

**Invitation to
the 2024 Annual General Meeting of Shareholders
Asset Five Group Public Company Limited (A5)**



**Convene the meeting through electronic media
(E-AGM) only**

26 April 2024 at 10.00 a.m.

22 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders**To:** Shareholders, Asset Five Group Public Company Limited**Enclosures:**

1. Form 56-1 One Report and Financial Statements for the year 2023 and Minutes of the 2023 Annual General Meeting of Shareholders (Please download the QR Code on Page 12)
2. Information of individuals nominated as directors to replace directors retire by rotation.
3. Information of the proposed Auditors for the year 2024
4. Procedures and instructions for attending the AGM and related Articles of Association
5. Proxy form A, B (recommended), C and Supplement to Proxy Form B. & C.
6. Profile of Independent Directors for consideration in case the shareholders assign as proxies.
of Asset Five Group Public Company Limited
7. Privacy Notice for the AGM of Asset Five Group Public Company Limited
8. Notice of Meeting (QR Code)

The Board of Directors (“the Board”) of Asset Five Group Public Company Limited (“the Company”) at its Meeting No.1/2024 convened on February 27, 2024, has resolved to invite all shareholders to attend the 2024 Annual General Meeting of Shareholders (“the Meeting”) which will be convened on Friday, April 26, 2024, at 10.00 a.m., via electronic media (E-AGM) only, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) , the Notification of the Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

Agenda 1 : To acknowledge the Reports of the Board of Directors, the Audit Committee and the Company’s Operations for the year 2023

Objective and Reason : The Board of Directors’ Annual Report and the Company’s business operations, appeared in the 2023 Form 56-1 One Report (**Enclosure 1**), were submitted to the shareholders together with this invitation.

Board’s Opinion : The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders for the acknowledgment of the Company’s operating results for the year 2023.

Resolution : This agenda is for acknowledgment Therefore, no voting is required.

Agenda 2 : To consider and approve the Company’s financial statement for the fiscal year ended December 31, 2023.

Objective and Reason : The Company has arranged the Company’s statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2023, which was verified by the auditors to abide by the Public Limited Companies Act B.E. 2535 (1992), as amended, and the Article of Association of the Company The details are presented in the 2023 Form 56-1 One Report being delivered to the shareholders together with Invitation Letter of this Meeting **Enclosure 1** as per following summary of main points:

Unit : million baht

Descriptions	2023	2022
Total Assets	3,425.20	2,491.67
Total Liabilities	2,023.39	1,596.29
Shareholders' Equity	1,401.81	895.38
Total revenues	1,495.71	664.03
Net Profit	506.43	101.40
Earnings per share (Baht)	0.419	0.081

Board's Opinion : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders for consideration and approval of financial statements for 2023 in the accounting year ended 31 December 2023, which have already been audited, signed, and certified by the D.I.A. International Audit Co.,Ltd., and passed the consideration of the Audit Committee.

Resolution : This agenda is required by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 3 : To consider and approve the Dividend payment in cash dividend and the allocation of net income in 2023 as legal reservation money.

Objective and Reason : According to the Public Limited Companies Act, B.E. 2535 and an amendment, Section 115 and the Company's Articles of Association, Section 46. determine that, "No dividend shall be paid otherwise than out of profits. If the Company has incurred loss, no dividend shall be paid" as well as The Company's dividend payout policy is to pay the rate of 50% of the net profit after taxes and legal reserve of the Company's separate financial statement. However, the dividend payment may be subject to change depending on the Company's performance, investment plan, liquidity, necessity, and other suitability as the Board of Directors deems appropriate for the utmost benefit of the shareholders.

