

**Invitation to
the Extraordinary General Meeting of Shareholders
No.1/2024
Asset Five Group Public Company Limited (A5)**



**Convene the meeting through electronic media
(E-EGM) only
30 May 2024 at 10.00 a.m.**

22 May 2024

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2024

To: Shareholders, Asset Five Group Public Company Limited

Enclosures:

1. The Minutes of the 2024 Annual General Meeting of Shareholders. (Please download the QR Code on Page 5)
2. Key Features in relation to the Issuance and Allocation of Warrants to Purchase the Newly Issued Ordinary Shares of Asset Five Group Public Company Limited No.4 (A5-W4)
3. Capital Increase Report Form (F53-4)
4. Procedures and instructions for attending the E-EGM No.1/2024 and related Articles of Association
5. Proxy form A, B, 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
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.3/2024 convened on April 30, 2024, has resolved to invite all shareholders to attend to the Extraordinary General Meeting of Shareholders No.1/2024 (“the E-EGM No.1/2024”) which will be convened on Thursday, May 30, 2024, at 10.00 a.m., via electronic media (E-EGM) 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 consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders.

Objective and Reason : The Company prepared the minutes of the 2024 Annual General Meeting of Shareholders, which was held on 26 April 2024, and sent them to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of Shareholders.

Board’s Opinion : The Board of Directors has considered the minutes of the 2024 Annual General Meeting of Shareholders have been recorded correctly and completely. Therefore, it is considered appropriate to propose to the E-EGM No.1/2024 to certify the minutes of the 2024 Annual General Meeting of Shareholders, which are enclosed herewith in this invitation letter **Enclosure 1**.

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

Agenda 2 : To consider and approve the issuance and allocation of the warrants to purchase the newly issued ordinary shares of Asset Five Group Public Company Limited No.4 (A5-W4) to the existing shareholders of the Company on a pro-rata basis to their respective shareholdings (Rights Offering).

Objective and Reason : To prepare for readiness and enhance the financial strength of the Company so that the Company has financial flexibility in proceeding with its projects relating to the Company business, as well as to reserve funds to be used as working capital when the warrant holders exercise their rights under the Warrants to purchase the ordinary shares of the Company, the Company proposes the issuance of the Company’s warrants for ordinary shares A5-W4 not exceeding 361,010,332 units, for offering to existing shareholders of the Company in proportion to their respective shareholdings as the following details:

The issuance and allocation of the warrants to purchase the newly issued ordinary shares of Asset Five Group Public Company Limited No.4 (A5-W4) (the "A5-W4 Warrants") in the amount of not exceeding 361,010,332 units, to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (rights offering), at no cost, at the allocation ratio of 3.35 existing ordinary shares for 1 unit of the A5-W4 Warrants (in calculating the number of the A5-W4 Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio shall be rounded down.) The term of the A5-W4 Warrants shall be 24 Months from the issuance date. The exercise ratio is 1 unit of the A5-W4 Warrants for 1 ordinary share at the exercise price of THB 3.50 per share. A summary of the key features of the A5-W4 Warrants is as set out in **Enclosure 2**.

In addition, the meeting resolved to set the date of determining the names of shareholders who are entitled to receive the allocation of A5-W4 Warrant (Record Date) on May 15, 2024

The Board of Director and/or Executive Committee and/or any person authorized by the Board of Directors or the Executives Committee shall be authorized to determine criteria, conditions and other details of the warrants which including but not limited to the date of issuance and offering of warrants, the first and last exercise date, the exercise of right to convert the warrant to purchase ordinary shares, determination of conditions and other details related to exercise price adjustment and exercise ratio, to negotiate, agree and sign the relevant documents and agreements, as well as perform any action as deemed necessary and appropriate with respect to the issuance and allotment of the warrant to purchase ordinary shares, including listing the warrant and ordinary shares from the exercise of the warrant on the MAI, also to execute the application to the relevant authorities.

Board's Opinion : The Board of Directors deemed it appropriate to propose to the E-EGM No.1/2024 consider and approve the issuance of the Company's warrants for ordinary shares A5-W4 not exceeding 361,010,332 units for offering to existing shareholders of the Company in proportion to their respective shareholdings as detailed in **Enclosure 2**, 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 3 : To consider and approve the increase of registered capital of the Company to accommodate the exercise of warrants representing the right to purchase newly issued ordinary shares of the Company No.4 and the amendment to **Clause 4. of the Company Memorandum of Association to be in line with the increase of registered capital.**

Objective and Reason : In order to increase the registered capital of the company in the amount of 180,505,166 baht by increasing the registered capital from 725,630,768.50 baht to a new registered capital of 906,135,934.50 baht by issuing 361,010,332 ordinary shares with a par value of 0.50 baht per share to accommodate the exercise of warrants representing the right to purchase newly issued ordinary shares of the Company No.4 (A5-W4).

In this regard, proposing the E-EGM No.1/2024 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 take any action as necessary and related to increase of registered capital of the Company, including amending Clause 4. of the Company Memorandum of Association to be in line with the increase of registered capital.

