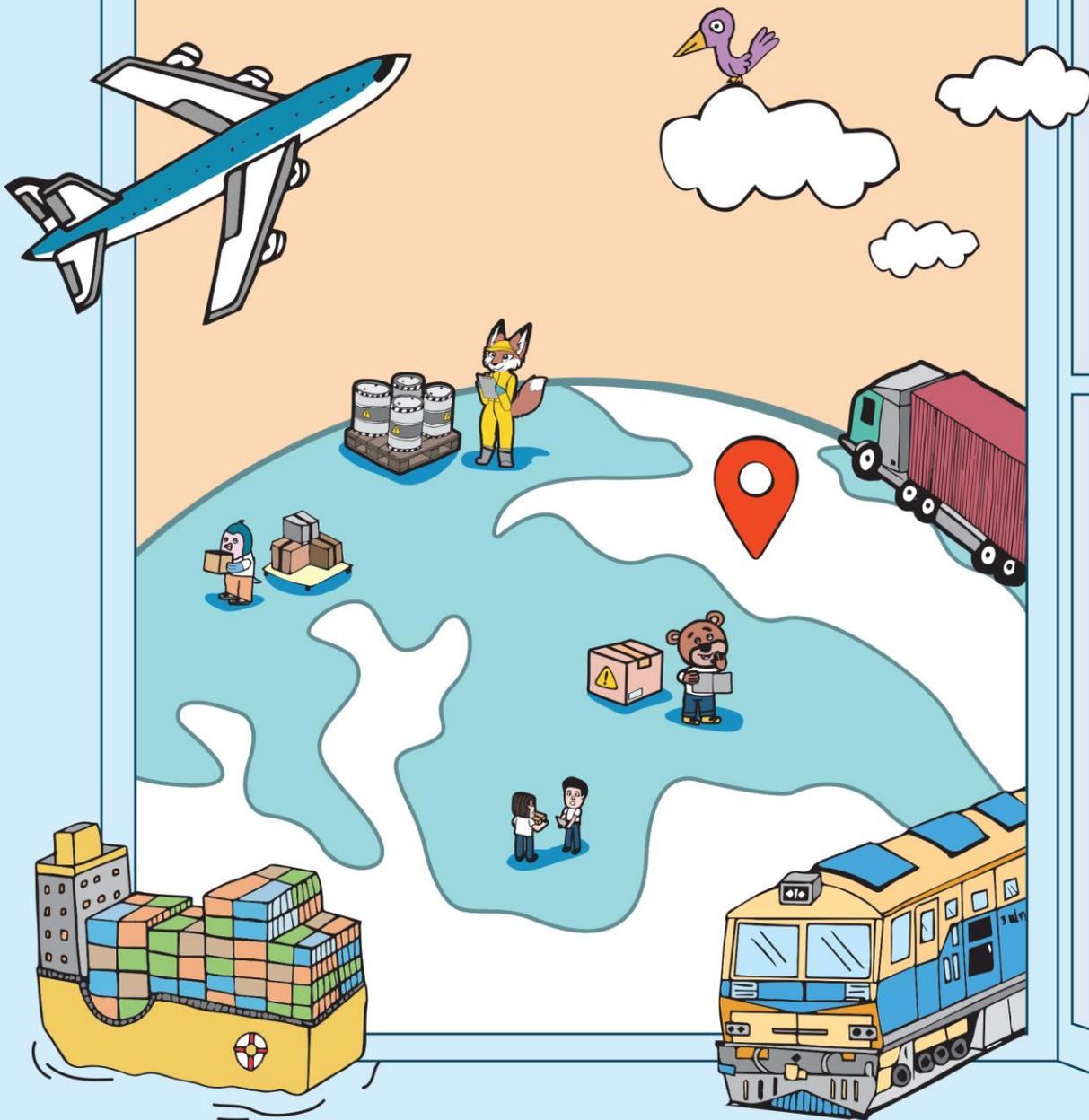


Tuesday 18 April 2023 at 14:00 hrs.  
at Surasak 2-3 Room, 11<sup>th</sup> Floor,  
Eastin Grand Hotel Sathorn Bangkok,  
33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120



Registration Time 12:30 hrs.

Please bring the Registration Form with barcode to the meeting



**Privacy Notice for the 2023 Annual General Meeting of Shareholders  
under the Personal Data Protection Act B.E. 2562 (2019)**

Triple i Logistics Public Company Limited (the “**Company**”) attaches great importance to the protection of personal data and therefore would like to provide the following information in order to comply with the Personal Data Protection Act B.E. 2562 (2019). The Company has set out the criteria and procedures as follows:

**1. Collected Personal Data**

It is necessary for the Company to collect your personal data, i.e. name, surname, title, address, telephone number, photo, shareholder registration number, signature, email, national identification card number or passport number (in case of foreigners), information related to the use of electronic systems such as email and IP Address in case of online meeting, as well as number of shares held in the Company.

For identification purposes and as an evidence of meeting attendance for exercising voting rights at the meeting, the Company may request copy(ies) of your personal identification document such as identification card or other documents which may contain sensitive personal data such as religion. Therefore, the Company kindly requests you to delete or redact such sensitive personal data. Otherwise, the Company shall deem that you authorize the Company to conceal such sensitive personal data and the relevant personal identification document shall be in full force and effect. In the event that the Company is unable to conceal such sensitive personal data due to certain restrictions, the Company reaffirms that the sole purpose hereof is for the verification of identity and that the Company has no intention to collect or use such sensitive personal data.

The Company will record images and sounds of the meeting for legitimate interests and for the benefits of the shareholders.