For the operating results of 2023, from 1 January 2023 to 31 December 2023, the Company had a net profit from the company's separate financial statements of 414,197,635 baht. The Board of Directors therefore resolved to approve the payment of dividends to shareholders at the rate is 0.05 baht per share, totaling 1,209,387,615 shares, representing an amount not exceeding 60,469,380.75 baht or a Dividend Payout Ratio of 14.60 percent of net profit according to the company's separate financial statements. Nevertheless, the Company's necessity for funds reservation for investments and other projects of the company in the future, The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders for the approval of the dividend payment for the fiscal year 2023 in such amount. (The Dividend Omission for the year 2022)

According to the Public Limited Companies Act, B.E. 2535 and an amendment, Section 116 and the Article of Association in Section 47. determine that "A company must allocate a portion of its annual net profit as a reserve by no less than five (5) percent of the annual net profit, deducting the amount thereof with the accumulated loss carried forward (if any) until this reserve fund reaches the amount of no less than ten (10) percent of the registered capital" From the operating results shown in the Company's separate Financial Statements ending December 31, 2023, there was net profit from operations of Baht 414,197,635 million baht. The Company therefore allocates a portion of its annual net profit as a reserve by no less than five (5) percent which is Baht 20,710,000.00 total legal reserves accumulated amount Baht 23,760,000.00 representing 3.27% of the registered capital.

Board's Opinion : The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders for the approval of the dividend payment for the fiscal year 2023 performance from 1 January 2023 to 31 December 2023 in the form of cash dividend at the rate of THB 0.05 per share or not exceeding THB 60,469,380.75. The Board of Directors shall set the record date for the name list of shareholders who are eligible to receive the dividend on May 10, 2024 and the Company will pay the dividend on May 20, 2024 and approval to allocate a portion of its annual net profit as a reserve by no less than five (5) percent which is Baht 20,710,000.00 total legal reserves accumulated amount THB 23,760,000.00 representing 3.27% of the registered capital.

Resolution : This agenda is required by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4 : To consider the election of directors to replace those who are due to retire by rotation.

Objective and Reason : According to the Public Limited Companies Act, B.E. 2535 and an amendment, Section 71 and the Company's Articles of Association, Section 17. determine that, "every Annual General Meeting of Shareholders, the directors shall vacate the office at least one-third proportion. If the number of directors is not divisible to be identical to three portions, the directors shall vacate the office in nearest number to one-third. Furthermore, it prefers to appoint the director who vacates under paragraph one to resume director office if the Meeting selects to resume the office."

The Company has allowed the Shareholders to nominate a qualified person to be a candidate for a director to be considered for director election in advance from 15 November 2023 – 15 January 2024. However, it appeared that no shareholders had proposed any candidate to be considered for director election.

In 2024, the directors whose office term was due for retirement by rotation are as follows:

- 1) Mr. Wallop Sripaisal Independent Director / Chairman of the Audit Committee
- 2) Mr. Puripat Chumtham Independent Director / Audit Committee

The Board excluding directors who have interests, has considered according to the opinion of the Audit Committee by considering the qualifications of the persons nominated for the position of directors individually and undergoing a scrutiny and consideration process. meticulously and special expertise that is beneficial to the Company's business, including past performance as directors and sub-committees. All directors are qualified and do not have any prohibited characteristics under Section 68 of the Public Company Limited Act B.E. 2535 and the regulations of the Securities and Exchange Commission. as well as being a person who does not have any prohibited qualifications in connection with the commission of criminal offenses concerning property committed dishonestly and transactions that may cause conflicts of interest with the Company during his tenure as director. In addition, the Board of Directors has considered that 2 directors an independent directors who are qualified under the laws related to the independent director requirements.

Board's Opinion : The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders for the approval to elect **(1) Mr. Wallop Sripaisal** is back to the position of Independent Director / Chairman of the Audit Committee, and **(2) Mr. Puripat Chumtham** back to the position of Independent Director / Audit Committee for another term. Because of both directors have appropriate qualifications for operating the company's business in terms of professional skills and specialized expertise that are beneficial to the company's business, including their performance as directors and sub-committee members in the past, and are qualified follow the laws related to the independent director requirements. Details of nominated candidates for directors presented in **Enclosure 2**

Resolution : This agenda is required by the majority votes of the shareholders attending the meeting and casting their votes the two Directors individually

Agenda 5 : To consider and determine the remuneration of directors for the year 2024.

