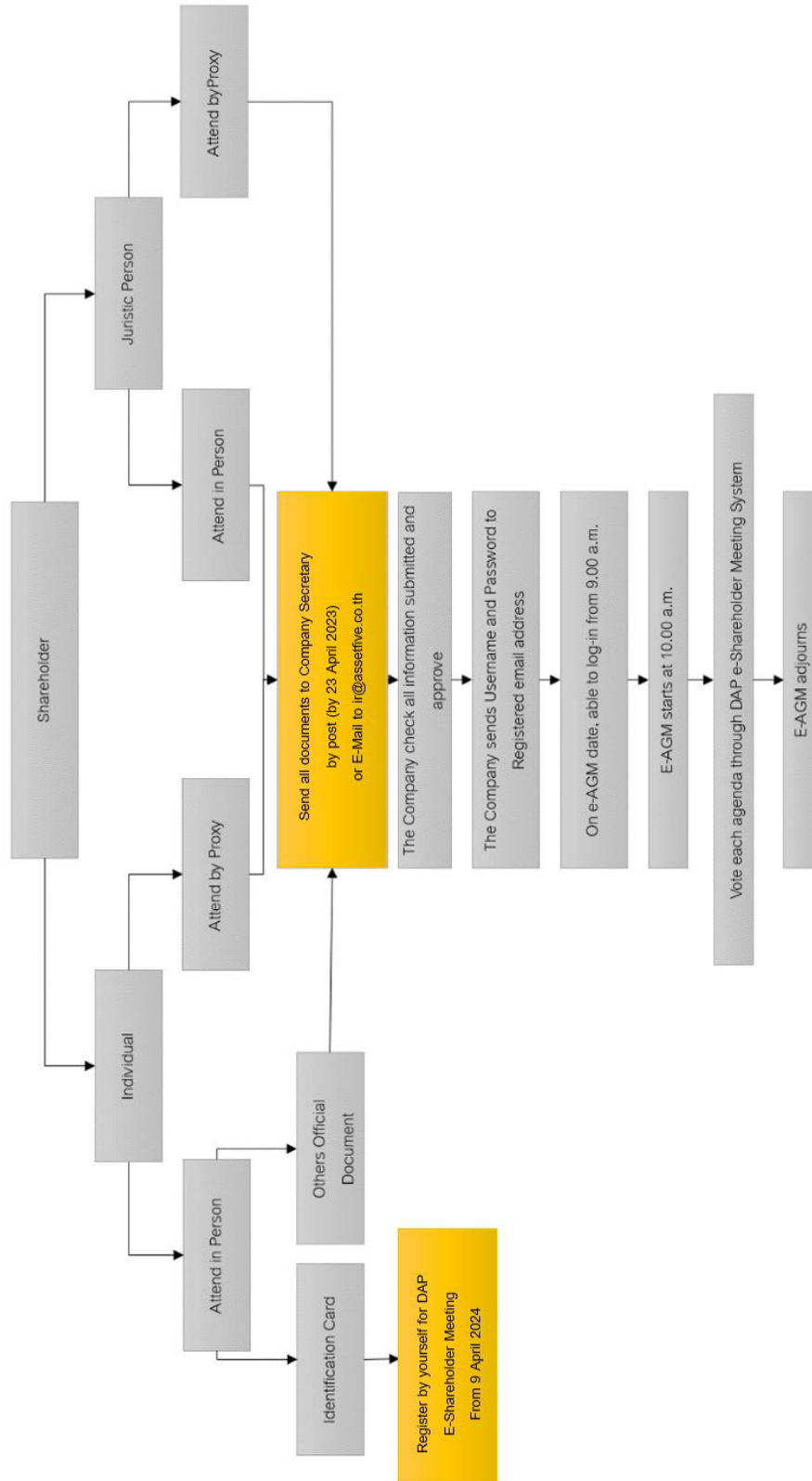


**Procedures and instructions for attending  
the 2024 E-AGM and related Articles of Association**



## Registration

### Document for registration and Appointment of Proxy

**1. In case the Shareholders is present at the meeting in person** use the following documents

1.1 Individual shareholder with Thai nationality

- Citizen Identification card
- Others official document

1.2 Individual shareholder with foreign nationality

- Notice of Meeting (QR Code)
- Shareholder's certificate of alien registration or passport or document used in lieu of passport

In case of change of first name or surname, evidence verifying such change shall be presented.

