

**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. Nopparoeek 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. 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 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



Form 56-1 One Report and Financial Statements for the year 2023



Minutes of the 2023 Annual General Meeting of Shareholders

Information of individuals nominated as directors to replace directors retire by rotation.

Name : Mr.Wallop Sripaisal (Age 51 years)
Nationality : Thai
Appointment of Nominated : Chairman of Audit Committee / Independent Directors
Appointed : 27 April 2018

Enclosure 2

Shareholding	1 Jan 2023 (Shares / %)	31 Dec 2023 (Shares / %)	Change Increase/(Decreases) (Share / %)
Director	- None -	- None -	- None -
Spouse	- None -	- None -	- None -
Immature Children	- None -	- None -	- None -

Guidelines / Selection : Appropriately considered under the rules set by the Audit Committee and proposed to the Board of Directors for approval.

Education :

Master Degree - Master of Laws, Indiana University, Bloomington, USA.
- Master of Laws, Case Western Reserve University, USA.
Bachelor Degree - Bachelor of Laws (Second class honors), Thammasat University
Certificate - Barrister-at-Law, The Institute of Legal Education,
Thai Bar Association.

Training Programs organized by Thai Institute of Directors (IOD) :

- Advanced Audit Committee Program (AACP) 34/2019
- Director Accreditation Program (DAP) 163/2019

Board Member / Management in Other Listed Company : - None -

Board Member / Management in Non-Listed Company : 3 Companies

1. lawyer / Partner, RL Counsel co., Ltd. Type of Business : Legal Activities
2. Director of Pawin Art Co.,Ltd. Type of Business : Legal Activities
3. Director, Ta Yuan Sun Co.,Ltd. Type of Business : Wholesale and Retail Trade

Family Relations among Directors and Executives : - None -

Experience (In the past - present) :

2021 - Present The Chairman of Audit Committee / Independent Director, Asset Five Group Public Company Limited
2018 - Present Independent Director, Asset Five Group Public Company Limited
2009 - Present Director, Pawin Art Company Limited
2009 - Present Director, Ta Yuan Sun Company Limited
2006 - Present lawyer / Partner, RL Counsel Company Limited
2020 - 2021 Director, Spec Inter Company Limited
2020 - 2021 Director, Arts Tailor Thaniya Company Limited

Tenure of Directors in A5 : The duration of his previous tenure up till the present was totally 5 years and his duty to serve in full term should be 3 years more. The total terms of his tenure would be 8 consecutive years.

27 April 2018 - 27 April 2021

27 April 2021 - Present

Meeting Attendance of 2023

The 2023 Annual General Meeting 1 time of total 1 time (100%) / Board of Director 5 times of total 5 times (100%) and Audit Committee 10 times of total 10 times (100%)

Legal Dispute During the Past 10 years : - None -

Conflict of Interest in the Agendas of this Meeting : A person nominated to be a director in agenda 4

Information of individuals nominated as directors to replace directors retire by rotation.

Name : Mr.Puripat Chumtham (Age 42 years)
Nationality : Thai
Appointment of Nominated : Audit Committee / Independent Directors
Appointed : 15 May 2021

Shareholding	1 Jan 2023 (Shares / %)	31 Dec 2023 (Shares / %)	Change Increase/(Decreases) (Share / %)
Director	- None -	- None -	- None -
Spouse	- None -	- None -	- None -
Immature Children	- None -	- None -	- None -

Guidelines / Selection : Appropriately considered under the rules set by the Audit Committee and proposed to the Board of Directors for approval.

Education :

Master Degree - Master of Law, Ramkhamhaeng University
Bachelor Degree - Bachelor of Law (Second class honors), Chulalongkorn University
Certificate - Barrister-at-Law, The Institute of Legal Education, Thai Bar Association.

Training Programs organized by Thai Institute of Directors (IOD) :

- Company Secretary Program (CSP) 90/2018
- Company Reporting Program (CRP) 24/2019
- Advanced Audit Committee Program (AACP) 34/2019
- Director Accreditation Program (DAP) 163/2019

Board Member / Management in Other Listed Company : 1 Company

1. Company Secretary and Director of Support of Siam Technic Concrete Public Company Limited
 Type of Business : Manufacturer and Distributor of prestressed concrete products

Board Member / Management in Non-Listed Company : - None -

Family Relations among Directors and Executives : - None -

Experience (In the past - present) :

2021 - Present Audit Committee / Independent, Asset Five Group Public Company Limited
 2018 - Present Independent Director, Asset Five Group Public Company Limited
 2018 - Present Company Secretary, Siam Technic Concrete Public Company Limited
 2017 - Present Director of Support, Siam Technic Concrete Public Company Limited
 2014 - 2016 Legal Department Manager, Saraburi Technic Concrete Company Limited

Tenure of Directors in A5 : The duration of his previous tenure up till the present was totally 2 years and his duty to serve in full term should be 3 years more. The total terms of his tenure would be 5 consecutive years.