Objective and Reason : According to the Public Limited Companies Act, B.E. 2535 and an amendment, Section 90 determine that, "the remuneration shall be paid to the directors in accordance with the resolution of the Meeting of Shareholders, consisting of votes not less than two-third of total votes of attending shareholders" in accordance with the policy for determining the remuneration of the directors. The Company shall consider the appropriateness with entrusted obligation and responsibilities which can be compared with the listed companies in Stock Exchange of Thailand which are in the similar industry and business size. The remuneration of such directors/sub sub-committee members shall be adequate to motivate the quality directors who are capable for performing duties to attain the Company's business target and direction under transparent process and creation of confidence to shareholders."

Board's Opinion : The Board of Directors has considered the remuneration of directors for the year 2024 and resolved to approve according to the opinion of the Audit Committee, which considered based on the Company's director's remuneration policy as well as comparable to companies listed on the Stock Exchange of Thailand or is in the industry and businesses of similar size and considering the business expansion and the growth of the Company's performance, it is appropriate to propose to the shareholders' meeting to approve the annual remuneration rate 2024 equal to the year 2023 with the following details:

Position	Monthly Allowance Board of Director (Baht/Person/Time)		Meeting Allowance (Baht/Person/Time)			
			Board of Director		Audit Committee	
	2023	2022	2023	2022	2023	2022
Chairman	15,000	15,000	15,000	15,000	10,000	10,000
Director	10,000	10,000	10,000	10,000	7,000	7,000

2. Other Benefits

- None -

However, the executive directors shall not be paid of remuneration.

Resolution : This agenda must be approved by the votes of no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 6 : To consider and approve the appointment of auditors and determination of the auditor fee for the year 2024.

Objective and Reason : According to the Public Limited Companies Act, B.E. 2535 and an amendment, Section 120 prescribing that auditor are appointed and audit fee are determined at the Meeting of Shareholders every year. In appointing the auditor, the former auditor can be re-appointed. In addition, Section 43. of the Company's Articles of Association prescribes that the auditor must not be the director, staff, employee, or the person holding any position of the Company.

In selecting the auditor for 2024, the Audit Committee considered and selected the auditor from D.I.A. International Audit Co., Ltd. to perform duty as the Company's auditor for 2024 to ensure compliance of the auditing of the Company, Subsidiaries, and Joint Venture with the same auditing standard of the auditor and for the benefit on the preparation of consolidated statements of the Company, Subsidiaries and Joint Venture. Therefore, the Audit Committee deemed it appropriate to propose for considering and appointing D.I.A. International Audit Co., Ltd. as the Company's auditor by proposing to consider the audit fee for 2024 (**Enclosure 3**) as follows:

No.	List of Auditors	CPA License No	Year of auditor
1.	Miss Somjintana Pholhirunrat	5599	6 years (2018-2023)
2.	Mr. Wirote Satjathamnukul	5128	None
3.	Mr. Nopparoek Pissanuwong	7764	None
4.	Suphaphorn Mangjit	8125	None

of the D.I.A. International Audit Co.,Ltd., were to audit and comment on the Company's financial statements for the year 2024, the 7th year, as well as being the auditor and commentator on its 3 Subsidiaries and 1 Joint Venture Companys' financial statements for the year 2024.