**2. In case the shareholder is present at the meeting by proxy**

2.1 The shareholders can appoint any person to be their proxies as they wish.

2.2 Shareholders are recommended to appoint an independent directors as their proxies as the following **(Enclosure 6)**:

Name	Age (year)	Position	Address	Special conflict of interest in the proposed agenda
Miss Sansanee Poolsawat	45	Independent Director / Audit Committee	199 S-OASIS Building, 12th Floor, Unit 1210, 1211, 1212, Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900	No special conflict of interest in any Agenda

Appointment of proxy use the following documents

**1. Individual shareholder with Thai nationality**

- Notice of Meeting (QR Code)
- Proxy Form A. or Form B.
- Photocopy of the shareholder's citizen identification card or civil servant identification card which are certified true and correct by the shareholder.

• Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

**2. Individual shareholder with foreign nationality**

- Notice of Meeting (QR Code)
- Proxy Form A. or Form B.
- Photocopy of the shareholder's certificate of alien registration or passport or document used in lieu of passport which are certified true and correct by the shareholder.

• Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

**3. Shareholder is a juristic person registered in Thailand**

- Notice of Meeting (QR Code)
- Proxy Form A. or Form B.
- Photocopy of citizen identification card or civil servant identification card of the authorized director(s) which are certified true and correct by the authorized director(s) power to bind such juristic person.

• Photocopy of Certification Document issued by Ministry of Commerce or competent authority issued no longer than 1 year which certified true and correct by the authorized director(s) power to bind such juristic person.

• Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

**4. Shareholder is a juristic person registered in a foreign country**

- Notice of Meeting (QR Code)
- Proxy Form A. or Form B.
- Photocopy of juristic person's certification document and citizen identification card of passport (in case of foreign) of the authorized director(s) which its signature is certified by notary public no longer than 1 year.
- Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

**5. Shareholder is a juristic person registered in a foreign country for which a custodian in Thailand is appointed**

- Notice of Meeting (QR Code)
- Proxy form C.
- Power of Attorney executed by the shareholder authorized the custodian to execute the proxy form on behalf of such shareholder.
- Letter confirming that the person executing the proxy form has obtained a license for being a custodian
- Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

**Procedures for Registration**

The registration can be made on a desktop computer, a laptop, a tablet, or a smartphone with a camera, through web browsers such as Google Chrome, Internet Explorer, or Safari, and is compatible with both iOS and Android operating systems. For the maximum efficiency of the system, we strongly recommend that the shareholders use Google Chrome.

**1. For shareholders who wish to attend the meeting themselves can register through the link below:**

<https://portal.eservice.set.or.th/Account/Login?refer=49BbmmiXhQA5DH9wwNdEEfZOHW5fHzenh9t%2bVNPstY6JthnSn0gDcA%3d%3d> or scan QR Code



The registration can be made from 9 April 2024 at 08.00 a.m. onwards. Upon the completion of identity verification, shareholders will receive as e-mail with username and password to log in the DAP e-Shareholder Meeting system.

***For your convenience, kindly register by 26 April 2024 at 11.00 a.m.***

**2. For shareholders who wish to appoint a proxy:**

In case that the shareholders cannot register by themselves, shareholders must submit documents as in item 1 to the Company by 23 April 2024 via 2 channels as follows:

1. E-mail: [ir@assetfive.co.th](mailto:ir@assetfive.co.th) or
2. By post: to the Company Secretary

**Asset Five Group Public Company Limited**

199 S-OASIS Building, 12th Floor, Unit 1210, 1211, 1212,

Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900

### **Procedures for Registration (continue)**

Upon the completion of identify verification, a proxy holder will receive an e-mail with username and password to log in the DAP e-Shareholder Meeting system through e-mail of the proxy holder as specified in the proxy form.