Board's Opinion : The Board of Directors deemed it appropriate to propose to the E-EGM No.1/2024 to consider and approve the increase of registered capital and the allocation of new shares by increasing the registered capital from 725,630,768.50 baht to 906,135,934.50 baht by issuing 361,010,332 ordinary shares with a par value of 0.50 baht per share to accommodate the exercise of warrants representing the right to purchase newly issued ordinary shares of the Company No.4 (A5-W4) and amending Clause 4. of the memorandum of association of the company to comply with the company's registered capital increase, as well as the authorization as proposed above.

From :

Registered Capital	725,630,768.50	Baht	(Seven Hundred Twenty-Five Million Six Hundred Thirty Thousand Seven Hundred Sixty-Eight Baht Fifty Satang)
Divided Into	1,451,261,537	Shares	(One thousand four hundred fifty one million two hundred sixty one thousand five hundred thirty seven shares)
Par Value per Share	0.50	Baht	(Zero point five zero Baht)
Ordinary Shares	1,451,261,537	Shares	(One thousand four hundred fifty one million two hundred sixty one thousand five hundred thirty seven shares)
Preferred Shares	(None)		

New :

Registered Capital	906,135,934.50	Baht	(Nine hundred six million one hundred thirty-five thousand nine hundred thirty-four baht fifty satang)
Divided Into	1,812,271,869	Shares	(One billion eight hundred twelve million two hundred seventy one thousand eight hundred sixty nine shares)
Par Value per Share	0.50	Baht	(Zero point five zero Baht)
Ordinary Shares	1,812,271,869	Shares	(One billion eight hundred twelve million two hundred seventy one thousand eight hundred sixty nine shares)
Preferred Shares	(None)		

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 4 : To consider and approve the allocation of newly issued ordinary shares for supporting the exercising of the Company's A5-W4

Objective and Reason : To support the exercise of rights according to the exercising of Warrants to purchase ordinary shares of the Company No.4 (A5-W4), the E-EGM No.1/2024 to consider and approve the allocate of the newly issued ordinary shares not exceeding 361,010,332 shares at the par value of THB 0.50 per share to existing shareholder proportionately to their respective shareholding in the amount not exceeding 361,010,332 shares, at no cost.

In this regard, proposing the EGM No.1/2024 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 take any action as necessary and related to the allocation of newly issued ordinary shares until completion.

Board's Opinion : The Board of Directors deemed it appropriate to propose to the EGM No.1/2024 consider and approve the allocation of newly issued ordinary shares for supporting the exercising of the Company's A5-W4 not exceeding 361,010,332 ordinary shares with a par value of 0.50 baht as detailed in **Enclosure 3**, 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 5 : To consider other matters (if any).

All the shareholders are invited to attend the E-EGM No.1/2024 on Thursday, May 30, 2024 at 10.00 a.m., in form of electronic meeting (E-EGM), 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, the split of shares to several proxies to vote in the meeting is not allowed. The shareholder shall authorize the proxy holder to cast votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by the foreign shareholder in accordance with **proxy form C**.

Registration for the E-EGM No.1/2024 will be opened in advance via the DAP e-Shareholders Meeting (e-Registration) system from 24 May 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 E-EGM No.1/2024, the company provided 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



The Minutes of the 2024 Annual General Meeting of Shareholders

Enclosure 2

**Key Features in relation to the Issuance and Allocation of Warrants to Purchase
the Newly Issued Ordinary Shares of Asset Five Group Public Company Limited No.4 (A5-W4)**

Subject	Details
Issuer	Asset Five Group Public Company Limited (The “Company”)
Name	Warrants to purchase the newly issued ordinary shares of Asset Five Group Public Company Limited No. 4 (A5-W4) (the “A5-W4 Warrants”)
Type	In named certificate and transferable
Allocation Methods	<p>The A5-W4 Warrants shall be issued and allocated to the existing shareholders of the Company on a pro rata basis to their respective share holdings (Rights Offering) (after being approved by the EGM of Shareholders No. 1/2024, which will be held on May 30, 2024) at no cost, at the allocation ratio of 3.35 existing ordinary shares for 1 unit of the A5-W4 Warrants. The Company will issue and allocate the A5-W4 Warrants to the shareholders whose names appear as shareholders of the Company on the date for determining the names of shareholders who shall be entitled to receive the A5-W4 Warrants on May 15, 2024.</p> <p>In calculating the number of A5-W4 Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio set forth shall be rounded down. For instance, in case of a shareholder holding 100 shares, if calculated based on the warrant allocation ratio, shall be equal to 29.85 (100 divided by 3.35). In this regard, the fractions of 0.85 shall be rounded down and 29 unit of A5-W4 Warrants will be allocated to such shareholders.</p>
Number of Warrants Issued	<p>Up to 361,010,332 Unit</p> <p>Remark: The maximum number of up to 361,010,332 units of the A5-W4 Warrants that the Company will issue is calculated based on the maximum number of shares which may be issued and outstanding as of the date for determining the names of shareholders who shall be entitled to receive the A5-W4 Warrants divided by the warrant allocation ratio of 3.35 existing ordinary shares for 1 unit of A5-W4 Warrants. As of April 30, 2024 (the date on which the Board of Directors resolved to propose the issuance and allocation of the A5-W4 Warrants to the EGM of Shareholders No. 1/2024), the Company has a total issued shares of 1,209,384,615 shares.</p>
Price per Unit	Baht 0 (at no cost)
Exercise Ratio	1 unit of A5-W4 Warrants for 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment.
Exercise Price	Baht 3.50 per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment.
Issuance Date	To be determined by the Board of Directors or the Executive Committee or the person authorized by the Board of Directors or the Executive Committee.
Term of the Warrants	24 months from the issuance date. The Company shall not extend the term of the A5-W4 Warrants after the issuance.