15 May 2021 - Present

Meeting Attendance of 2023

The 2023 Annual General Meeting 1 time of total 1 time (100%) / Board of Director 5 times of total 5 times (100%) and Audit Committee 10 times of total 10 times (100%)

Legal Dispute During the Past 10 years : - None -

Conflict of Interest in the Agendas of this Meeting : A person nominated to be a director in agenda 4

Definition of “Independent Director”

The definition of “Independent Director” means a director who does not undertake any related business or assignment that may affect their independent decision-making. Basic qualifications of the independent director as defined by the rules and regulations of the Securities and Exchange Commission as per the following details:-

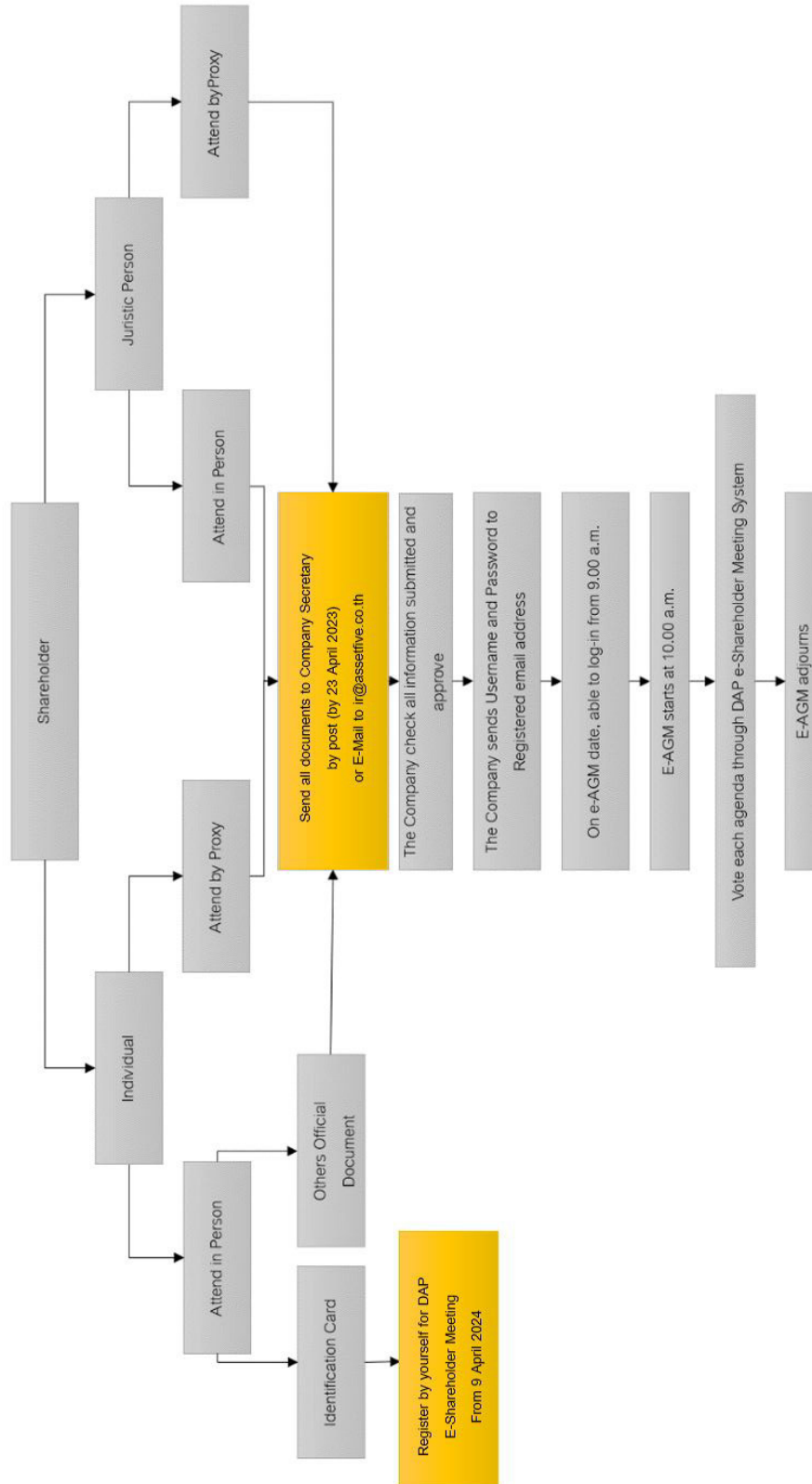
No.	Characteristics of a conflict of interest	2 Directors
1.	Not holding shares in excess of one (1)% of total voting shares of the Company, parent company, subsidiary, associated company, major shareholder, or regulator of the Company. The number of shares held by any related person of that independent director must also be counted.	No
2.	Must not be or have never been a director participating in management role, an employee, an officer, an advisor who received regular salary, or the regulator of the Company, parent company, subsidiary, associated company, subsidiary at the same level, major shareholder, or regulator of the Company, unless such independent director has not been the aforesaid person for at least two (2) years prior to the resolution date of his/her appointment. However, the aforementioned prohibitions do not include cases where independent directors have previously been government officials or advisors to government agencies who are major shareholders or controllers of the company.”	No
3.	Must not be a person having a relationship, either through bloodline or legal registration, as father, mother, spouse, sibling, and child, as well as the spouse of a child of other directors, executives, major shareholders, or regulator, or a person who has been nominated as director, executive or regulator of the Company or subsidiary.	No
4.	Must not be or have never been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or regulator of the Company, and have not been a significant shareholder, a regulator, or a partner of an auditing firm for which the auditor of the Company, or that of its parent company, subsidiary, associated company, major shareholder, or a regulator of the Company has been working, unless such independent director has been free from such characteristics for at least two (2) years prior to the resolution date of his/her appointment	No