Miss Somjintana Pholhirunrat is the auditor who will sign and comment on the financial statements of the Company and subsidiaries for the year 2024, the 7th year, (the proposed year)

The determination of audit fees for the financial statements of the Company in the year 2024 would be 885,000.00 Baht (the old rate) and 3 Subsidiaries and 1 Joint Venture in the year 2024 would be 1,515,000.00 Baht (the new rate). In this, the cost of the documentation or other costs related to the audit process would be excluded. This total increased from 2023 in the amount of 125,000 baht or 5.49%, which subsidiary and joint venture shall be responsible for the expenses

Other service fees (Non-audit fee) in 2024 (if any) will be considered from the type and amount of work that D.I.A. International Audit Co.,Ltd. provides.

Company	Detail	2024	2023	Increase / (Decrease)
Asset Five Group	Audit Fee	885,000	885,000	Joint Venture
	Non-Audit Fee	Actual Fee	None	-
3 Subsidiaries and 1 Joint Venture	Audit Fee	1,515,000	1,390,000	155,000 (11.40%)
	Non-Audit Fee	Actual Fee	None	-
Total		2,400,000	2,275,000	125,000 (5.49%)

Board's Opinion : Appropriate for the Annual General Meeting of Shareholders to appoint the auditor and approve the remuneration of the auditor for the year 2024 to audit and comment on the financial statements of the Company and its subsidiaries, in accordance with the Audit Committee's proposal and opinion.

Resolution : This agenda is required by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 7 : To consider and approve the amendment to the Articles of Association of the Company.



Objective and Reason : In order for the Company's Articles of Association to be clarified, flexible, and in line with the newly amended laws regarding applying technology in organizing board meetings and shareholders' meetings, delivery of notifications or documents and proxy to attend the meeting of shareholders, which can be conducted by electronic means, in compliance with the Public Company Act (No. 4) B.E. 2565 which has been effective since May 24, 2022, onwards. In this, the amendment of the Articles of Association of the Company will reorder the number of articles of association from 48 to 50 clauses. The comparison of the existing and the proposed parts was detailed as follow;

Existing Wordings	Proposed Amendment
Article 1. - Article 3.	No amendment
N/A	Article 4. <u>In the event that the Company or the Board of Directors is obliged to submit any notices or documents under the provisions of the laws relating to the Public Limited Companies Act B.E. 1992 (including any amendments) or this Articles of Association to the Directors, Shareholders, or Creditors of the Company, if such persons have notified their intention or consented to submit the notices or documents via electronic means, the Company or the Board of Directors may submit such notices or documents via electronic means by the regulations prescribed by law.</u>
Article 4. - Article 23.	Reordered the number to Article 5. - Article 24. without any amendment of the content.
Article 24. At a meeting of the Board of Directors, at least one-half (1/2) of the total number of directors present shall constitute a quorum. The Chairman of the Board shall be the chairman of the meeting. In case the Chairman of the Board is not present at the meeting or cannot perform his or her duty, and if there is a Vice-Chairman present at the meeting, the Vice-Chairman shall be the Chairman of the meeting. If there is no vice-chairman or if there is a vice chairman but he or she is not present in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect One of the Directors to be the chairman of the meeting. Decisions of the Board of Directors' meeting shall be made by majority votes. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.	Article 25. At a meeting of the Board of Directors, <u>whether a physical meeting or a meeting via electronic means</u> , at least one-half (1/2) of the total number of directors present shall constitute a quorum. The Chairman of the Board shall be the chairman of the meeting. In case the Chairman of the Board is not present at the meeting or cannot perform his or her duty, and if there is a vice chairman present at the meeting, the Vice-Chairman shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice chairman but he or she is not present in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect One of the Directors to be the chairman of the meeting. Decisions of the board of directors' meeting shall be made by majority votes. Each Director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

