

kingsmen

Kingsmen C.M.T.I. Plc.



1989 - 2024
35th Anniversary

Notice to the 2024 Annual General Meeting of Shareholders.

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

Monday, April 29, 2024, at 2:00 p.m. (BKK time),

Via Electronic Media (E-AGM) only.

Re: Notice to the 2024 Annual General Meeting of Shareholders.

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

Enclosure:

1. 2023 Annual Report in QR Code format.
2. Information of persons nominated candidates for election as directors in place of those who are due to retire by rotation.
3. Information summary of the issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) to the existing shareholders in proportion to their shareholding of the company.
4. Capital Increase Report Form (F53-4).
5. Information of independent directors for proxy of shareholders.
6. Definition of Independent Director.
7. The Company's Articles of Association only in relation to the shareholders' meeting.
8. Proxy Form A, Form B and Form C.
9. Rules for attending the shareholders' meeting via electronic media (E-AGM)
10. Documents requesting to attend the meeting via electronic media.
11. Personal Data Protection Notice (Privacy Notice).
12. Location Map.
13. 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.1/2024 resolved to convene the 2024 Annual General Meeting of Shareholders on Monday, April 29, 2024, at 2:00 p.m. (BKK time), via electronic media (E-AGM) 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 various matters, according to the following agenda.

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

Agenda No.2: To acknowledge the operating performance of the year 2023.

Facts and reasons:

The Company has prepared a report to the Board of Directors regarding the Company's operating results for the year 2023 ending December 31, 2023, which shows the company's operating results for the year 2023 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 2023 ending December 31, 2023 in accordance with annual report which was delivered to the shareholders together with the notice of this meeting as per Enclosure 1.

Board of Directors' Opinion:

The Board of Directors deemed it appropriate to report the company's operating results for the year 2023 at the Annual General Meeting of Shareholders for acknowledgement.

Votes for approval:

It is an agenda is for acknowledgment therefore, there was no voting.

Agenda No.3: To consider and approve allocation of net profits as legal reserve 2023.

Facts and reasons:

According to the Public Limited Companies Act B.E. 2535, Section 116 requires the company to allocate a portion of its annual net profit as reserve of not less than 5 percent of annual net profit. Until the reserve is not less than 10 percent of the registered capital.

According to the company's operating results in the fiscal year ended December 31, 2023, the company has net profit for the year 2023 and therefore allocating the net profit as legal reserves according to the law for the fiscal year 2023, in the amount of 800,000 Baht, or approximately 5.74% of the net profit derived from the business operations from January 1, 2023 to December 31, 2023 as per the consolidated financial statements. This will result in the total legal reserves of the Company amounting to 800,000 Baht.

Board of Directors' Opinion:

It was deemed appropriate to propose to the shareholders' meeting to consider and approve allocation of net profits as legal reserve 2023.

Votes for approval:

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

Agenda No.4: To consider and approve the Company's financial statements for the fiscal year ending 31 December 2023.

Facts and reasons:

The Board of Directors has arranged for the preparation of financial statements for the fiscal year ended December 31, 2023 and certified by a certified public accountant to be present to the shareholders' meeting for consideration and approval at the annual general meeting according to Section 112 of the Public Limited Companies Act B.E. The details are shown in the 2023 annual report in Enclosure 1.

Board of Directors' Opinion:

It was deemed appropriate to propose to the shareholders' meeting to consider and approve the company's financial statements for the fiscal year ended December 31, 2023, which has been audited by a certified public accountant 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.5: To consider and approve the omission of dividend payment of the year 2023.

Facts and reasons:

According to the Public Limited Companies Act B.E. 2535, Section 115 requires only the company pays dividends from profits. The company has a policy to pay dividend at a rate of not less than 30 percent of the net profit from the separate financial statements after deducting corporate income tax and various reserves, all types as specified 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.

According to the company's operating results in the fiscal year ended December 31, 2023, the company has revenue of THB 725,216,456 from the separate financial statements and has net profit for the year 2023 of THB 14,147,453 from the separate financial statements. The company is aware that when there is net profit, it is able to pay dividends to shareholders according to the law. However, in order to provide the optimum advantages to shareholders, the Company deems appropriate to accumulate more profits to be able to pay higher dividend rates in the future. Therefore, it is considered appropriate to refrain from paying dividends for the operating outcomes of 2023.

Details of the dividend payment	2018	2019	2020	2021	2022	2023
1. Net profit for the year according to the specific financial statements.	73,979,973	-144,255,694	-130,554,155	-43,986,348	1,955,269	14,147,453
2. Number of shares at the year end.	239,999,562	239,999,562	239,999,562	359,999,536	546,665,669	559,456,883
3. Annual dividend per share.	0.1	-	-	-	-	-
4. Annual dividend (baht / share)	23,999,956.20	-	-	-	-	-
5. 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 year 2023 as proposed.

Votes for approval:

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

Agenda No.6: Consider the electing of 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, the directors shall leave the position, one third as the rate or the closet number 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 2 directors who have retired from the position are:

Mr. Chayawat Pisessith	Chairman of the Board
Mr. Sanguan Srinakarin	Director

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:

The Nomination and Remuneration Committee have considered in accordance with the criteria and methods of recruiting which appear in the 2023 Annual Report (Enclosure 1 - Nomination, Compensation and Corporate Governance Committee) by considering the 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 relevant and qualifications of directors in various fields individually saw that 2 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 time is useful to the company and both directors are not prohibited qualifications and does not operate any business or holding shares in any business that competes with the company's operations. The Nomination and Remuneration Committee therefore recommends both directors to be re-elected for another term. The details of the biography of two directors appear in Enclosure 2.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate to propose in the 2024 Annual General Meeting of Shareholders to consider and approve to elect 2 directors who have to retire by rotation to be re-appointed as directors for another term. In this regard, information and brief biographies of two directors and definition of independent director details are in attachments 2 and 6, respectively.

