

I/We nationality reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-district District

จังหวัด.....รหัสไปรษณีย์.....

Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....

Am/ are a shareholder of Kingsmen C.M.T.I Public Company Limited, holding altogether

หุ้นและออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

shares with the right to vote for votes as follow:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Common stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. อายุ ปี อยู่บ้านเลขที่.....

Age years, reside at

ถนน ตำบล / แขวง อำเภอ / เขต

Road Sub-district District

จังหวัด รหัสไปรษณีย์

Province Postal code หรือ/Or

2. พลตำรวจเอกวิเชียร พจน์โพธิ์ศรี อายุ 71 ปี, อยู่บ้านเลขที่ 88/128 หมู่ 3
 Pol.Gen.Wichean Potephosri age 71 years, reside at 88/128 Moo.3
 ตำบล/แขวง ศรีราชาศรีใหญ่ อำเภอ/เขต บางเสาธง จังหวัด สมุทรปราการ
 Sub-district SrisaJorakaeyai District Bangsaothong Province Samutprakan
 รหัสไปรษณีย์ 10540 หรือ
 Postal code 10540 Or
3. รศ.ดร.ธีระพร วีระถาวร อายุ 70 ปี, อยู่บ้านเลขที่ 383
 Assoc.Prof.Dr.Theeraporn Verathaworn age 70 years, reside at 383
 ถนน ลาดพร้าว ซอย 101 ตำบล/แขวง คลองเจ้าคุณสิงห์ อำเภอ/เขต วังทองหลาง
 Road Ladprao 101 Sub-district Chaokhunsingha District Wangthonglang
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10310 หรือ
 Province Bangkok Postal code 10310 Or
4. อาจารย์ธีรรัช โปษยานนท์ อายุ 60 ปี อยู่บ้านเลขที่ 200
 Arjarn Teerataht Poshyanonda age 60 years, reside at 200
 ถนน ท่าดินแดง 10 ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน
 Road Thadindang 10 Sub-district Klongsan District Klongsan
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10600
 Province Bangkok Postal code 10600

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น ประจำปี 2565 ในวันจันทร์ที่ 18 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกา เลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the General Meeting of Shareholders for the year 2022, on Monday 18th April 2022 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 In this meeting, I/we grant my /our proxy to consider on my/our behalf as follows.

วาระที่ 1 เรื่องที่ประธานแจ้งให้ทราบ

The issues to be raised by the Chairman.

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2564

To acknowledge the operating performance of the year 2021.

วาระที่ 3 พิจารณาอนุมัติงบการเงินสำหรับปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

To consider and approve the Company's financial statements for the year ended December 31, 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานอมนัดจ่ายปันผลประจำปี 2564

To consider and approve omitted dividend payment of the year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

To consider and approve the re-appointment of directors retired by rotation.

1. นายประวิทย์ ศรีบัณฑิตมงคล

Mr. Pravit Sribanditmongkol

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นางพูนสุข พิเศษสิทธิ์

Ms. Poonsook Pisessith

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายธีรรัช โปษยานนท์

Mr. Teerataht Poshyanonda

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการเพิ่มจำนวนกรรมการ 7 ท่านเป็น 8 ท่าน โดยแต่งตั้งกรรมการเข้าใหม่จำนวน 1 ท่าน

To consider and approve the increase of the number of directors in the Company from 7 to 8 by proposing to appoint 1 new director.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 11 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

To consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4 to reflect the capital increase

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 12 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท เพื่อรองรับการออกและเสนอขายหุ้นกู้แปลงสภาพให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of Convertible Debentures to a private placement

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 13 พิจารณาเรื่องอื่น ๆ (หากมี)

Other matters (if any).

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case of the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intention as specified herein, shall be deemed to be the action performed by myself/ourselves.

ลงชื่อ.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ในกรณีที่วาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

Note:

1. The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not spilt the number of his or her shares between many proxies in order to spilt his or her votes.
2. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this proxy Form B.

ต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

ในการประชุมผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 18 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น For the General Meeting of Shareholders for the year 2022, on Monday 18th April 2022 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani or such other date, time and place as the Meeting may be held.

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapproved

Abstain

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ไม่เห็นด้วย

ไม่เห็นด้วย

ไม่เห็นด้วย

Disapproved

Disapproved

Disapproved

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ไม่เห็นด้วย

Disapproved

ไม่เห็นด้วย

Disapproved

งดออกเสียง

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ไม่เห็นด้วย

Disapproved

ไม่เห็นด้วย

Disapproved

ไม่เห็นด้วย

Disapproved

หนังสือมอบฉันทะแบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For the shareholders who are specified in the register as a foreign investors and have appointed a custodian in Thailand to be a share depository and keeper)

Proxy Form C

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....