5.	Have no or have had any business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or regulator of the Company in a manner that may obstruct his/her due and independent use of discretion. The independent director shall not be and have not been a significant shareholder or a regulator of the person that has business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or a regulator of the Company, unless such independent director has been free from such characteristics for at least two (2) years prior to the resolution date of his/her appointment. Business Relationship shall cover any ordinary course of business or trade for business engagement purpose, property rent or leasing, transaction relevant to asset or service, or giving or receiving financial assistance in a form of loan or guarantee, offering assets as collateral, and any other similar conduct which causes the Company or its counterparty to be liable for debt settlement to another party in an amount equivalent to three (3) % or more of the net tangible assets of the Company or twenty (20) million Baht or more, whichever is lower.	No
6.	Must not be or have never been a professional service provider, and legal or financial advisor, who obtains service fee more than two (2) million Baht a year from the Company, its parent company, subsidiary, associated company, major shareholder, or regulator of the Company, and have not been a significant shareholder, a regulator, or a partner of such professional service provider, unless the independent director has been free from such characteristics for at least two years prior to the resolution date of his/her appointment.	No
7.	Must not be a director who has been appointed as a representative of the Company's director, major shareholder, or the shareholder related to the Company's major shareholder.	No
8.	Not engage in the business of the same nature as or competing with that of the Company or its subsidiary and must not be a significant partner in a partnership, or director participating in management role, an employee, officer, or advisor who obtains regular salary, or a shareholder holding more than one (1)% of total voting shares of any other company which engages in the business of the same nature as or competing with that of the Company or its subsidiary.	No
9.	Must not have any other characteristics that prevent the director from giving independent opinions on the Company's operations.	No
10.	After having been appointed as an independent director as per the above qualifications, the Board of Directors may assign such independent director to make collective decisions in relation to the business operations of the Company, parent company, subsidiary, associated company, subsidiary at the same level, major shareholder, or a regulator of the Company.	As assigned