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 2024

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. 1/2024 on February 20, 2024, 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. 1/2024 on February 23, 2024.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate to propose in the 2024 Annual General Meeting of Shareholders to determine the remuneration of the company's directors and sub-committees for the year 2024 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	2023	2024	Change from 2023
Chairman	30,000	30,000	- Remains the same -
Directors	20,000	20,000	- Remains the same -
Nomination, Compensation, and Corporate Governance Committee and Sustainability and Risk Management Committee			
Position	2023	2024	Change from 2023
Chairman	20,000	20,000	- Remains the same -
Directors	10,000	10,000	- Remains the same -

Note

1. Executive Directors of the company waive the right to receive the meeting allowance.
2. Meetings between non-executive directors without the presence of management, the Audit Committee waived the right to receive meeting allowances.

▪ **Directors' bonus**

The Company will consider paying the directors' bonuses annually depending on the overall performance, in total not exceeding 5 million baht per year (executive directors do not receive bonus)

Net profit less than 30 million baht	➢ directors will not accept bonus
Net profit 30-50 million baht	➢ 100,000-200,000 baht/person
Net profit more than 50-100 million baht	➢ 200,000-400,000 baht/person
Net profit more than 100 million baht	➢ to be further considered but altogether will not exceed 5 million baht.

▪ **Other benefits**

-None-

Votes for approval:

Not less than two-thirds of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda No.8: To consider and approve the appointment of the company's auditor and audit fee for the year 2024.

Facts and reasons:

In order 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 the same auditor can be re-appointed. Therefore, at this annual general meeting of shareholders, it is necessary to appoint and auditor and determine the audit fee of the company for the year 2024. 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. Ms. Nongram Laohaareedilok	4334	AST Master Company Limited.	3
2. Ms. Pornthip Lerththanongsak	7633		-
3. Ms. Chamaporn Rodloytuk	9211		4
4. Ms. Sunantha Kamsuk	8207		-

To be the company's auditor for the year 2024 and the audit fee at the amount of THB 1,150,000 a increase of THB 50,000 from the year 2023. In this regard, no relationship and no conflict of interest with 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 supervise that the financial statements can be prepared in time.

Board of Directors' Opinion:

The Board of Directors agreed with the proposal of the Audit Committee. To propose to the 2024 Annual General Meeting of Shareholders to appoint an auditor as proposed above and determine the audit fee with the total amount of THB 1,150,000.

Votes for approval:

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

Agenda No.9: To consider and approve the issuance and offering of warrants to purchase the ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) to the existing shareholders in proportion to their shareholding with free of charge.

Facts and reasons:

The issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) in the amount of not exceeding 39,961,206 units, without value (Offering price per unit equal to 0.00 baht), representing ordinary shares allocated to support the exercise of warrants of not exceeding 39,961,206 shares at the rate of 14 ordinary share per 1 unit of warrant. Details appear in the summary of the issuance and offering of warrants to purchase the ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) to the existing shareholders in proportion to their shareholding of the company (Enclosure 3) and capital increase report form (F53-4) (Enclosure 4).

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) in the amount of not exceeding 39,961,206 units, without value (Offering price per unit equal to 0.00 baht), representing ordinary shares allocated to support the exercise of warrants of not exceeding 39,961,206 shares at the rate of 14 ordinary share per 1 unit of warrant and if there is a fractions of the warrants (K-W3) arising from the calculation, such fractions shall be discarded. The exercise ratio of warrant is 1 unit of warrant (K-W3) per 1 ordinary share, the warrant to purchase ordinary shares of

Kingsmen C.M.T.I. Public Company Limited (K-W3) will be valid for 2 years from the date of issuance and offering. The right can be converted into ordinary shares every 6 months and the exercise price is 3.00 baht per share.

In the process of issuing and offering warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) allows the Board of Directors and/or the Managing Director and/or any other person appointed and assigned by the Board of Directors and/or the Managing Director to have the power to perform various actions relevant or necessary as appropriate.

Votes for approval:

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

Agenda No.10: To consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the registered capital of the company.

Facts and reasons:

In accordance with Agenda 11, the Company plans to prepare and build financial flexibility and as a reserve for working capital within the business and to be a return to the shareholders of the company. To be consistence with the increase in the registered capital of THB 19,980,603.00 from the existing registered capital THB 279,728,441.50 to a new registered capital of THB 299,709,044.50 by issuing ordinary shares with par value of THB 0.50 to support the exercise of rights to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3). Details appear in the capital increase report form (F53-4) (Enclosure 4).

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of registered capital. Details are as follows.

"No 4,	Registered Capital	299,709,044.50 Baht	(Two hundred and ninety-nine million, seven hundred and nine thousand, forty-four Baht Fifty stang)
	Dividend into	599,418,089 Shares	(Five hundred and ninety-nine million, four hundred and eighteen thousand, eighty-nine Shares)
	Par value per	0.50 Baht	(Fifty stang)
	Divided by:		
	Common Stocks	599,418,089 Shares	(Five hundred and ninety-nine million, four hundred and eighteen thousand, eighty-nine Shares)
	Preferred Stocks	- Shares	(- Shares)"

In this regard, authorize a person appointed and assigned by the Board of Directors to have the authority to proceed with the registration of the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, including having the power to take any relevant and necessary actions in order to complete the registration of the amendment of the Memorandum of Association.