Subject	Details
Exercise Period and Date	The A5-W4 warrant holders may exercise the warrant every last business day of March, June, September or December (as the case may be) of each calendar year after the issuance date of the warrant throughout the term of warrant (Exercise Date). The first exercise date will be the last business day of March, or June, or September or December (as the case may be) after the issuance date of the warrant (the First Exercise Date) and the last exercise date will be on the maturity date of the warrant (the Last Exercise Date). In case that the Exercise Date does not fall on a business day of the Company, it shall be postponed to the next business day unless it is the last exercise of the warrant, it shall be made on the last business day preceding the maturity date.
Period for the Notification of the Intention to Exercise the Warrants	The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise the A5-W4 Warrants during 8.30 a.m. until 3.30 p.m. within the period of 5 business days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the A5-W4 Warrants shall be delivered during 8.30 a.m. until 15.30 p.m. within the period of 15 business days prior to the last Exercise Date.
Irrevocability of the Notification of Intention to Exercise the Warrants	The intention to exercise the A5-W4 Warrants shall be irrevocable upon the notification of intention to exercise the A5-W4 Warrants is served.
Numbers of Ordinary Shares reserved to accommodate the Exercise of the Warrants	<p>The number of ordinary shares reserved for the A5-W4 Warrants in the amount of not exceeding 361,010,332 shares with a par value of Baht 0.50 per share, when combining with the number of ordinary shares reserved for the warrants to purchase the newly issued ordinary shares of Asset Five Group Public Company Limited No. 2 (A5-W2) in the amount of 120,938,461 shares and No. 3 (A5-W3) in the amount of 120,938,461 shares, would equivalent to 49.85% of the total issued shares of the Company.</p> <p>Calculation method for the ratio of reserved shares:</p> $= \frac{\text{Number of shares reserved for A5-W2} + \text{Number of shares reserved for A5-W3} + \text{Number of shares reserved for A5-W4}}{\text{Number of total issued shares of the Company}}$ $= \frac{120,938,461 + 120,938,461 + 361,010,332}{1,209,384,615}$ $= 49.85\%$
Warrant Registrar	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of the A5-W4 Warrants
Secondary Market of the Warrant	The Company will list the A5-W4 Warrants on the MAI.
Secondary Market of the Shares issued upon the Exercise of the Warrants	The Company will list the ordinary shares issued upon the exercise of the A5-W4 Warrants on the MAI.

Subject	Details
<p>Dilution Effects</p>	<p>The effect on shareholders shall be considered in the following 8 cases:</p> <p>Case 1 Issuance and allocation of A5-W2, A5-W3, and A5-W4 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 2 Issuance and allocation of A5-W2 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 3 Issuance and allocation of A5-W3 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 4 Issuance and allocation of A5-W4 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 5 Issuance and allocation of A5-W2 and A5-W3 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 6 Issuance and allocation of A5-W2 and A5-W4 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 7 Issuance and allocation of A5-W3 and A5-W4 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>Case 8 Issuance and allocation of A5-W2, A5-W3 and A5-W4 warrants where existing shareholders exercise the rights to purchase all ordinary shares.</p> <p>1. Control Dilution</p> <p>Calculation formula:</p> $\text{Control Dilution} = Q_w / (Q_o + Q_w)$ <p>Q_o = Number of the existing ordinary shares which is equivalent to 1,209,384,615 shares as at 30April 2024, which is the date on which the Board of Directors' Meeting resolved to approve the issuance and offering for sale of A5-W4 warrants.</p> <p>Q_w = Number of new ordinary shares increased from the exercise of A5-W2 and/or A5-W3 and/or A5-W4 warrants, which in each case equals.</p> <ul style="list-style-type: none"> - Case 2: Q_{w2} = 120,938,461 shares, which is the number of ordinary shares increased from the exercise of all A5-W2 warrants. - Case 3: Q_{w3} = 120,938,461 shares, which is the number of ordinary shares increased from the exercise of all A5-W3 warrants. - Case 4: Q_{w4} = 361,010,332 shares, which is the number of ordinary shares increased from the exercise of all A5-W4 warrants - Case 5: Q_{w5} = 241,876,922 shares, which is the number of ordinary shares increased from the exercise of all A5-W2 and A5-W3 warrants - Case 6: Q_{w6} = 481,948,793 shares, which is the number of ordinary shares increased from the exercise of all A5-W2 and A5-W4 warrants