**Information of the proposed auditors for the year 2024
of D I A International Audit Co., Ltd**

1. Miss Somjintana Pholhirunrat	
Certified Public Accountant No	5599
Education	- B.A. Accounting Ramkhamhaeng University - B.A. Accounting Sukhothai Thammathirat University - Master Accounting Chulalongkorn University,
Experiences	2011 - Present Managing Partner, D I A International Audit Co., Ltd 1996 - 2010 Manager Audit Section, Office of D I A International Auditing 1989 - 1996 Accounting Manager
Years of Auditors	6 Years (2018 - 2022)
Relationship or interest with the Company, subsidiaries, executives, major shareholders, or related persons of such persons which may result in inability to perform duties independently. - None -	
2. Mr. Wirote Satjathamnukul	
Certified Public Accountant No	5128
Education	- Bachelor of Accountancy, Ramkhamhaeng University - Certificate of Advance Auditing, Thammasat University
Experiences	2010 - Present Partner, D I A International Audit Company Limited 2003 - 2009 Manager, D I A International Audit Company Limited 1991 - 2002 Audit Staff, D I A International Audit Company Limited
Years of Auditors	None
Relationship or interest with the Company, subsidiaries, executives, major shareholders, or related persons of such persons which may result in inability to perform duties independently. - None -	
3. Mr. Nopparoek Pissanuwong	
Certified Public Accountant No	7764
Education	- Bachelor Degree of accountancy , Bangkok University - Master of Accountancy, Chulalongkorn University - Certificate of Advance Auditing, Chulalongkorn University
Experiences	2010 - Present Senior Partner and trainers D I A International Audit Company Limited 2535 - 2554 Partner D I A Audit Company Limited
Years of Auditors	None
Relationship or interest with the Company, subsidiaries, executives, major shareholders, or related persons of such persons which may result in inability to perform duties independently. - None -	
4. Miss Suphaphorn Mangjit	
Certified Public Accountant No	8125
Education	-Bachelor of Business Administration(Accountancy), Ramkhamhaeng University - Master of Business Administration(Finance and Banking), Ramkhamhaeng University
Experiences	2010-Present Partner at Office at D I A International Auditing 1995-2010 Managing Auditor of D I A International Audit Company Limited
Years of Auditors	None
Relationship or interest with the Company, subsidiaries, executives, major shareholders, or related persons of such persons which may result in inability to perform duties independently. - None -	

Enclosure 4

**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 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

ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

Enclosure 5

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
Proxy Form A. (General Form)

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

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....
I/We Nationality Resides at
ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน)
being a shareholder of Asset Five Group Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding share(s), and have the rights to vote equal to vote(s)
 หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share share(s), have the rights to vote equal to vote(s)
 หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preference share share(s), have the rights to vote equal to votes.

(3) ขอมอบฉันทะให้

Hereby appoint

กรรมการอิสระ / กรรมการตรวจสอบ

Independent Directors / Audit Committee

(3.1) นางสาวคันสนีย์ พูลสวัสดิ์ (กรรมการอิสระ/กรรมการตรวจสอบ) หรือ
Miss Sansanee Poolsawat (Audit Committee / Independent Director) or

(3.2) อายุ..... ปี อยู่บ้านเลขที่
Age years, Resides at

ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code
อีเมล* โทรศัพท์มือถือ (สำหรับ OTP)* หรือ
E-mail Address* Mobile Phone (for receiving OTP)*, or

(3.3) อายุ..... ปี อยู่บ้านเลขที่
Age years, Resides at

ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code
อีเมล* โทรศัพท์มือถือ (สำหรับ OTP)*
E-mail Address* Mobile Phone (for receiving OTP)*,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Shareholders for the year 2024

ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

On Friday, April 26, 2024 at 10.00 A.M. streamed via E-AGM or any adjournment at any date, time and place thereof.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) ยินยอมให้ บริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) จัดส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) ไปยังผู้รับมอบฉันทะตามชื่อและอีเมล (Email) ที่ข้าพเจ้าระบุในหนังสือมอบฉันทะฉบับนี้

I, a shareholder of Asset Five Group Public Company Limited, consent Asset Five Group Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

ลงชื่อ/Signed.....กรรมการอิสระผู้รับมอบฉันทะ/Independent Director Proxy
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. กรุณากรอกข้อมูลทั้งหมดให้ถูกต้อง ครบถ้วน โดยเฉพาะ E-mail และเบอร์โทรศัพท์มือถือ (*) มิเช่นนั้น บริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้ (Username) รหัสผ่าน (Password) และ OTP ให้แก่ท่านเพื่อใช้ในการล็อกอิน (Log-in) เข้าสู่ระบบการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ได้

2. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจน)
Proxy Form B. (Form with fixed and specific details authorizing proxy)

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

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....
I/We Nationality Resides at
ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท แอสเสท ไไฟว์ กรุ๊ป จำกัด (มหาชน)
being a shareholder of Asset Five Group Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding share(s), and have the rights to vote equal to vote(s)
 หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share share(s), have the rights to vote equal to vote(s)
 หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preference share share(s), have the rights to vote equal to votes.