Votes for approval:

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

Agenda No.11: To consider and approve the allocation of ordinary shares to accommodate the exercise of the warrants of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3).

Facts and reasons:

In order to be in line with the increase of the company's registered capital as mentioned in agenda 9 and 10 in order to comply with the law. Therefore proposed to The Board of Director's meeting to consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of the warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) in the amount of not exceeding 39,961,206 shares at the par value of THB 0.50 per share

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose in the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary share in the amount of not exceeding 39,961,206 shares to accommodate the exercise of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) to the existing shareholders of the company, free offering value (The offering price per unit is 0 baht) with an allocation ratio of 14 newly issued ordinary share per 1 unit of warrants. The warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3) will be valid for 2 years from issuance and offering date with the exercise price of 3.00 baht per share.

In this regard, authorize a person appointed and assigned by the Board of Directors to have the authority to proceed with the registration of the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, including having the power to take any relevant and necessary actions in order to complete the registration of the amendment of the Memorandum of Association.

Votes for approval:

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

Agenda No.12: Other matters (if any).

Therefore, the shareholders are invited to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) on the date and time mentioned above.

In this regard, the Company requests cooperation from all shareholders to study the clarification on the evidence required for attending the meeting, registration process and voting in the 2024 Annual General Meeting of Shareholders (Enclosure 9). The Company will conduct the meeting accordance with the company's articles of association related to the shareholders' meeting, details as shown in (Enclosure 7).

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 8). In case the shareholder is a foreign investor and appoints a custodian in Thailand to be a share depository and custodian, 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 custodian, 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 their proxies. The name list and details shown in Enclosure 5.

In this regard, the company requests for cooperation from shareholders to submit the proxy form together with supporting documents of shareholders and proxies in accordance with the criteria set by the company to the company by submitting the original documents 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 19, 2024, when the company receives the proxy form from you, the company will pay the stamp duty in electronic format according to the 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. Chayawat Pisessith	
Position	Chairman of the Board	
Date of appointment as a director First time	January 6, 2015	
Age	74 years	
Number and percentage of shareholding in the company	106,518,469 shares	
Family relationship Between the executives	Poonsook Pisessith's husband	
Education Qualifications	Bachelor of Science in Medical Science Chulalongkorn University	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 97/2012 Audit Committee Program (ACP) Class 41/2012 Financial Statements for Directors (FSD) Class 18/2012 Role of the Chairman Program (RCP) Class 33/2015 Ethical Leadership Program (ELP) Class 7/2017	
Significant work history in listed companies	1989 - Present Founder and Chairman of the Board, Kingsmen C.M.T.I. Plc. 2016 - Present Member of Nomination, Compensation, and Corporate Governance Committee Kingsmen C.M.T.I. Plc. 2002 - 2022 Independent Director / Audit Committee / Member of the Good Corporate Governance Committee / Member of the Nomination and Remuneration Committee Chularat Hospital Plc.	
Non-listed companies	2019 - Present Chairman of Racing Committee, The Royal Bangkok Sports Club 2015 - Present President, Contract Bridge League of Thailand 2023 - Present Vice President, Thai Environmental and Community Development Association 2017 - Present Advisor, Sports Correspondents Association of Thailand	
Holding a position in other businesses that may Causing a conflict of interest	- None -	
Meeting attendance in 2023	Attendance of the Board of Directors' Meetings 7/7 times (100%) Attendance of Nomination, Compensation, and Corporate Governance Committee ' Meetings 2/2 times (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. Sanguan Srinakarin	
Position	Director	
Date of appointment as a director First time	June 6, 2002	
Age	69 years	
Number and percentage of shareholding in the company	- Shares	
Family relationship Between the executives	- none -	
Education Qualifications	Bachelor's Degree (Business Administration), Economics And agricultural administration California State 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	2002 - Present Director, Kingsmen C.M.T.I. Plc.	
non-listed companies	2015 - Present Director, C&S Bangkok (2015) Company Limited 2015 - Present Director, C&S Pattaya 2015 Company Limited 2015 - Present Executive Director, The Hideaway Company Limited 1988 - Present Director of Polymer Engineering and Trading Company Limited 1985 - Present Partnership Manager Fuyee Thai Electricity Authority 2014	
Holding a position in other businesses that may Causing a conflict of interest	- none -	
Meeting attendance in 2023	Attendance of the Board of Directors' Meetings 6/7 times (86%)	
Criteria / Recruitment Method	Considered suitability by the Nomination, Compensation and Corporate Governance Committee in addition to the past performance as a director.	

Information summary

Characteristics, conditions and essence of the issuance and offering of warrants to purchase newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3).

Issuance and offering of warrants to purchase newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3) ("Warrants" or "K-W3"), the details are as follows:

1. Details of the Offering.

The Board of Directors' Meeting No. 1/2024, held on February 23, 2024, resolved to approve the propose to the 2024 Annual General Meeting of Shareholders to consider and approve the issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) in the amount not exceeding 39,961,206 units, free of charge (Offering price per unit equal to 0.00 baht), representing ordinary shares allocated to support the exercise of warrant of not more than 39,961,206 shares at the rate of 14 ordinary share per 1 unit of warrants and if there is a fractions of the warrants (K-W3) arising from the calculation, such fractions shall be discarded. The exercise ratio of the warrants is 1 unit of warrant (K-W3) per 1 ordinary share by warrant to purchase ordinary share of Kingsmen C.M.T.I. Public Company Limited (K-W3) will be valid for 2 years from the date of issuance and offering. The right can be converted into ordinary shares every 6 months and the exercise price is 3.00 baht per share.