Subject	Details
Dilution Effects (continue)	<p>- Case 6: Qw6 = 481,948,793 shares, which is the number of ordinary shares increased from the exercise of all A5-W2 and A5-W4 warrants</p> <p>- Case 7: Qw7 = 481,948,793 shares, which is the number of ordinary shares increased from the exercise of all A5-W3 and A5-W4 warrants</p> <p>- Case 8: Qw8 = 602,887,254 shares, which is the number of ordinary shares increased from the exercise of all A5-W3 and A5-W4 warrants</p> <p>Therefore,</p> <p>Case 1: Control Dilution is Zero</p> <p>Case 2: Control Dilution is 9.09%</p> <p>Case 3: Control Dilution is 9.09%</p> <p>Case 4: Control Dilution is 22.99%</p> <p>Case 5: Control Dilution is 16.67%</p> <p>Case 6: Control Dilution is 28.50%</p> <p>Case 7: Control Dilution is 28.50%</p> <p>Case 8: Control Dilution is 33.27%</p> <p>2. Price Dilution</p> <p>Calculation formula:</p> $\text{Price Dilution} = \frac{(\text{market price before offering for sale} - \text{market price after offering for sale})}{\text{market price before offering for sale}}$ $\text{Price Dilution} = (P_o - P_n) / P_o$ <p>P_o = THB 3.28 per share, which is the weighted average price of the Company's ordinary share traded during the period of 15 consecutive business days prior to (but not including) the date of the Board of Directors' Meeting held on 30 April 2024 (from 3 April 2024 - 29 April 2024)</p> <p>P_n = the average price of all ordinary shares after the exercise of A5-W2 and/or A5-W3 and/or A5-W4 warrants, which in each case equals</p> <ul style="list-style-type: none"> - Case 1 and 8: $(P_o \times Q_o) + (\text{Exercise price of A5-W2} \times 120,938,461 \text{ shares}) + (\text{Exercise price of A5-W3} \times 120,938,461 \text{ shares}) + (\text{Exercise price of A5-W4} \times 361,010,332 \text{ shares}) / (Q_o + 602,887,254 \text{ shares})$, which equals THB 3.77 per share - Case 2 : $(P_o \times Q_o) + (\text{Exercise price of A5-W2} \times 120,938,461 \text{ shares}) / (Q_o + 120,938,461 \text{ shares})$, which equals THB 3.44 per share - Case 3 : $(P_o \times Q_o) + (\text{Exercise price of A5-W3} \times 120,938,461 \text{ shares}) / (Q_o + 120,938,461 \text{ shares})$, which equals THB 3.74 per share

Subject	Details
<p>Dilution Effects (continue)</p>	<ul style="list-style-type: none"> - Case 4 : $(P_o \times Q_o) + (\text{Exercise price of A5-W4} \times 361,010,332 \text{ shares}) / (Q_o + 361,010,332 \text{ shares})$, which equals THB 3.33 per share - Case 5 : $(P_o \times Q_o) + (\text{Exercise price of A5-W2} \times 120,938,461 \text{ shares}) + (\text{Exercise price of A5-W3} \times 120,938,461 \text{ shares}) / (Q_o + 241,876,922 \text{ shares})$, which equals THB 3.84 per share - Case 6 : $(P_o \times Q_o) + (\text{Exercise price of A5-W2} \times 120,938,461 \text{ shares}) + (\text{Exercise price of A5-W4} \times 361,010,332 \text{ shares}) / (Q_o + 481,948,793 \text{ shares})$, which equals THB 3.45 per share - Case 7 : $(P_o \times Q_o) + (\text{Exercise price of A5-W3} \times 120,938,461 \text{ shares}) + (\text{Exercise price of A5-W4} \times 361,010,332 \text{ shares}) / (Q_o + 481,948,793 \text{ shares})$, which equals THB 3.69 per share <p>Since $P_o < P_n$, the issuance and offering for sale of A5-W4 warrants do not cause any Price Dilution.</p> <p>3. EPS Dilution</p> <p>Calculation formula:</p> $\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_n) / \text{EPS}_o$ <p>$\text{EPS}_o = \text{Net profit} / Q_o = \text{net profit for the last 4 quarters of the Company equivalent to THB 506.43 million divided by 1,209,384,615 shares, resulting in THB 0.42 per share}$</p> <p>$\text{EPS}_n = \text{Net profit} / (Q_o + Q_w)$, which in each case equals</p> <ul style="list-style-type: none"> - Case 1 and 8: $\text{Net profit} / (Q_o + 602,887,254) = \text{net profit for the last 4 quarters of the Company equivalent to THB 506.43 million divided by 1,812,271,869 shares, resulting in THB 0.28 per share}$ - Case 2 and 3: $\text{Net profit} / (Q_o + 120,938,461) = \text{net profit for the last 4 quarters of the Company equivalent to THB 506.43 million divided by 1,330,323,076 shares, resulting in THB 0.38 per share}$ - Case 4 : $\text{Net profit} / (Q_o + 361,010,332) = \text{net profit for the last 4 quarters of the Company equivalent to THB 506.43 million divided by 1,570,394,947 shares, resulting in THB 0.32 per share}$ - Case 5 : $\text{Net profit} / (Q_o + 241,876,922) = \text{net profit for the last 4 quarters of the Company equivalent to THB 506.43 million divided by 1,451,261,537 shares, resulting in THB 0.35 per share}$ - Case 6 and 7: $\text{Net profit} / (Q_o + 481,948,793) = \text{net profit for the last 4 quarters of the Company equivalent to THB 506.43 million divided by 1,691,333,408 shares, resulting in THB 0.30 per share}$