(3) ขอมอบฉันทะให้
Hereby appoint
กรรมการอิสระ / กรรมการตรวจสอบ
Independent Directors / Audit Committee
(3.1) นางสาวคันสนีย์ พูลสวัสดิ์ (กรรมการอิสระ / กรรมการตรวจสอบ) หรือ
Miss Sansanee Poolsawat (Audit Committee / Independent Director) or
(3.2).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, Resides at
ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code
อีเมล*.....โทรศัพท์มือถือ (สำหรับ OTP)*.....หรือ
E-mail Address* Mobile Phone (for receiving OTP)*, or
(3.3).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, Resides at
ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code
อีเมล*.....โทรศัพท์มือถือ (สำหรับ OTP)*.....
E-mail Address* Mobile Phone (for receiving OTP)*,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Shareholders for the year 2024

ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

On Friday, April 26, 2024 at 10.00 A.M. streamed via E-AGM or any adjournment at any date, time and place thereof.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) ยินยอมให้ บริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) จัดส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) ไปยังผู้รับมอบฉันทะตามชื่อและอีเมล (Email) ที่ข้าพเจ้าระบุในหนังสือมอบฉันทะฉบับนี้ (ยกเว้น ผู้ถือหุ้นที่ออกเสียงลงคะแนนตามความประสงค์มาแล้ว ผู้รับมอบฉันทะจะไม่ได้รับชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) เพื่อเข้าระบบลงคะแนนเสียงอีก)

I, a shareholder of Asset Five Group Public Company Limited, consent Asset Five Group Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained username or password to log in the system for voting).

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 รับทราบรายงานของคณะกรรมการบริษัท คณะกรรมการตรวจสอบ และผลการดำเนินงานของบริษัทฯ ประจำปี 2566 (ไม่มีการลงมติในวาระนี้)

Agenda 1 To acknowledge the Report of the Board of Directors, and the Audit Committee, and the Company's operating results for the year 2023. (No Vote)

วาระที่ 2 พิจารณามติฉบับการเงินประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณามติการจ่ายเงินปันผล และการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

การเลือกตั้งกรรมการทั้งชุด

Election by group

- วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)

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

การเลือกตั้งกรรมการเป็นรายบุคคล

Election by individual

4.1 นายวัลลภ ศรีไพศาล

Mr.Wallop Sripaisal

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

4.2 นายภริพัฒน์ ชุ่มธรรม

Mr.Puripat Chumtham

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 5 พิจารณามอบมติกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 6 พิจารณามอบมติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2567

Agenda 6 To consider and approve the appointment of auditors and the determination of audit fees for the year 2024.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 7 พิจารณามอบมติการแก้ไขเปลี่ยนแปลงข้อบังคับของบริษัทฯ

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider other matters (if any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case 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 on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

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

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

ลงชื่อ/Signed.....กรรมการอิสระผู้รับมอบฉันทะ/Independent Director Proxy
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached

3. กรุณากรอกข้อมูลทั้งหมดให้ถูกต้อง ครบถ้วน โดยเฉพาะ E-mail และเบอร์โทรศัพท์มือถือ (*) มิเช่นนั้น บริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้ (Username) รหัสผ่าน (Password) และ OTP ให้แก่ท่านเพื่อใช้ในการล็อกอิน (Log-in) เข้าสู่ระบบการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ได้

Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 วันศุกร์ที่ 26 เมษายน 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by the shareholder of Asset Five Group Public Company Limited at the 2024 Annual General Meeting of the Shareholders on **Friday, April 26, 2024 at 10.00 A.M.** streamed via E-AGM or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

**แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ
และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
Proxy Form C. (specifically for foreign investors and have appointed a custodian
in Thailand to be a share depository and keeper)**

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

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....
I/We Nationality Resides at
ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน)
being a shareholder of Asset Five Group Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding share(s), and have the rights to vote equal to vote(s)
 หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share share(s), have the rights to vote equal to vote(s)
 หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share share(s), have the rights to vote equal to votes.