2. Details of the warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3)

Type and category of warrants	Specified holder's name and transferable.
Number of warrants offered for sale	Not exceeding 39,961,206 units.
Par value of the shares	THB 0.50
Offering price per unit.	THB 0.00
Allocation method	Warrant allocation to the existing shareholders of the company whose names appear in the register book will be entitled to the allocation of the warrants (Record Date) on June 6, 2024 at the ratio of 14 ordinary shares per 1 unit of warrants. In the event that there are fractions of the warrants remaining from the calculation according to the allocation ratio of such warrants, such fractions shall be discarded in full amount.
Exercise ratio	1 unit of warrant per 1 ordinary share. However, the exercise ratio may be changed later according to the rights adjustment conditions.
Exercise price (per unit)	3.00 baht (Three Baht) per share. However, the exercise price may change later according to the rights adjustment conditions.

	In case, if the exercise price is adjusted, the exercise price must not lower than the par value of the company's shares at that time.
Date of issuance and offering of warrants	Date of issuance and offering of warrants will require the Board of Directors and/or the Managing Director and/or any other person appointed and assigned by the Board of Directors and/or the managing director has the authority to take any relevant or necessary actions as appropriate after approval from the shareholders' meeting.
Term of the warrants	Will be valid for 2 years from the date of issuance and offering of warrants.
Number of ordinary shares to be allocated and reserved to accommodate the warrants	Not exceeding of 39,961,206 shares In this regard, the company will offer shares reserved for the exercise of rights to be completed according to the term of the warrants.
Rights adjustment	<p>The company will adjust the exercise price and/or the exercise ratio according to the conditions for the rights adjustment and/or issuance and allocation of newly issued ordinary shares of the company to accommodate the rights adjustment (by seeking the approval from the 2024 Annual General Meeting of shareholders to issue and allocate newly issued ordinary shares to accommodate for the rights adjustment prior to the issuance and allocation of newly issued ordinary shares to accommodate the right adjustment). When there is any event as specified in the term and conditions of the warrant which is an event with the characteristics as specified under Clause 11 (4) (Khor) of the Notification of the Capital Market Supervisory Board No. Tor Chor 34/2551 re: newly issued shares and newly issued shares to accommodate warrants Including announcements or other amended requirements or in lieu of the said announcement or any other similar events such as.</p> <p>(a) When there is a change in the par value of the company's shares as a result of consolidation or split of shares.</p> <p>(b) When the company offer newly issued share at a low price.</p>

	<p>(c) When the company offers convertible debentures at low price or warrants are offered in low price</p> <p>(d) When the company pays dividends in whole or in part by paying in the form of newly issued shares to the shareholders of the company.</p> <p>e) When the company pays dividends in cash which exceeds the rate specified in the terms and conditions.</p> <p>(f) Where there is any other events similar to those described under (a) to (e) which could cause the warrant holders will be received less benefits upon exercise.</p>
Methods and periods of Exercise and maturity date	<p>The warrant holders can exercise the right to purchase newly issued of ordinary shares of the company. According to the warrant every 6 months after the date of issuance of the warrants. The first exercise date is the last business day which will be on November 30, and the last exercise date will be valid for 2 years from the issuance and offering date.</p> <p>In the event that any exercise date (Including the last exercise date) is not a business day, such exercise date shall be rescheduled to the preceding on business day with details in accordance with the terms and conditions of the warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3).</p>
Periods for notification of intention to exercise the warrants.	<p>During the exercise periods, warrant holder can express their intention to exercise their rights to purchase the company's ordinary shares between 9.00 am and 4.00 pm on the company's business days. The intention to exercise the rights to purchase ordinary shares must be made 5 business days prior to the exercise date. Notification of intention to exercise Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) warrants on the last exercise date must be made to the company 15 days prior to the last exercise date.</p>
Inability to cancel the notification of intention to exercise the rights	<p>When the warrant holder has notified the intention to exercise the rights to purchase ordinary shares under the warrants, such notification cannot be canceled.</p>
Secondary market of warrant (K-W1)	<p>The company will listed the warrant on the Stock Exchange of Thailand ("SET") or Market for Alternative Investment (mai)</p>

Secondary market for ordinary shares arising from the exercise of warrants (K-W2)	The Company will list the ordinary shares arising from the exercise of the rights to purchase ordinary shares under the warrants as listed securities on the SET or the Market for Alternative Investment (mai)
Registrar	Thailand Securities Depository Co., Ltd.

3. Objectives of warrants and usage plan of proceeds.

Details appear in the Capital Increase Report Form. (F53-4) (Enclosure 4)

4. Effects on existing shareholders from this offering of warrants.

(1) Price dilution

(2) Earnings per share dilution, and

(3) Effect on voting rights of existing shareholders (Control Dilution)

Details appear in the Capital Increase Report Form. (F53-4) (Enclosure 4)

5. Effect on the existing shareholders from the offering of company's newly issued ordinary shares.

Details appear in the Capital Increase Report Form. (F53-4) (Enclosure 4)

(F53-4)

Capital Increase Report Form.
Kingsmen C.M.T.I. Public Company Limited
23 February 2024

We, Kingsmen C.M.T.I. Public Company Limited (the Company), would like to report on the resolutions of the Board of Directors Meeting No. 1/2024, held on February 23, 2024, relating to the reduction of registered capital, increase of the registered capital, issuance and offering of newly-issued ordinary shares and issue warrants, details are as follows:

1. Capital Increase

Board of Directors Meeting has resolved to propose to the 2024 Annual General Meeting of Shareholders which will be held on April 29, 2024 to consider and approve the increase of the Company's registered capital from the existing registered capital of THB 279,728,441.50 to new registered capital of THB 299,709,044.50 by issuing new ordinary shares to increase capital in the amount of not exceeding of 39,961,206 shares at the par value of THB 0.50 per share. Totaling THB 19,980,603.00 in the following manners:

Type of Capital Increase	Type of shares	Number of Shares	Par Value (THB/share)	Total (THB)
Specifying the Purpose of Proceeds Utilization	Ordinary	39,961,206	0.50	19,980,603.00
General Mandate				

2. Allocation of the Newly-issued Ordinary Shares

2.1 Specifying the purpose of utilizing the funds.

Allocated to	Number of Shares	Ratio (Old : New)	Offering Price (THB/share)	Subscription and Payment Period	Remark
To support the exercise of warrants to purchase ordinary shares of the Company No. 3 (K-W3).	Not exceeding 39,961,206	14 : 1	No offering value and warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) 1 unit with the right to purchase ordinary shares at the price of 3.00 baht per 1 share.	The Board of Directors and/or Managing Director and/or any other persons appointed and assigned by the Board of Directors and/or Managing Director have the authority to take any relevant or necessary actions as appropriate.	Please see Remarks below

Remarks:

1. Board of Directors Meeting approved the allocation in the amount of not exceeding 39,961,206 newly issued shares at a par value of 0.50 baht per share to accommodate the exercise of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) offered to the existing shareholders of the company with free of offering value (The offering price per unit is 0 baht) at the ratio of 1 newly issued ordinary share per 1 unit of warrants and the fraction of shares shall be discarded. The exercise price is 3.00 baht per share.
2. The Board of Directors approved the date to record the names of the shareholders who are entitled to receive the allocation of the newly issued ordinary shares in proportion to their shareholdings (Record Date) on June 6, 2024.
3. Board of Directors Meeting approved the issuance and offering of warrants to purchase the warrants to purchase ordinary shares of company's ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) in the amount of not exceeding 39,961,206 units, free of charge without (Offering price per unit equal to 0.00 baht), representing ordinary shares allocated to support the exercise of not more than 39,961,206 shares the rate of 14 issued ordinary share per 1 unit of warrant and if there is a fraction of the warrants (K-W3) arising from the calculation, such fractions shall be discarded. The exercise ratio of the warrants 1 unit of warrant (K-W3) per 1 ordinary share by warrant to purchase ordinary share of Kingsmen C.M.T.I. Public Company Limited (K-W3) will be valid for 2 years from the date of issuance and offering. The right to convert to ordinary shares every 6 months and the exercise price is 3.00 baht per share.

Please consider the details in the summary of the issuance and offering of warrants to purchase the ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) to the existing shareholders in proportion to their shareholding of the company. Enclosure 2.

2.2 Actions taken by the company in case there are fractions of shares

In the event that there are fractions of shares from the allocation of the newly issued ordinary shares and / or the warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3) arising from the calculation, the whole amount of such shares shall be discarded.

3. Schedule the date of the shareholders meeting to approve the capital increase and allocation of newly issued share.

The date, time and venue for the 2024 Annual General Meeting of Shareholders on Monday, April 29, 2024, at 2:00 p.m. (BKK time), via electronic media meeting (E-AGM) at the Gallery meeting room on the 1st floor, No. 9/19 Moo 7 Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150 by;

[/] Determining the names of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on March 15, 2024.

[] The book closing date to suspend the transfer of shares for the right to purchase newly issued shares is on –

4. Application for permission to increase capital /allocation of shares to relevant government agencies and conditions for obtaining permission.

4.1 The company must obtain approval from the 2024 Annual General Meeting of Shareholders for the issuance and allocation of newly issued ordinary shares of the company to support the exercise of all warrants

4.2 The Company will submit an application for registration of the decrease of the registered capital, the increase of the registered capital, the amendment to the memorandum of association, and change the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.3 The Company will submit an application to the Stock Exchange of Thailand. To request approval for the listing of newly issued ordinary shares and ordinary shares resulting from the exercise of warrants as listed securities on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI) according to relevant regulations and rules.

5. Objectives and utilization of proceeds from the capital increase and utilization of proceeds from the capital increase.

1. Prepare and build financial flexibility as a reserve for working capital within the business.
2. To be a return to the shareholders of the company.

6. Benefits to the Company from the Capital Increase / Allocation of the Newly-Issued Shares

The Company will receive benefits from exercising the right to purchase newly issued ordinary shares under the company's warrants in order to increase the liquidity of working capital in business operations. This will increase the opportunity to expand the company's business of, allowing the company to generate sustainable income and profits for the company.

7. Benefits to the Shareholders from the capital Increase/share allocation.

Warrant holders who have exercised their rights to purchase ordinary shares will be entitled to received dividends from the operations of the company, starting from the date on which such subscribers have been registered as shareholders of the company and their names appear in the share register book of the company, and the company has announced the dividend payment in accordance with the relevant laws and regulations.