Subject	Details
Dilution Effects (continue)	<p>Therefore,</p> <p>Case 1 : EPS Dilution = $(0.42-0.28) / 0.42 = 33.27$</p> <p>Case 2 : EPS Dilution = $(0.42-0.38) / 0.42 = 9.09$</p> <p>Case 3 : EPS Dilution = $(0.42-0.38) / 0.42 = 9.09$</p> <p>Case 4 : EPS Dilution = $(0.42-0.32) / 0.42 = 22.99$</p> <p>Case 5 : EPS Dilution = $(0.42-0.35) / 0.42 = 16.67$</p> <p>Case 6 : EPS Dilution = $(0.42-0.30) / 0.42 = 28.50$</p> <p>Case 7 : EPS Dilution = $(0.42-0.30) / 0.42 = 28.50$</p> <p>Case 8 : EPS Dilution = $(0.42-0.28) / 0.42 = 33.27$</p>
Events that require the issuance of new shares to accommodate the rights adjustment	<p>When the Company adjusts the exercise price and/or the exercise ratio pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of Asset Five Group Public Company Limited No. 4 (A5-W4) (the "Terms and Conditions"), which resemble the events stipulated in Clause 11 (4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants dated December 15, 2008 (as amended).</p>
Rights adjustment of the Warrants	<p>The Company will be required to adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following events :</p> <p>(a) In the event of any change in the par value of the Company's ordinary share as a result of a consolidation or a split of shares.</p> <p>(b) In the event that the Company offers ordinary shares to its existing shareholders and/or public and/or specific investors at the net price per newly issued ordinary share below 90 percent of the market price per ordinary share of the Company.</p> <p>(c) In the event that the Company offers new securities to its existing shareholders and/or public and/or specific investors, and such securities confer the rights of conversion or exchange into ordinary shares or the rights to subscribe for ordinary shares (such as convertible debentures or warrants to purchase ordinary shares) at the net price per newly issued ordinary shares below 90 percent of the market price per ordinary share of the Company.</p> <p>(d) In the event that the Company distributes dividends, whether in whole or in part. In the form of the Company's ordinary shares to its shareholders.</p> <p>(e) In the event that the Company distributes dividends in cash in excess of 95 percent of the Company's net profit under the standalone financial statements of the Company of any relevant fiscal year In distributing the dividends from the Company's net profits and/or the retained earning under the standalone financial statements of the Company of each fiscal year, it shall be regardless of whether such actual dividend distribution is made within or after the period of such fiscal year.</p>

Subject	Details
Rights Adjustment of the Warrants (continue)	<p>(f) Any event that renders the warrant holders losing their rights and interest they should have had pursuant to such Warrants in any way other than those stated in items (a) - (g) the Company shall be entitled to consider adjusting the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants in lieu of adjusting the exercise ratio) in a fair manner.</p> <p>In this respect, the definitions, rights adjustment formula, as well we other details shall be in accordance with the Terms and Conditions.</p>
Purposes of issuing the Warrants and benefits that the Company would gain from the Allocation of Newly Issued Shares	<p>To prepare for readiness and enhance the financial strength of the Company so that the Company has financial flexibility in proceeding with its future projects including the investment in mass transit projects (Related to the Company business), as well as to reserve funds to be used as working capital when the warrant holders exercise their rights under the Warrants to purchase the ordinary shares of the Company.</p> <p>In addition, the Company wishes to provide appropriate returns to the existing shareholders of the Company. The Company therefore will issue and allocate the Warrants to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) under which the existing shareholders receiving the Warrants may exercise their rights under the Warrants to purchase the newly issued shares of the Company during the scheduled exercise period.</p>
Expected benefits to Shareholders from the Capital Increase	<p>In the event the warrant holders exercise their rights under the Warrants to purchase the ordinary shares, the shareholders would gain the benefits from the Company as the Company will be able to utilize such proceeds by investing in its relating future projects as deemed appropriate and in line with the objectives of the issuance and allocation of the Warrants.</p>
Other	<p>The Board of Director or Executive Committee or any person authorized by the Board of Directors or the Executives Committee shall be authorized to determine criteria, conditions and other details of the warrants which including but not limited to the date of issuance and offering of warrants, the first and last exercise date, the exercise of right to convert the warrant to purchase ordinary shares, determination of conditions and other details related to exercise price adjustment and exercise ratio, to negotiate, agree and sign the relevant documents and agreements, as well as perform any action as deemed necessary and appropriate with respect to the issuance and allotment of the warrant to purchase ordinary shares, including listing the warrant and ordinary shares from the exercise of the warrant on the MAI, also to execute the application to the relevant authorities.</p>

(F53-4)

Capital Increase Report Form
Asset Five Group Public Company Limited
30 April 2024

We, Asset Five Group Public Company Limited (The “Company”), hereby report on the resolution of Board of Directors’ Meeting No.3/2024, held on April 30, 2024, relating to a capital increase/share allotment as follows:

1. Capital increase The Board of Directors meeting passed a resolution

Approve to propose that the Extraordinary General Meeting of Shareholders No.1/2024 (“the E-EGM No.1/2024”) consider and approve the increase of the registered capital of the Company of THB 180,505,166 from the existing registered capital of THB 725,630,768.50 to the registered capital of THB 906,135,934.50 by issuing 361,010,332 newly issued ordinary shares with a par value of THB 0.50 per share. The details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (THB/Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	361,010,332	0.50	180,505,166.00
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of New Shares:

2.1 Specifying the purpose of proceeds utilization

Allotted to	To accommodate the exercise of the Company’s warrants for ordinary share No.4 (A5-W4) being offered to existing shareholders of the Company in proportion to their respective shareholding (Right Offering) (Please refer to preliminary details of the warrants (A5-W4) in Enclosure 2)
Number of Shares	A5-W4 not exceeding 361,010,332 shares
Ratio (Old : New)	A5-W4: Allocation Ratio: 3.35 Existing shares for 1 unit of A5-W4 Exercise Ratio: 1 unit of A5-W4 for 1 ordinary share
Selling Price (THB/share)	A5-W4 will be issued at no offering price (Zero Baht) at an exercise price of THB 3.50 per share with the exception for the case of the adjustment of exercise price in accordance with the adjustment conditions.
Subscription and Payment Period	The exercise of the rights to purchase the newly issued ordinary shares of the Company under A5-W4 warrants shall be in accordance with the provisions concerning the exercise of the warrants stipulated in the Terms and Conditions governing the Rights and Obligations of the Issuer and

2.1.1 The Company’s plan in case there is a fraction of share remaining

In case of any fraction of shares which cannot be calculated based on the exercise ratio according to the allotting the Company’s warrant, those fraction of shares shall be rounded down.

2.2 General Mandate

- None-

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The E-EGM No.1/2024 is scheduled to be held on May 30, 2024 at 10.00 a.m. in the form of an electronic meeting. The record date for specifying the names of shareholders who have the right to attend the Meeting is May 15, 2024.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

To register the increase of registered capital, amendment to the Memorandum of Association, and the change of the paid-up capital with the Department of Business Development, the Ministry of Commerce and to file the application for the listing of the newly issued shares and A5-W4 warrants as listed securities with the Stock Exchange of Thailand (the "SET") in compliance with the applicable laws and regulations.

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

To accommodate the exercise of A5-W4 warrants offered to existing shareholders, with the intention to raise funds to support future business proceeding in accordance with the Company's operation plans, as well as to reserve as working capital of the Company.

6. Benefits which the Company will receive from Capital Increase/Share Allocation

The Company will utilize proceeds raised from the exercise of rights under A5-W4 warrants as capital in its future business operations, which will benefit the Company in its business proceedings.

7. Benefits which shareholders will receive from the capital increase/share allotment

The Company shall use proceeds derived from this capital increase as the working capital for usage in business expansion in the future with objectives to increase better operating results as well as to enhance potential on competitiveness of the Company in the long term. Holders A5-W4 who exercise their rights to convert their Warrants into newly-issued ordinary shares shall have the same rights as that of the existing shareholders of the Company in every aspect and shall have the right to receive dividend from operating performance equal to the Company's existing shareholders, beginning from the date their names appear in the Company's share register book and the Company register for the change of the paid-up capital with the Department of Business Development, Ministry of Commerce.

8. Other details necessary for shareholders to approve the capital increase/share allotment

Please see additional details in **Enclosure 2** (Summary of Key Features of A5-W4)

9. Schedule of action where the Board of Directors passed the resolutions approving the increase in capital/ the shares allotment

No.	Procedures of the capital increase	Date/Month/Year
1	To convene the Board of Directors' Meeting No.3/2024	April 30, 2024
2	To determine the Record Date to determine the names of shareholders who are entitled to attend the E-EGM No.1/2024 and Record Date to determine the names of shareholders who are entitled to be allotted A5-W4	May 15, 2024
3	The E-EGM No.1/2024	May 30, 2024
4	To register the increase of registered capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the E-EGM No.1/2024