(3) ขอมอบฉันทะให้
Hereby appoint

กรรมการอิสระ / กรรมการตรวจสอบ

Independent Directors / Audit Committee

(3.1) นางสาวคันสนีย์ พูลสวัสดิ์ (กรรมการอิสระ / กรรมการตรวจสอบ) หรือ
Miss Sansanee Poolsawat (Audit Committee / Independent Director) or

(3.2) อายุ..... ปี อยู่บ้านเลขที่.....
Age years, resides at

ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

อีเมล* โทรศัพท์มือถือ (สำหรับ OTP)* หรือ
Email Address* Mobile Phone (for receiving OTP)*, or

(3.3) อายุ..... ปี อยู่บ้านเลขที่.....
Age years, resides at

ซอย..... ถนน..... ตำบล/แขวง.....
Soi Road Sub-District
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

อีเมล* โทรศัพท์มือถือ (สำหรับ OTP)*
Email Address* Mobile Phone (for receiving OTP)*,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
 any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Shareholders for the year 2024

ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

On Friday, April 26, 2024 at 10.00 A.M. streamed via E-AGM or any adjournment at any date, time and place thereof.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) ยินยอมให้ บริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) จัดส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) ไปยังผู้รับมอบฉันทะตามชื่อและอีเมล (Email) ที่ข้าพเจ้าระบุในหนังสือมอบฉันทะฉบับนี้ (ยกเว้น ผู้ถือหุ้นที่ออกเสียงลงคะแนนตามความประสงค์มาแล้ว ผู้รับมอบฉันทะจะไม่ได้รับชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) เพื่อเข้าระบบลงคะแนนเสียงอีก)

I, a shareholder of Asset Five Group Public Company Limited, consent Asset Five Group Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained username or password to log in the system for voting).

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนในครั้งนี้ ดังนี้

To vote based on the total number of share held by my/our behalf in this meeting as follows:

มอบฉันทะบางส่วน คือ

To Split the votes as follows:

หุ้นสามัญ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
ordinary share of	share(s), and have the rights to vote equal to	vote(s)
หุ้นบุริมสิทธิ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
preferred share of	share(s), and have the rights to vote equal to	vote(s)
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....		เสียง
Total voting right of		votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 รับทราบรายงานของคณะกรรมการบริษัท คณะกรรมการตรวจสอบ และผลการดำเนินงานของบริษัทฯ ประจำปี 2566 (ไม่มีการลงมติในวาระนี้)
Agenda 1 To acknowledge the Report of the Board of Directors, and the Audit Committee, and the Company's operating results for the year 2023. (No Vote)

วาระที่ 2 พิจารณามอนุมัติงบการเงินประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566
Agenda 2 To consider and approve the Company's financial statement for the fiscal year ended December 31, 2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

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

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

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

- วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

- การเลือกตั้งกรรมการทั้งชุด
Election by group

- การเลือกตั้งกรรมการเป็นรายบุคคล
Election by individual

4.1 นายวัลลภ ศรีไพศาล

Mr. Wallop Sripaisal

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

4.2 นายสุริยพัฒน์ ชุ่มธรรม

Mr. Puripat Chumtham

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

- วาระที่ 5 พิจารณามอบมติกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 6 พิจารณามอบมติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2567

Agenda 6 To consider and approve the appointment of auditors and the determination of audit fees for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 7 พิจารณามอบมติการแก้ไขเปลี่ยนแปลงข้อบังคับของบริษัทฯ

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(7) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case 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 on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

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

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

ลงชื่อ/Signed.....กรรมการอิสระผู้รับมอบฉันทะ/Independent Director Proxy
(.....)

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C. is only used for the shareholders who are specified in the register as foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The documents needed to be attached to this Proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached

5. กรุณากรอกข้อมูลทั้งหมดให้ถูกต้อง ครบถ้วน โดยเฉพาะ E-mail และเบอร์โทรศัพท์มือถือ (*) มิเช่นนั้น บริษัทจะไม่สามารถจัดส่งชื่อผู้ใช้ (Username) รหัสผ่าน (Password) และ OTP ให้แก่ท่านเพื่อใช้ในการล็อกอิน (Log-in) เข้าสู่ระบบการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ได้

Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 วันศุกร์ที่ 26 เมษายน 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by the shareholder of Asset Five Group Public Company Limited at the 2024 Annual General Meeting of the Shareholders on **Friday, April 26, 2024 at 10.00 A.M.** streamed via E-AGM or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
votes	votes	votes

วาระที่..... เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
votes	votes	votes