Existing Wordings	Proposed Amendment
<p>Article 25.</p> <p>In calling a meeting of the Board of Directors, the Chairman of the Board or the Person Assigned by the Chairman of the Board shall serve a written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting, unless where it is necessary or urgent to preserve the rights and benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p>	<p>Article 26.</p> <p>In calling a meeting of the Board of Directors, <u>whether a physical meeting or a meeting via electronic means</u>, the Chairman of the Board or the Person Assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors <u>not less than three (3) days</u> prior to the date of the meeting, unless where it is necessary or urgent to preserve the rights or benefits of the Company, <u>the meeting may be called by electronic means or any other means</u> and an earlier meeting date may be chosen.</p> <p><u>In this, whenever a reasonable cause or preserving the benefits of the Company, at least two (2) Directors may jointly request to the Chairman of the Board of Directors to call a meeting of the board of directors, whereby the agenda and reason(s) which will be proposed for consideration must be specified. In such case, the Chairman of the Board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the chairman of the board does not take action in accordance with the second paragraph, the requesting directors may jointly summon and fix the date of the meeting of the board of directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in the second paragraph.</u></p> <p><u>In the absence of the chairman of the board for whatever reason, the Vice-Chairman of the board shall be the person who summons a meeting of the board of directors. In the absence of the vice-chairman of the board for whatever reason, at least two (2) directors may jointly summon a meeting of the board of directors.</u></p> <p><u>The delivery of written notice and meeting documents may be done via electronic means which specified by the Company. If the directors have notified their intention to receive or consented to the Company or the board of directors, in accordance with the relevant laws.</u></p> <p><u>The Company may arrange a meeting of the Board of Directors and Subcommittee via electronic media. The arrangement of meetings via electronic media must be in compliance with the rules and procedures prescribed by law, and complying with the information security standards set forth in law.</u></p>
<p>Article 26. – Article 28.</p>	<p>Reordered the number to Article 27. – Article 29. without any amendment of the content.</p>
<p>Article 29.</p> <p>The Board of Directors of the Company shall hold the meeting at least once in every three (3) months at the place in the province in which the head office of the Company is situated, or in any nearby provinces, or at any other location within the Kingdom, under the date, time and place as the Chairman of the Board prescribed.</p>	<p>Article 30.</p> <p>The Board of Directors of the Company shall hold the meeting at least once (1) in every three (3) months at the place in the province in which the head office of the Company is situated or in any nearby provinces, or at any other location within the Kingdom, under the date, time and place as the Board of Directors prescribed.</p> <p><u>The meeting of the Board of Directors in accordance with the first paragraph may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by law governing electronic meetings. In the case that the Board of Directors meeting is conducted via electronic means, the head office of the Company shall be deemed to be the place of the meeting.</u></p>

Existing Wordings	Proposed Amendment
<p>Article 30.</p>	<p>Reordered the number to Article 31. without any amendment of the content.</p>
<p>Article 31.</p> <p>The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.</p> <p>The Board of Directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.</p> <p>One or more shareholders, holding not less than 10% of an aggregate of shares sold, may at any time request the Board of Directors in written to call an extraordinary meeting of shareholders, provide the reasons for calling such meeting be clearly stated in the request. In such case, the Board of Directors shall arrange for a meeting of shareholders within 45 days from the date of the receipt of the request.</p> <p>In case of the Board of Directors does not arrange a meeting within the period specified in the third paragraph. Shareholders who have their names or other shareholders shall convene the meeting themselves within 45 days from the date of maturity of the period under paragraph three. In such cases, the meeting shall be deemed as the board called the meeting of shareholders. The Company shall be responsible for all necessary expenses incurred during the provision of appropriate meetings and facilities.</p> <p>In the event of the meeting of shareholders are convened by the reasons under paragraph four, and the number of shareholders attending the meeting do not constitute a quorum as stipulated in Article 33. The shareholders under paragraph four shall be jointly liable for the expenses incurred from the holding of such meeting to the Company.</p>	<p>Article 32</p> <p>The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.</p> <p>The Board of Directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.</p> <p><u>In this regard, the shareholders' meeting may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by law governing electronic meetings.</u></p> <p><u>In the case that the meeting is conducted via electronic means, the head office of the Company shall be deemed to be the place of the meeting.</u></p> <p>One or more shareholders, holding not less than 10% of an aggregate of shares sold, may at any time request the Board of Directors in written to call an extraordinary meeting of shareholders, provide the reasons for calling such meeting be clearly stated in the request. In such case, the Board of Directors shall arrange for a meeting of shareholders within 45 days from the date of the receipt of the request.</p> <p>In case of the Board does not arrange a meeting within the period specified in the four paragraphs. Shareholders who have their names or other shareholders shall convene the meeting themselves within 45 days from the date of maturity of the period under paragraph one. <u>Such shareholder(s) who call for the meeting may deliver the written notice to shareholder(s) via electronic means which specified by the Company. If the shareholder(s) have notified their intention to receive or consented to the Company or the board of directors, in accordance with the relevant laws.</u> In such cases, the meeting shall be deemed as the board called the meeting of shareholders. The Company shall be responsible for all necessary expenses incurred during the provision of appropriate meetings and facilities.</p> <p>In the event of the meeting of shareholders are convened by the reasons under paragraph seven, and the number of shareholders attending the meeting do not constitute a quorum as stipulated in <u>Article 34.</u> The shareholders under paragraph seven shall be jointly liable for the expenses incurred from the holding of such meeting to the Company.</p>