The Company has a policy to allocate annual profit by paying dividends to shareholders upon the following circumstances;

- (1) The Company's operating results are profitable.
- (2) The Company has no remaining accumulated loss.
- (3) The Company has sufficient cash flow to pay dividends.
- (4) Consideration of dividend payment will also take into account the investment in the Company's projects

8. Any other details necessary for the shareholders to make a decision on the allocation of the newly issued shares.

8.1 Effect on Shareholding Ratio (Control Dilution)

If all warrants are fully exercised and the warrant holders exercising warrants are not the existing shareholders, the shareholding ratio of the existing shareholders shall be reduced according to the following formula:

$$\begin{aligned} &= \frac{\text{Number of shares for the exercise of K-W3} \times 100}{\text{Number of shares for the exercise of K-W3} + \text{Number of Paid-up Shares}} \\ &= \frac{(39,961,206) \times 100}{(39,961,206 + 479,534,471)} \\ &= 7.69 \text{ percent} \end{aligned}$$

8.2 Effect on stock market price (Price Dilution)

After the issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3) will not have an impact on the market price of the shares. Due to the exercise price of the warrants is higher than the market price of the company's shares.

8.3 Earnings per share dilution effect.

After the issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3), there will not affect profit sharing (earning per share dilution effect). Due to deficits presented in the company's statement of comprehensive income for the year ended December 31, 2023, and there are remaining accumulated losses.

9. Opinions of the Board of Directors

9.1 Reason and necessity of the capital increase.

The Board of Directors is of the view that the company is obliged to increase its registered capital and issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W2). On this occasion the company plans to use the proceeds

9.2 Possibility of plan for utilizing the proceeds from the capital increase.

The company expects to issue and offer warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W2), to be completed within June 2024. The Company will use the proceeds received from the said capital increase for the purpose as specified in item 5 above.

9.3 Reasonableness of the capital increase, the money plan and projects to be implemented including the adequacy of funding sources in case the proceeds from the share offering do not cover the entire budget required for the implementation of such plans or projects.

Board of Directors opinion that the issuance and offering of warrants to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 3 (K-W3) is appropriate, reasonable and for the best interest of the company and all shareholders because the company plan to use the proceeds derived from the capital increase for other purposes as described in item 5 above.

In this regard, in the event that the shares from the conversion of warrants are newly issued ordinary shares that the company issuing and offering and there are fully subscribed, the company will be able to raise funds in the amount of approximately THB 119,883,618 which the company plans to use the proceeds for the purpose as described in the above clause 5.

9.4 Expected impacts on the company's business operations as well as financial status and the performance of the company due to the capital increase and the implementation of the utilization plan or project.

The Board of Directors opinion that the issuance and offering of warrants to purchase the ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W2). On this occasion will enable the company to use the proceeds derived from the capital increase for the purposes as described in item 5 above. The performance of the said purposes will be beneficial to the company and will have no adverse effect on its business, financial position, and operating results of the company in anyway.

10. Confirmation of the Board of Directors with respect to the capital increase.

In the case that any director of the company fails to comply with the law, or the objectives and the articles of association of the company, as well as the resolutions of the shareholders meetings, with integrity and due care, in order to preserve the benefits of the company with respect to the capital increase by means of any act or omission which is tantamount to the non-performance of duties or causes damage to the company. The company may claim for compensation from such director. However, if the company fails to make any claim for compensation, one or more shareholders holding an aggregate number of not less than 5 percent of the total sold shares may notify the company to claim for compensation. In the case that the company fails to take any action as notified by the shareholders, such shareholders may institute legal action to claim for compensation from such director on behalf of the company under Section 85 of the Public Limited Companies Act B.E. 2535 (1992)(including any amendment thereto). In addition, if an act or omission by any director which is tantamount to the non-performance of duties in compliance with the law, or the objectives and the articles of association of the company, as well as the resolutions of the shareholders meetings, with integrity and due care, in order to preserve the benefits of the company with respect to the

capital increase, causes the directors, executives, or related parties to obtain undue benefits, the company may institute legal action against such director to return such benefits to the company, or one or more shareholders holding an aggregate number of not less than 5 percent of the total sold shares may notify the company to institute legal action against such director. If the company fails to take any action as notified by the shareholder within one month of the date of receipt of notice, such shareholders may exercise their rights to institute legal action in order to recover such benefits from such director on behalf of the company under section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

11. Schedule action in the event that the Board of Directors resolved to increase capital/allocate shares /action day / month / years.

No.	Procedure	Date/Month/Year
1	Board of Directors Meeting No. 1/2024	February 23, 2024
2	Date to determine the names of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders. (Record Date)	March 15, 2024
3	The 2024 Annual General Meeting of Shareholders.	April 29, 2024
4	Registration of the resolutions on the capital decrease, capital increase, and amendment to the memorandum of association with the Ministry of Commerce.	Within 14 days of the date on which approval is granted by the shareholders meeting.
5	Date to determine the names of the shareholders who are entitled to the allocation and offering (K-W3). (Record Date)	June 6, 2024

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

Best regards,



(Mr. Chayawat Pisessith)

Chairman of the Board

Information of Independent Directors for Appointment of Proxy for Shareholders

Name-Surname	Mr. Teerataht Poshyanonda	
Position	Director / Independent Director / Chairman of Audit Committee / Chairman of Sustainability and Risk Management Committee Nomination, Remuneration, Corporate Governance Committee	
Age	61 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 Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Chulalongkorn University	
Relevant training Organized by the Institute for Promotion	Director Accreditation Program (DAP) Class 31/2015 Risk Management Program for Corporate Leaders (RCL) Class 6/2017	
Thai Company Director (IOD)		
Significant work history in listed companies	2015 - present Director /Independent Director / Chairman of Sustainability and Risk Management Committee / Nomination Compensation and corporate governance Committee, Kingsmen C.M.T.I. 2023 - present Chairman of Audit Committee, Kingsmen C.M.T.I. 2015 - 2023 Audit 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. 2020 - 2023 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. 2000 - 2022 Lecturer, Department of Accounting, Faculty of Business Administration Assumption University	
Holding a position in other businesses that may Causing a conflict of interest	-without-	
Meeting attendance in 2023	Attendance of the Board of Directors' Meetings 7/7 times Attendance of Audit Committee meetings 6/6 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 - none -