***For your convenience, please submit registration document in advance by 23 April 2024.***

### **Attending the Annual General Meeting of Shareholders via Electronics media**

The 2024 Annual General Meeting of Shareholders will be held on 26 April 2024 at 10.00 a.m. via Electronics media. The Company will conduct the meeting mainly in Thai Language with the following procedures:

#### **1. System log-in**

- The meeting attendee can log in to the DAP e-Shareholder Meeting system from 09.00 a.m. with username and password together with the OTP at

<https://portal.eservice.setgroup.or.th/Account/Login?refer=e5yephgBEUZ24CnmgBsR3mMglTI0qWve5%2b96PNMjLDpqqkTYbLzwWfQ%3d%3d> or scan QR Code



- When logging in the DAP e-Shareholder Meeting system, the attending shareholders can click the button “joining the Meeting” to enter the Webex system to attend meeting broadcast. If the screen does not work, click Open WebEx on the top right to view the meeting via Application Cisco Webex Meeting instead.

The registration can be made on a desktop computer, a laptop, a tablet, or a smartphone with a camera, through web browsers such as Google Chrome, Internet Explorer, or Safari, and is compatible with both iOS and Android operating systems. For the maximum efficiency of the system, we strongly recommend that the shareholders use Google Chrome.

#### **2. Voting in each agenda item**

- During the voting period, the Chairman will propose the Shareholders Meeting to consider and pass a resolution on each agenda item, the DAP e-Shareholder Meeting System will enable the attending shareholders to cast votes for either “**Approve**”, “**Disapprove**”, “**Abstain**”. Voting must be complete within the specified period. If not within the specified period, it will be deemed that such attending shareholder approved according to the consideration of Shareholders’ Meeting. If there is still time left for voting in such agenda item, the attending shareholder can go back to change votes within the specified period.

- If the shareholders have already casted votes on each agenda item in the proxy form, the Company will record votes as specified in the proxy form only.

- Agenda 1 is for acknowledgement only, there is no voting required. For Agenda 2, Agenda 3, Agenda 4 and Agenda 6, the resolutions must be approved by majority vote of the shareholders attending the meeting and casting their vote. For Agenda 5, the resolution must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. Moreover, for Agenda 7 the resolution must be approved by a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote.

### Procedures for Registration (continue)

#### **3. Vote Counting**

• The Company will record the votes from “**Disapprove**” and “**Abstain**” on each agenda item. The rest of the votes will be counted as “**Approve**” For shareholders or proxies that registered to attend the meeting and not click any button to express their votes, the Company, then, considers as “**Approve**”. The vote counting base includes votes for approval and disapproval only. The abstained votes will not be counted as the vote counting, Except Agenda 5, the vote counting base will be equal to the total number of votes of the shareholders attending, and agenda 7 the resolution must be approved by a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote.

• Upon the completion of vote counting on each agenda item, the results of the vote counting will be announced to the Meeting for acknowledgement, divided into “**Approve**”, “**Disapprove**”, and “**Abstain**” in percentage. The vote results of the agenda on the election of directors will be announced on an individual basis.

#### **4. Asking the Questions**

If the shareholders or proxies wish to ask questions, they can submit questions from 9.00 a.m. onward by typing questions on each agenda item. The Company will read and answer the questions of each shareholder according to the sequence of agenda items.

In case of shareholders or proxies wish to ask questions on the microphone for each agenda, please process as follows:

1. Type the question and indicate that “**I want to ask myself**”.
2. When it comes to the sequence of your question, the staff will inform you to turn on microphone and camera.
3. Then, please inform your name, surname, and specify that you are shareholder of proxy.

#### **5. User Manual e-Shareholder Meeting System (DAP)**

at <https://www.set.or.th/th/dap/services/e-shareholder-meeting> or scan QR Code Here



Should there be any questions or problems with the E-AGM, kindly contact the following:

#### **Company Secretary**

Asset Five Group Public Company Limited  
199 S-OASIS Building, 12th Floor, Unit 1210, 1211, 1212,  
Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900  
Phone. 02-026-3512 Ext. 508  
e-mail: ir@assetfive.co.th

## **Articles of Association of the Company Regarding the Shareholder Meeting**

### **Section 6: Shareholders' Meeting**

**Article 31.** The Board of Directors must arrange the shareholders' meeting as an annual ordinary meeting within four (4) months following the end of the Company's accounting year.

Other shareholders' meetings apart from the meeting shall be called extraordinary meetings.

The Board of Directors may convene a shareholders' meeting as an extraordinary meeting at any time as they see appropriate.