Existing Wordings	Proposed Amendment
<p>Article 32.</p> <p>In calling a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The place of the meeting shall be in the province in which the head office of the Company is situated or at any other place where the board of directors is prescribed.</p>	<p>Article 33.</p> <p>In calling a shareholders' meeting, <u>whether a physical meeting or a meeting via electronic means</u>, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and <u>the public limited company registrar</u> not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting <u>or advertised via electronic means in accordance with regulations prescribed by law.</u></p> <p><u>The delivery of written notice and meeting documents may deliver via electronic means which specified by the Company. If the shareholder(s) have notified their intention to receive or consented to the Company or the board of directors, in accordance with the relevant laws.</u></p> <p><u>The place of the meeting shall be in the province in which the head office of the Company is situated or in any nearby provinces, or at any other location within the Kingdom, where the board of directors prescribed.</u></p>
<p>Article 33.</p> <p>The shareholders' meeting shall require the presence of not less than twenty-five (25) shareholders and proxies (if any), or not less than a half (1/2) of the total number of shareholders, and the number of shares which represent in aggregate should not less than one-third (1/3) of all issued shares to constitute a quorum.</p> <p>In any shareholders' meeting, upon a lapse of one (1) hour from the scheduled time of the meeting, if the number of shareholders present at the meeting fails to constitute a quorum as required in the first paragraph, and if such meeting is called at the shareholders' request, such meeting shall then be cancelled. If such shareholders' meeting is not called at the shareholders' request, the meeting shall be called again, in which case, a notice of meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date, and at this subsequent meeting, no quorum is required.</p>	<p>Article 34.</p> <p>The shareholders' meeting, <u>whether a physical meeting or a meeting via electronic means</u>, shall require the presence of not less than twenty-five (25) shareholders and proxies (if any), or not less than a half (1/2) of the total number of shareholders, and the number of shares which represent in aggregate should not less than one-third (1/3) of all issued shares to constitute a quorum.</p> <p>In any shareholders' meeting, upon a lapse of one (1) hour from the scheduled time of the meeting, if the number of shareholders present at the meeting fails to constitute a quorum as required in the first paragraph, and if such meeting is called at the shareholders' request, such meeting shall then be cancelled. If such shareholders' meeting is not called at the shareholders' request, the meeting shall be called again, in which case, a notice of meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date, and at this subsequent meeting, no quorum is required.</p>
<p>Article 34.</p>	<p>Reordered the number to Article 35. without any amendment of the content.</p>