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 - 2020	Independent Director / Audit Committee, Muang Thai Life Assurance PCL.
2021 - 2022	Advisor to the Board of Directors, 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 - 2020 Audit Committee Burapha University

Holding a position in other businesses that may Causing a conflict of interest -without-

Meeting attendance in 2023 Attendance of the Board of Directors' Meetings 7/7 times
Attendance of Audit Committee meetings 5/5 times



Name-Surname	Mr. Peerasant Khlaisang	
Position	Director / Independent Director / Audit Committee	
Age	46 years	
Number and percentage of shareholding in the company	772,000 shares	
Family relationship Between the executives	- none -	
Education Qualifications	Bachelor of Law, Faculty of Law, Assumption University	
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	-	
Significant work history in listed companies	2023 - Present Independent Director / Audit Committee Kingsmen C.M.T.I. Public Company Limited	
Non-listed companies	2006 - Present SCG JWD Logistics Public Company Limited 2016 - Present Founding Shareholders Siam JWD Logistics Company Limited	
Holding a position in other businesses that may Causing a conflict of interest	-	
Meeting attendance in 2023	Attendance of the Board of Directors' Meetings 2/2 times Attendance of Audit Committee meetings 1/1 time	

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 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.

Shareholders' meetings other than the one referred in the first paragraph shall be called an extraordinary meetings.

The Board of Directors may call for an extraordinary meeting of shareholders at any time as it deems appropriate.

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.

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.

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 2567 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 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 2024, on Monday 29 April 2024 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 split the number of shares to many proxies for splitting votes.

โปรดติดอากรแสตมป์ 20 บาท /Please affix Baht 20 Duty Stamp.

หนังสือมอบฉันทะแบบ ข.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเมิดขัดเจตนตายตัว)

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. นายธีรรัช โปษยานนท์ อายุ 62 ปี อยู่บ้านเลขที่ 200

Mr. Teerataht Poshyanonda age 62 years, reside at 200

ถนน ท่าดินแดง 10 ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน

Road Thadindang 10 Sub-district Klongsan District Klongsan

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600

Province Bangkok Postal code 10600

3. รศ.ดร.ธีระพร วีระถาวร อายุ 70 ปี, อยู่บ้านเลขที่ 383
 Assoc.Prof.Dr.Theeraporn Verathaworn age 70 years, reside at 383
 ถนนลาดพร้าว ซอย 101 ตำบล/แขวง คลองเจ้าคุณสิงห์ อำเภอ/เขต วังทองหลาง
 Road Ladprao 101 Sub-district Khongchaokhunsingha District Wangthonglang
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310 หรือ
 Province Bangkok Postal code 10310 Or
4. นายพีระศักดิ์ คล้ายสังข์ อายุ 46 ปี อยู่บ้านเลขที่ 40
 Mr. Peerasant Khlaisang age 46 years, reside at 40
 ซอย ปุณณวิถี 29/1 ตำบล/แขวง บางจาก อำเภอ/เขต พระโขนง
 Soi Punnavithi 29/1 Sub-district Bang Chak District Phra Khanong
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260
 Province Bangkok Postal code 10260

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นประจำปี 2567 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบบคลอง 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 2024, on Monday 29 April 2024 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 2566

To acknowledge the operating performance of the year 2023.

วาระที่ 3 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายประจำปี 2566

To consider and approve allocation of net profits as legal reserve 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 พิจารณานุมัติงบการเงินสำหรับปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

To consider and approve the Company's financial statements for the year ended December 31, 2023.

(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 5 พิจารณานุมัติงดจ่ายปันผลประจำปี 2566

To consider and approve omitted dividend payment of the year 2023.

(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 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

นายชยวัฒน์ พิเศษสิทธิ์

Mr. Chayawat Pisessith

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

นายสงวน ศรีนาครินทร์

Mr. Sanguan Srinakarin

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติจ่ายค่าตอบแทนกรรมการประจำปี 2567

To consider and approve the director's remuneration for the year 2024.

(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 8 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2567

To consider and approve the appointment of the auditor and remuneration for the year 2024.

(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 9 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท คิงส์เมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน) ครั้งที่ 3 (K-W3) ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้นของบริษัทฯ โดยไม่คิดมูลค่า

To consider and approve the issuance and offering of warrants to purchase the company's ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3)

(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 10 พิจารณานุมัติให้การเพิ่มทุนจดทะเบียนจากทุนจดทะเบียนของบริษัทฯ และการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

To consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

(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 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท คิงส์เมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน) ครั้งที่ 3 (K-W3)

To consider and approve the allocation of ordinary shares to accommodate the exercise of the warrants of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3).

(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 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. ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

Note:

1. 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 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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

ในการประชุมผู้ถือหุ้นประจำปี 2567 ในวันจันทร์ที่ 29 เมษายน 2567 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 2024, on Monday 29 April 2024 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
- นายธีรรัช โปษยานนท์ / Mr. Teerataht Posyanonda
 - รศ.ดร. ธีระพร วีระถาวร / Assoc. Prof. Dr. Theeraporn Verathawon
 - นายพีระศักดิ์ คล้ายสังข์ / Mr. Peerasant Khlaisang

(รายละเอียดประวัติกรรมการที่เป็นผู้รับมอบฉันทะปรากฏตามเอกสารแนบ ในหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566 หน้า 22-24)

(Profiles of above directors are specified in the Notice of the 2023 Annual General Meeting of Shareholders page 22-24)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นประจำปี 2567 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 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 2024, on Monday 29 April 2024 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

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

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 2566

To acknowledge the operating performance of the year 2023.