One (1) or more shareholders holding the total of no less than ten (10) percent of the total number of shares sold may join their names in a letter to request the Board of Directors to convene an extraordinary meeting at any time. However, the subject and reasons for convening the meeting must be specified clearly in the letter. In this instance, the Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

If the Board fails to convene a meeting within the period specified in paragraph four, all shareholders who have signed their names or other shareholders aggregated to obtain the required number of shares may convene a meeting within forty-five (45) days of the expiration of the period specified in paragraph four. A meeting in this instance shall be considered a shareholders' meeting convened by the Board of Directors. The Company shall bear the necessary costs of scheduling meetings and providing reasonable facilitation.

If any meeting of shareholders convened by the shareholders under paragraph five, the number of shareholders present at the meeting is insufficient to form a quorum as prescribed in Article 33 of the Articles of Association, the shareholders under the paragraph five shall jointly reimburse the Company for the expenses incurred from holding that meeting.

**Article 32.** In convening a shareholders' meeting, the Board of Directors shall prepare a letter convening for the meeting specifying the place, date, time, and agenda of the meeting, and the matter proposed for the meeting with reasonable details. It must state that the matter is to be proposed for acknowledgment, approval, or consideration, including the opinions of the Board of Directors on such matter, and send it to the shareholders for acknowledgment not less than 7 days prior to the meeting date. The notice of the meeting shall be published in a newspaper for 3 consecutive days, not less than 3 days prior to the date of the shareholders' meeting.

The meeting place must be within the same province as the Company's headquarters or other places in accordance with the Board of Director's determination.

**Article 33.** In the shareholders' meeting, there must be at least 25 shareholders and proxies from shareholders (if any) attending the meeting and holding shares in aggregate of not less than one-third of the total number of shares sold or shareholders and proxies from the shareholders attending the meeting not less than half of the total number of shareholders and holding shares in aggregate of not less than one-third of the total number of shares sold to constitute a quorum.

In case it appears that any shareholders' meeting, when 1 hour has passed since the appointed time, the number of shareholders attending the meeting is insufficient to form a quorum as specified, if the shareholders' meeting was convened because of the request of the shareholders, the meeting was suspended. If the meeting is not convened at the request of the shareholders, convene a new meeting and the notice of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. In the latter meeting, it is not mandatory that a quorum be formed.

**Article 34.** The Chairman of the Board shall preside over the shareholders' meeting. In the absence of the chairman or the chairman's inability to exercise his or her duties, the Vice-chairman of the Board shall preside over the meeting. If there is no Vice-chairman of the Board or if there is one but he or she is not present at the meeting or is unable to perform their duties, the meeting shall elect one of the shareholders present to preside over the meeting.

**Article 35.** In the voting process at the shareholders' meeting, one (1) share shall have one (1) vote, and any shareholder who has a particular interest in any matter shall be disqualified from voting on that matter, except for voting for the election of directors. The shareholders' meeting resolution must include the following votes:

(1) In ordinary instances, the majority vote of shareholders presents, and vote shall prevail. If the votes are tied, the chairperson of the meeting shall have an additional vote (1) as a casting vote.

(2) In the following cases, the votes not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall prevail:

- a) Selling or transferring all or a major portion of the business of the Company to another individual
- b) Purchasing or accepting a business transfer of a private company or other public companies to become part of the Company.
- c) Making, revising, or terminating contracts related to leasing all or a major portion of the Company's business, assigning another person to run the Company's business, or merging with another person for the purpose of sharing profits and losses.
- d) Amendment to the memorandum of association or the articles of association
- e) Increase or decrease the Company's registered capital.
- f) Dissolution
- g) Issuing debentures of the Company
- h) Merging the business of the Company with other companies

**Article 36.** The following are the affairs that the annual ordinary meeting of shareholders should convene:

- (1) Acknowledge the Board of Directors' report on the Company's business over the previous fiscal year.
- (2) Consider and approve the balance sheet and profit and loss statements.
- (3) Consider and approve the allocation of profits and dividend payment.
- (4) Consider election of new directors to fill the vacancies created by rotation
- (5) Consider the determination of directors' remuneration.
- (6) Consider appointment of auditors and determination of the amount of audit fees; and
- (7) Other affairs