วาระที่..... เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve	Disapprove	Abstain
votes	votes	votes

**Profile of Independent Directors for consideration in case the shareholders assign as proxies.
of Asset Five Group Public Company Limited**

**Shareholders can appoint an Independent Director
(Independent Director who have no conflict of interest in any agenda of the meeting)**

ชื่อ-สกุล : Miss Sansanee Poolsawat
Position : Independent Director / Audit Committee
Nationality : Thai
Age : 45 Year
Address : 199 S-OASIS Building, 12th Floor, Unit 1210, 1211, 1212,
Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900
Education : **Master Degree**
- Master of Economic Law, Taxation, Chulalongkorn University
- Master of Accounting, Thammasat University
Bachelor Degree
- Bachelor of Law (Second class honors), Chulalongkorn University

Training organized by Thai Institute of Directors (IOD) :
- Advanced Audit Committee Program (AACP) 34/2019
- Director Accreditation Program (DAP) 163/2019

Experience :

2021 - Present	Audit Committee / Independent Asset Five Group Public Company Limited
2018 - Present	Independent Director Asset Five Group Public Company Limited
2018 - Present	Director Proud in Pro Company Limited
2018 - Present	Director Russell Bedford Bangkok Advisory Company Limited (In 2024, the name was changed to Advisor by Proud Company Limited)
2015 - 2018	Director Grant Thornton Company Limited
2014 - 2015	Executive Grant Thornton UK LLP

Conflict of Interest in both Directly and indirectly in any business of the Company or its subsidiaries : None

Special interest apart from other Directors in every agenda : None

Privacy Notice for the 2024 General Meeting of Shareholders of Asset Five Group Public Company Limited

Asset Five Group Public Company Limited (“Company”) values any personal information of the shareholder(s) and/or proxy (“you”) and acts in compliance with the Personal Data Protection Act B.E.2562. The Company would like to inform as follows:

1. Personal Data Collected

1.1 General Personal Data: Name, Age, Address, Telephone Number, Identification Number, Bank Account, e-mail, Fax number, Shareholder ID, Occupation

1.2 Sensitive Personal Data: Body’s temperature, traveling record related to health information, and Symptom. In the event of a power of attorney, the company is required to request a copy of the shareholder’s identification card, which may contain sensitive personal religious information on the identification card. If the company does not wish to collect such information, the owner of the information can obscure that information. The Company will record and broadcast images and sounds of the meeting for your and our legitimate interests.

2. Collection of Personal Data

In the direct collection of your Personal Data, we will use the Personal Data only as necessary and in accordance with the specified purposes. However, we may collect your Personal Data from other sources i.e. securities registrars or Thailand Securities Depository Co., Ltd. (TSD), but as necessary and in accordance law.

3. Purposes for the Collection, Use and Disclosure of Personal Data

The Company will collect and use your data in item 1.1 and item 1.2 for the purpose of calling, arranging, and conducting the AGM including verifying your identification and sending any related documents and carrying out any action according to the AGM resolutions and the related laws.

The Company will collect and use your data in item 1.1 for the purpose of preparing AGM minutes and keeping evidence of your attendance to the AGM as well as for any activity as necessary related to the legitimate interest of Company and other person to the extent that it is within your reasonable expectation.

The Company will collect and use your data in item 1.2 for the purpose of screening any person at risk of being infected with COVID-19 to achieve public health interest to prevent any contagious disease and in compliance with the measures and guidelines of AGM.

The Company will take photograph and record the video during the AGM for the use of reporting and publicizing the AGM via electronic means and printing. You may appear in the photograph or video recording of the AGM, but the details of your identity will not be identified.

4. Personal Data Retention Period

The Company will retain your Personal Data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures. In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards such as the longest legal prescription of 10 years.

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Personal Data Protection Act B.E 2562 i.e. right to withdraw the consent, right to access Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data, right of complaint, right to dissent to the processing or disclosing of your Personal Data and right to be informed of changes to this Privacy Notice.

6. Contact and exercise your rights

If you have any questions or want to ask more details about the collection, use, disclosure, and protection of your personal data. Or if you wish to exercise your rights under Personal Data Protection Laws, you can contact us at

Asset Five Group Public Company Limited

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

Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900

Tel. : 02-0263512 / E-mail : ir@assetfive.co.th.



A5
GREATNESS
INSPIRED BY
LOVE

Asset Five Group Public Company Limited

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Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900

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