วาระที่ 3 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายประจำปี 2566

To consider and approve allocation of net profits as legal reserve 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 พิจารณานุมัติงบการเงินสำหรับปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

To consider and approve the Company's financial statements for the year ended December 31, 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 5 พิจารณานุมัติงดจ่ายปันผลประจำปี 2566

To consider and approve omitted dividend payment of the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

นายชยวัฒน์ พิเศษสิทธิ์

Mr. Chayawat Pisessith

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

นายสงวน ศรีนคารินทร์

Mr. Sanguan Srinakarin

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติจ่ายค่าตอบแทนกรรมการประจำปี 2567

To consider and approve the director's remuneration for the year 2024.

(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 8 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2567

To consider and approve the appointment of the auditor and remuneration for the year 2024.

(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 9 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน) ครั้งที่ 3 (K-W3) ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้นของบริษัทฯ โดยไม่คิดมูลค่า

To consider and approve the issuance and offering of warrants to purchase the company's ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W3)

(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 10 พิจารณานุมัติให้การเพิ่มทุนจดทะเบียนจากทุนจดทะเบียนของบริษัทฯ และการแก้ไขหนังสือบริคณห์สนธิของบริษัท
ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

To consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

(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 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท
คิงส์เมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน) ครั้งที่ 3 (K-W3)

To consider and approve the allocation of ordinary shares to accommodate the exercise of the warrants of Kingsmen C.M.T.I. Public Company Limited No.3 (K-W3).

(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 พิจารณาเรื่องอื่น ๆ (หากมี)

Other matters (if any).

4. 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.

5. 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. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ
 - 2.1 หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - 2.2 หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. 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 2567 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่
ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือ จะพึงเลื่อนไปในวัน เวลา
และสถานที่อื่น

For the General Meeting of Shareholders for the year 2024, on Monday 29 April 2024 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

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

ไม่เห็นด้วย

Disapproved

ไม่เห็นด้วย

Disapproved

ไม่เห็นด้วย

Disapproved

วาระที่..... เรื่อง

Agenda Item No. Re.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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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

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 19, 2024. 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 19, 2024.
 - 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 19, 2024, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. 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

4. 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.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. 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).
7. 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.

*** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. ***

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 (Enclosure 8) 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 19, 2024. 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

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

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566

I would like to participate the E-AGM for Annual General Meeting 2024

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

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

Proxy to

attend the meeting.

 ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 9 วิธีการเข้าร่วมประชุม ภายในวันที่ 19 เมษายน 2567

Please submit the required document per an attachment 9 by April 19, 2024.

(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.

Holding the total amount of

shares

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder



(.....)

Privacy Notice

For the Annual General Meeting of Shareholders 2023

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 2023 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.

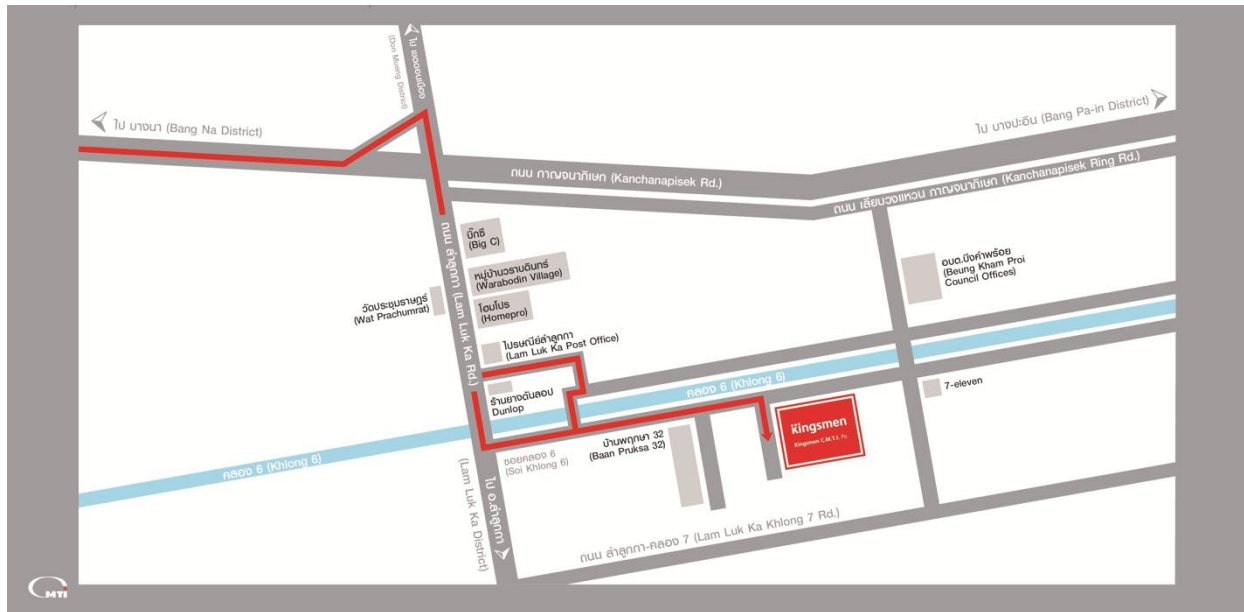
Website: www.kingsmen-cmti.com

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 2023 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 2023 published in hard copy format
- Proxy Form B

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**