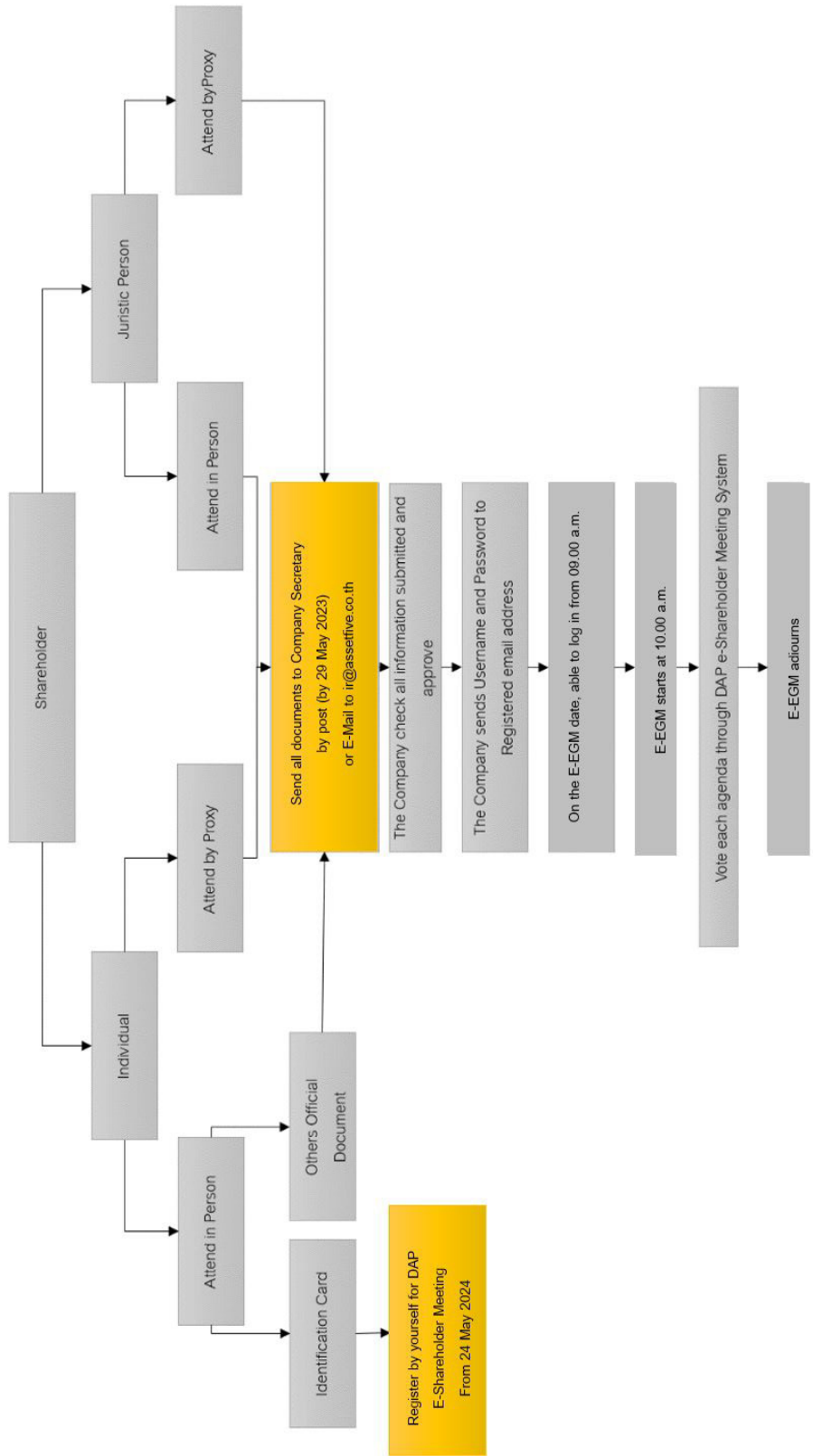
The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed

(Mr.Supachoke Panchasarp) (Mr.Chotikorn Panchasarp)

Asset Five Group Public Company Limited

Procedures and instructions for attending the E-EGM No. 1/2024 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
Mr.Wallop Sripaisal	51	Independent Director / Chairman of 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
Mr.Puripat Chumtham	42	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.setgroup.or.th/Account/Login?refer=WqPoIut2wO5lP1mxisUMIA%2bi25t%2b%2b95VyX0bnAFt9Eegr%2fdpaZp2QA%3d%3d> or scan QR Code



The registration can be made from 24 May 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 30 May 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:

Procedures for Registration (continue)

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

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 29 May 2024.

Attending the Annual General Meeting of Shareholders via Electronics media

The E-EGM No.1/2024 will be held on 30 May 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=WqPoIut2wO5IP1mxisUMIA%2bi25t%2b%2b95VyX0bnAFt9Eegr%2fdpaZp2QA%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” or “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.

Procedures for Registration (continue)

- 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, and Agenda 4, 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.

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 2, Agenda 3, and Agenda 4 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) นายวัลลภ ศรีไพศาล (กรรมการอิสระ / ประธานกรรมการตรวจสอบ) หรือ
Mr.Wallop Sripaisal (Chairman of Audit Committee / Independent Director) or
(3.2) นายสุริพัฒน์ ชุ่มธรรม (กรรมการอิสระ / กรรมการตรวจสอบ) หรือ
Mr.Puripat Chumtham (Audit Committee / Independent Director) 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)*,

คนหนึ่งคนเดียวคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1 ประจำปี 2567
any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2024

ในวันพฤหัสบดีที่ 30 พฤษภาคม 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
On Thursday, May 30, 2024 at 10.00 A.M. streamed via E-EGM 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 (E-mail) 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
<p>(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....</p> <p>I/We Nationality Resides at</p>			
ซอย	ถนน	ตำบล/แขวง	
Soi	Road	Sub-District	
อำเภอ/เขต	จังหวัด	รหัสไปรษณีย์	
District	Province	Postal Code	
<p>(2) เป็นผู้ถือหุ้นของบริษัท แอสเซท ไฟว์ กรุ๊ป จำกัด (มหาชน)</p> <p>being a shareholder of Asset Five Group Public Company Limited</p>			
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง ดังนี้	
holding	share(s), and have the rights to vote equal to	vote(s)	
<input type="checkbox"/> หุ้นสามัญ.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง	
Ordinary share	share(s), have the rights to vote equal to	vote(s)	
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง	
Preference share	share(s), have the rights to vote equal to	votes.	
<p>(3) ขอมอบฉันทะให้</p> <p>Hereby appoint</p>			
<p>กรรมการอิสระ / กรรมการตรวจสอบ</p> <p>Independent Directors / Audit Committee</p>			
(3.1) <input type="checkbox"/> นายวัลลภ ศรีไพศาล (กรรมการอิสระ / ประธานกรรมการตรวจสอบ)		หรือ	
Mr.Wallop Sripaisal (Chairman of Audit Committee / Independent Director)		or	
(3.2) <input type="checkbox"/> นายสุริพัฒน์ ชุ่มธรรม (กรรมการอิสระ / กรรมการตรวจสอบ)		หรือ	
Mr.Puripat Chumtham (Audit Committee / Independent Director)		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)*,		