I/We

nationality

reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road

Sub-district

District

จังหวัด.....รหัสไปรษณีย์.....

Province

Postal code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (custodian) ให้กับ

As the Custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ จำกัด (มหาชน) (“บริษัทฯ”)

Who is a shareholder of Kingsmen C.M.T.I Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total number of shares with the right to vote for votes as follow:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Common stock

shares with the right to vote for

votes

(2) ขอมอบฉันทะให้

Hereby appoint (please choose one of following)

1. อายุ ปี อยู่บ้านเลขที่.....
Age years, reside at
ถนน ตำบล / แขวง อำเภอ / เขต
Road Sub-district District
จังหวัด รหัสไปรษณีย์
Province Postal code

หรือ /Or

2. อายุ ปี อยู่บ้านเลขที่.....
Age years, reside at
ถนน ตำบล / แขวง อำเภอ / เขต
Road Sub-district District
จังหวัด รหัสไปรษณีย์
Province Postal code

คนหนึ่งคนใดเพียงคนเดียว / Anyone of these persons

2. มอบฉันทะให้กรรมการอิสระของบริษัท Appoint Independent Directors of Company
- พลตำรวจเอกวิเชียร พจน์โพธิ์ศรี / Pol.Gen.WicheanPotephosri
 - นายธีรรัช โปษยานนท์ / Teerataht Posyanonda
 - รศ.ดร. ธีระพร วีระถาวร / Assoc. Prof. Dr. Theeraporn Verathawon

(รายละเอียดประวัติกรรมการที่เป็นผู้รับมอบฉันทะปรากฏตามเอกสารแนบ ในหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2564 หน้า 40-42)
(Profiles of above directors are shown in the Notice of the 2021 Annual General Meeting of Shareholders page 40-42)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 18 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกา เลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the General Meeting of Shareholders for the year 2022, on Monday 18th April 2022 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we grant my /our proxy to consider on my/our behalf as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

หุ้นสามัญหุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and have the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง

Total rights to vote equal to

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we grant my /our proxy to consider on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ทราบ

The issues to be raised by the Chairman.

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2564

To acknowledge the operating performance of the year 2021.

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

To consider and approve the Company's financial statements for the year ended December 31, 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติงดจ่ายปันผลประจำปี 2564

To consider and approve omitted dividend payment of the year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

To consider and approve the re-appointment of directors retired by rotation.

1.นายประวิทย์ ศรีบัณฑิตมงคล

Mr. Pravit Sribanditmongkol

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

2.นางพูนสุข พิเศษสิทธิ์

Ms. Poonsook Pisessith

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

3.นายธีรรัช โปษยานนท์

Mr. Teerataht Poshyanonda

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานุมัติการเพิ่มจำนวนกรรมการ 7 ท่านเป็น 8 ท่าน โดยแต่งตั้งกรรมการเข้าใหม่จำนวน 1 ท่าน

To consider and approve the increase of the number of directors in the Company from 7 to 8 by proposing to appoint 1 new director.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติจ่ายค่าตอบแทนกรรมการประจำปี 2565

To consider and approve the director's remuneration for the year 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
|-----------------------------------|--------------------------------------|-------------------------------------|

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2565

To consider and approve the appointment of the auditor and remuneration for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณานุมัติการแก้ไขข้อบังคับบริษัท

To consider and approve Amendments to the Articles of Association

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 10 พิจารณานุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

To consider and approve the issuance and offering of Convertible Debentures to a private placement.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 11 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

To consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4 to reflect the capital increase

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 12 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท เพื่อรองรับการออกและเสนอขายหุ้นกู้แปลงสภาพให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of Convertible Debentures to a private placement

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 13 พิจารณาเรื่องอื่น ๆ (หากมี)

Other matters (if any).

(7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case of the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intention as specified herein, shall be deemed to be the action performed by myself/ourselves.

ลงชื่อ.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ:

1. หนังสือมอบฉันทะแบบ ค นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งคัสโตเดียน (custodia) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะคือ
 - 2.1 หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - 2.2 หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่มีวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

Note:

1. The proxy form C is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. The documents needed to be attached to this proxy form C are
 - 2.1 Power of attorney from the shareholder empowering the custodian to sign this proxy form C on his/her behalf.
 - 2.2 Document confirming that the person who signed this Proxy Form C is permitted to operate the custodian business.