Existing Wordings	Proposed Amendment
N/A	<p>Article 36. <u>In a shareholders' meeting, a shareholder may appoint another person as his/her proxy to attend the meeting and vote on his/her behalf. Such proxy must be in writing date, signed by the grantor and in the form designated by the public company registrar.</u></p> <p><u>Such proxy form shall be furnished to the chairman or the person who designated by the chairman before such proxy attends the meeting.</u></p> <p><u>The proxy may be made via electronic media, by such a method that is secure, and reliable that the proxy is made by the shareholder, in accordance with the criteria prescribed by the Registrar.</u></p>
<p>Article 35. - Article 45.</p>	<p>Reordered the number to Article 37. - Article 47. without any amendment of the content.</p>
<p>Article 46. No dividend shall be paid otherwise than out of profits. If the Company has incurred a loss, no dividend shall be paid.</p> <p>Dividends shall be divided according to the number of shares, each share equally, except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends must be approved by the shareholder meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper for a period of not less than three (3) consecutive days.</p>	<p>Article 48. No dividend shall be paid otherwise than out of profits. If the Company has incurred loss, no dividend shall be paid.</p> <p>Dividends shall be divided according to the number of shares, each share equally, except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends must be approved by the shareholder meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the Meeting of Shareholders or of the Board of Directors, as the case may be. The dividend payment <u>shall be announced</u> to the shareholders and the notice of dividend payment shall be published in a newspaper <u>or through electronic means in accordance with the criteria prescribed by law.</u></p>
<p>Article 47.</p>	<p>Reordered the number to Article 49. without any amendment of the content.</p>
<p>Article 48.</p> 	<p>Article 50.</p> 

Balance Sheet and Income Statement **changed to** Statement of Financial position and Income Statement.

In this regard, proposing the Annual General Meeting of Shareholders to consider and approve authorization to the Board of Directors and/or the Authorized Director and/or Chairman of the Executive Committee and/or persons appointed by the Board of Directors and/or Authorized Director and/or Chairman of the Executive Committee to have the power to register the amendment, add or change the contents of the Articles of Association as instructed by the Public Company Registrar, as necessity and appropriateness, to the extent that it does not prejudice the essence of such Articles and completing the proceedings about such cases.

Board's Opinion : The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment/addition of the Company's Articles of Association as proposed, to be clarified, flexible, and in line with the newly amended laws, as well as the authorization as proposed above.

Resolution : This agenda must be approved by the votes of no less than thirds-fourth (3/4) of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 8 : To consider other matters (if any).

The Company has invited shareholders to propose an agenda and nominate directors in advance via the Company website from 15 November 2023 to 15 January 2024. There was no proposal of the Agenda and the nominate directors of the 2024 Annual General Meeting of Shareholders submitted to the Company.

All the shareholders are invited to attend the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 at 10.00 a.m., in form of electronic meeting (E-AGM), The registration login for the meeting shall be opened from 09.00 a.m.

In case of the shareholders are unable to attend the meeting, please appoint any other person or any one of the Independent Directors to attend the meeting with Proxy Form (**Enclosure 5**). Please select only one Form. Anyway, split of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

Registration for E-AGM will be opened in advance via the DAP e-Shareholders Meeting (e-Registration) system from 9 April 2024 at 08.00 a.m. onwards. The shareholders shall study the Procedures and instructions for attending the AGM and related Articles of Association (details as shown in **Enclosure 4**). If shareholders have any queries, please submit the questions regarding the Meeting agenda before the Meeting via E-mail: ir@assetfive.co.th

For the 2024 Annual General Meeting of Shareholders, the company used the DAP e-Shareholder Meeting (e-Registration) system of the Stock Exchange of Thailand, a service provider that has been certified by the Electronic Transactions Development Agency (ETDA) for the Standards for Maintaining Security of meetings via electronic control system.

Please be informed accordingly,

Yours sincerely,

Asset Five Group Public Company Limited



(Associate Professor Manop Bongsadadt)

Chairman of the Board