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1 ประจำปี 2567
any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2024

ในวันพฤหัสบดีที่ 30 พฤษภาคม 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
On Thursday, May 30, 2024 at 10.00 A.M. streamed via E-EGM 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Agenda 1 To consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders.

(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 2 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 4 (A5-W4) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Right Offering)

Agenda 2 To consider and approve the issuance and allocation of the warrants to purchase the newly issued ordinary shares of Asset Five Group Public Company Limited No.4 (A5-W4) to the existing shareholders of the Company on a pro-rata basis to their respective shareholdings (Rights Offering).

(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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 4 และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 3 To consider and approve the increase of registered capital of the Company to accommodate the exercise of warrants representing the right to purchase newly issued ordinary shares of the Company No.4 and the amendment to Clause 4. of the Company Memorandum of Association to be in line with the increase of registered capital.

(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 พิจารณามอบมติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิครั้งที่ 4 (A5-W4)

Agenda 4 To consider and approve the allocation of newly issued ordinary shares for supporting the exercising of the Company's A5-W4.

- (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 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 5 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 |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะนี้ 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. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจําต่อแบบหนังสือมอบฉันทะแบบ 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) ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1 ประจำปี 2567 วันพฤหัสบดีที่ 30 พฤษภาคม 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by the shareholder of Asset Five Group Public Company Limited at the Extraordinary General Meeting of Shareholders No.1/2024 on **Thursday, May 30, 2024 at 10.00 A.M.** streamed via E-EGM 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) นายวัลลภ ศรีไพศาล (กรรมการอิสระ / ประธานกรรมการตรวจสอบ) หรือ
Mr.Wallop Sripaisal (Chairman of Audit Committee / Independent Director) or
(3.2) นายปวิฬรพัฒน์ ชุ่มธรรม (กรรมการอิสระ / กรรมการตรวจสอบ) หรือ
Mr.Puripat Chumtham (Audit Committee / Independent Director) 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)*,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1 ประจำปี 2567
any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2024

ในวันพฤหัสบดีที่ 30 พฤษภาคม 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
On Thursday, May 30, 2024 at 10.00 A.M. streamed via E-EGM 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:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนในครั้งนี้นี้ 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Agenda 1 To consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders.

(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 2 พิจารณานำมติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 4 (A5-W4) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Right Offering)

Agenda 2 To consider and approve the issuance and allocation of the warrants to purchase the newly issued ordinary shares of Asset Five Group Public Company Limited No.4 (A5-W4) to the existing shareholders of the Company on a pro-rata basis to their respective shareholdings (Rights Offering).

(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 พิจารณานำมติการเพิ่มทุนจดทะเบียนของบริษัท เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 4 และแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 3 To consider and approve the increase of registered capital of the Company to accommodate the exercise of warrants representing the right to purchase newly issued ordinary shares of the Company No.4 and the amendment to Clause 4. of the Company Memorandum of Association to be in line with the increase of registered capital.

- (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 พิจารณานำมติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิครั้งที่ 4 (A5-W4)

Agenda 4 To consider and approve the allocation of newly issued ordinary shares for supporting the exercising of the Company's A5-W4.

- (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 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 5 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือไม่กรณีในที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่อยู่ข้างต้น 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ

Allonge of the Proxy Form C. as attached

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the

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) ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1 ประจำปี 2567 วันพฤหัสบดีที่ 30 พฤษภาคม 2567 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by the shareholder of Asset Five Group Public Company Limited at the Extraordinary General Meeting of Shareholders No.1/2024 on **Thursday, May 30, 2024 at 10.00 A.M.** streamed via E-EGM 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

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**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)**

Name : Mr.Wallop Sripaisal

Appointment of Nominated : Chairman of Audit Committee / Independent Directors

Nationality : Thai

Age : 51 Year

Address : 199 S-OASIS Building, 12th Floor, Unit 1210, 1211, 1212,
Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900

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

Experience :

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

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

**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)**

Name : Mr.Puripat Chumtham

Appointment of Nominated : Audit Committee / Independent Directors

Nationality : Thai

Age : 42 Year

Address : 199 S-OASIS Building, 12th Floor, Unit 1210, 1211, 1212,
Vibhavadi-Rangsit Rd., Chomphol, Chatuchak Bangkok 10900

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

Experience :

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

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 Extraordinary General Meeting of Shareholders No.1/2024 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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