3. The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
4. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this proxy Form C provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ จำกัด (มหาชน)

A proxy is granted by a shareholder of Kingsmen C.M.T.I Public Company Limited.

ในการประชุมผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 18 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

For the General Meeting of Shareholders for the year 2022, on Monday 18th April 2022 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani or such other date, time and place as the Meeting may be held.

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapproved

งดออกเสียง

Abstain

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- ไม่เห็นด้วย ไม่เห็นด้วย ไม่เห็นด้วย
Disapproved Disapproved Disapproved

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- ไม่เห็นด้วย ไม่เห็นด้วย งตออกเสียง
Disapproved Disapproved

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- ไม่เห็นด้วย ไม่เห็นด้วย ไม่เห็นด้วย
Disapproved Disapproved Disapproved

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 11, 2022. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure 10) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
 - 2.1 Shareholders who are natural persons:
 - If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official I.D. card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.
 - 2.2 Shareholders who are juristic persons:
 - If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)

- The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company April 11, 2022.
 - Email channel: companysecretary@kingsmen-cmti.com
 - Postal channels: Kingsmen C.M.T.I. Public Company Limited.
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the April 11, 2022, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/ tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 9) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within April 11, 2022. via the following channels:

- Email channel: companysecretary@kingsmen-cmti.com
- Postal channels: Kingsmen C.M.T.I. Public Company Limited.
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to

vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: companysecretary@kingsmen-cmti.com
 - By mail: Kingsmen C.M.T.I. Public Company Limited.
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150

Voting at the Shareholders' Meeting

Voting methods and electronic vote counting

1. Since this meeting is a meeting via electronic media Therefore, the ballots were not printed for the attendees.
2. To vote Ask the shareholders to go to the E-Voting tab to vote in each agenda within the specified time (1 minute). Vote confirmation? Press OK to confirm the vote.
3. In the event that the shareholder wishes to change the vote Can be done by pressing the new score again. If the agenda has been closed for voting Shareholders will not be able to vote. or change the vote. For attendees via mobile devices or tablets, please switch from Zoom back to Chrome to vote in the E-Voting menu.
4. 4. When you have finished voting Please return to the E – meeting window (zoom program) to continue watching the video and audio of the meeting.
5. The system will collect points. by counting the total votes from those who voted via E-Voting and those who voted in advance via proxy

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:

- By Email: companysecretary@kingsmen-cmti.com
- Telephone: 02-052-8008 Ext. 335 or Ms. Phattharin 087-575-4114
- By mail: Kingsmen C.M.T.I. Public Company Limited.

9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150

2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท คิงส์เมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน)

Being a shareholder of Kingsmen C.M.T.I. Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565

I would like to participate the E-AGM for Annual General Meeting 2022

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 10 วิธีการเข้าร่วมประชุม ภายในวันที่ 11 เมษายน 2565

Please submit the required document per an attachment 11 by April 11, 2022

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Privacy Notice

For the Annual General Meeting of Shareholders 2022

Kingsmen C.M.T.I. Public Company Limited. (the Company) greatly aware of the personal data protection of shareholders and/ or proxy holders in accordance with the Privacy Data Protection Act B.E. 2562. The Company would like to inform the shareholders and/ or proxy holders regarding the information and rights under the law as follows:

Objective and Necessary to collect your Personal Data

The Company is necessary to collect personal data regarding shareholders and /or proxy holders. Personal data consists of the following:

1. General Personal Data such as name, surname, identification number, date of birth, gender, nationality, shareholder identification number, number of shares, bank account number, image and video recording of the meeting etc.
2. In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder's personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.
3. Shareholders' contact Information and registration information related to electronic systems access such as Address, Telephone number, Email, IP Address (in case of online access to the meeting)

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

However, The Company may collect your Personal Data directly from shareholders and/or proxy holders from Thailand Securities Depository Company Limited ("TSD") as the Company registrar), but only in necessity and in accordance with measures required by law.

Purpose of Collection, Use and Disclosures of Personal Data

The Company collects, uses and discloses your Personal Data for following purpose:

1. Inviting the Annual General Meeting of Shareholders for the year 2022 and holding the Annual General Meeting of Shareholders as required by law, or delivering documents as requested by shareholders
2. Probably disclosing Personal Data to other persons or regulatory authorities related to the mentioned purposes as required by law such as Department of Business Development; Ministry of Commerce, SET and Electronic conferencing administrator.
3. Using for promoting the Company's public relations under legitimate interest basis and the interests of the Company shall not override the fundamental rights and freedoms of the shareholders and/or proxy holders.

Retention Periods for Personal Data

The Company will retain your Personal Data within the period specified by relevant laws, and will collect, use and disclose your Personal Data for the necessary duration, as defined in this Privacy Notice. If 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).

Owner's right of Data Subject

As the owner of the personal data, you have the rights set forth in the Personal Data Protection Act B.E. 2562, which may include the rights to withdraw the consent, to access and obtain a copy of your Personal Data, to correct, delete or clean up your Personal Data, refuse to processing of your Personal Data, rights to transfer your Personal Data according to the legal method stipulated, rights of complaint and rights to object to the processing or disclosing your Personal Data.

In this regard, the company reserves the right to consider the request to exercise your rights and process in accordance with personal data protection act 2019.

Contact Information

To contact the Company to exercise those rights or others under the Personal Data Protection Act B.E. 2562, please contact; Company Secretary

Kingsmen C.M.T.I. Public Company Limited.

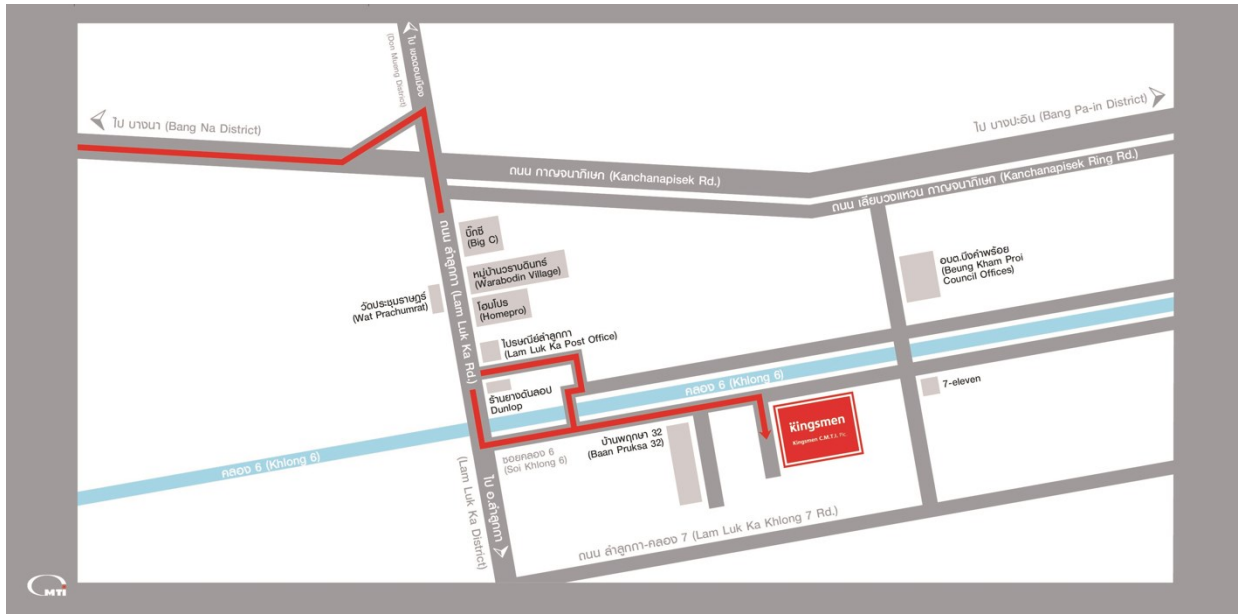
Website: www.kingsmen-cmti.com

9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka , District, Pathum Thani. 12150

Tel. 02-052-8008 E-mail : companysecretary@kingsmen-cmti.com

Location Map.

At the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka , District, Pathum Thani. 12150 Tel. 02-052-8008



Dear shareholders,

The Company has prepared the Annual Report for the year 2021 which contains information according to the regulations of the Securities and Exchange Commission in the form of QR Code and has delivered to the shareholders together with this invitation letter.

If you shareholders wish to receive the annual report 2021 published in hard copy format. Please inform the details through the channels specified below to the company. To deliver to you according to your next request as well

My name is surname.....
Residing at home numberroad..... Sub-district
District / District Province Postal code
Contact phone number Email

Shareholders can send details of requesting documents to the company at:

Tel. 02 052 8008 ext. 335 or e-mail: companysecretary@kingsmen-cmti.com

Or contact to request / or Send it back to the company at

**Kingsmen C.M.T.I. Public Company Limited.
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district,
Lam Luk Ka District,
Pathum Thani 12150, Thailand
Attention: company secretary**