**2. Collection of Personal Data**

The Company will proceed only as necessary and in accordance with the purposes expressly provided in collecting the personal data from the data owner directly. Nevertheless, the Company may collect your personal data from other sources, i.e. securities registrar, Thailand Securities Depository Co., Ltd. (TSD), or the shareholders, but only to the extent necessary and in accordance with measures required by laws.

**3. Purposes of Collection, Use and Disclosure of Personal Data**

The Company collects, uses, and discloses your personal data only for the purposes of calling and convening the 2023 Annual General Meeting of Shareholders as required by laws.

The circumstances where the collection of personal data without consent is allowed under the Personal Data Protection Act B.E. 2562 (2019) include the collection, use and disclosure of the personal data

of the person nominated as a director of a company for the legitimate interests of the Company, or any other person or juristic persons, except where such interests are overridden by the fundamental rights regarding your personal data, as well as for the Company to comply with the laws to which the Company is subjected. Such laws include the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992) and their respective amendments including related rules and regulations relating to qualifications of directors and their related persons.

#### **4. Personal Data retention period**

The Company will retain your personal data only for the duration necessary for the purposes of collection, use and disclosure of personal data as stated herein.

In the case that it is not possible to specify the personal data retention period, the Company will retain the personal data for the period as may be expected under data retention standards such as the maximum legal prescription period of 10 years.

#### **5. Your Rights as a Personal Data Owner**

As the owner of Personal Data, you have rights as stipulated in the Personal Data Protection Act B.E. 2562 (2019), which include the right to withdraw your consent, the right to access and obtain a copy of your personal data, the right to correct, delete or destroy your personal data, the right to request for suspension of the processing of your personal data, the right to transfer your personal data according to the methods stipulated by the law, the right of complaint, and the right to object to the collection, use or disclosure of your personal data.

#### **6. Disclosure of Personal Data to a Third Party**

The Company may also be required to disclose your personal data as is necessary in the minutes of shareholders' meeting, the Company website, etc.

The Company may also be required to disclose your personal data to other persons, juristic persons or regulatory authorities working with the Company in order to comply with the purposes specified in this Privacy Notice as necessary, such as the advisors for the meetings, shareholders' meeting system service providers, Securities and Exchange Commission, Thailand, Stock Exchange of Thailand (SET), supervisory authorities, government authorities, or legitimate orders of competent officers.

#### **7. Contact Channels**

Enquiries or requests for additional details on the personal data protection can be addressed to the following channels: Triple i Logistics Public Company Limited, 628 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee Sub-district, Yannawa District, Bangkok, 10120 Tel: 02 681- 8108 ext. 110 or e-mail: PDPA@iii-logistics.com.

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20 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders  
Triple i Logistics Public Company Limited

The Board of Directors of Triple i Logistics Public Company Limited (the “**Company**”) has resolved to convene the 2023 Annual General Meeting of Shareholders on Tuesday, 18 April 2023 at 14.00 hrs. at Surasak 2-3 Room, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 for consideration and approval of the following agendas:

**Agenda 1 Chairman’s Report**

**Agenda 2 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 29 November 2022**

**Purpose and Rationale:** The minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 29 November 2022 was accurately recorded to be proposed to the shareholders’ meeting for acknowledgement of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022.

**Board of Directors’ Opinion:** The Board of Directors has resolved to propose to the shareholders’ meeting for acknowledgement of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 29 November 2022 that was accurately recorded, the details are attached in **Enclosure 1**.

**Voting:** Voting is not required since this agenda is for acknowledgement only.

**Agenda 3 To acknowledge the operating result for the year ended 2022**

**Purpose and Rationale:** The Company has its duties and responsibilities for reporting past performance to the shareholders. The Company has prepared the annual report for the year 2022 (Form 56-1 One Report) to comply with Section 113 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended).

**Board of Directors’ Opinion:** The Board of Directors has resolved to propose to the shareholders’ meeting for acknowledgment of the operating result for the year 2022 of the Company, and the Company also prepared the annual report for the year 2022 (Form 56-1 One Report) for acknowledgement of the shareholders regarding the nature of business, operating result, shareholding structure, board of directors and executives as well as financial statements and other significant information of the Company which will be beneficial to the shareholders. The details are attached in **Enclosure 2**.

**Voting:** Voting is not required since this agenda is for acknowledgement only.

**Agenda 4 To consider and approve the statement of financial position and statement of comprehensive income for the year ended 31 December 2022**

**Purpose and Rationale:** The Company has duties and responsibilities to prepare statement of financial position and statement of comprehensive income as at the date on which the accounting period ended as well as to appoint a certified public accountant to audit the Company's financial statement and subsequently, propose it to the shareholders' meeting for consideration and approval as required under Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended).

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting for consideration and approval of the statement of financial position and statement of comprehensive income for the year ended 31 December 2022 which was audited by the auditor and reviewed by the Audit Committee as well as approved by the Board of Directors. The details are attached in chapter "financial statement" of annual report (Form 56-1 One Report) in **Enclosure 2**. A summary of the Company's significant financial status and operating results of the Company in the Year 2022 is shown in the table below.

**Selected Information from the Company's Consolidated Financial Statements**

Unit: Baht Million

Items	2022	2021	Increase (Decrease)	Percentage
Total assets	3,679.73	2,939.42	740.31	25.19%
Total liabilities	1,008.05	1,204.75	(196.70)	(16.33%)
Total revenue	2,788.79	2,939.22	(150.43)	(5.12%)
Net profit attribute to owners of the Company	795.66	366.95	428.70	116.83%
Earnings per share (Baht/share)	1.25	0.60	0.65	106.63%

**Voting:** This agenda shall be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the meeting and casting votes.

**Agenda 5 To consider and approve the dividend payment for the year ended 2022 and the allocation of net profit as legal reserve as well as the acknowledgement of the interim dividend payment**

**Purpose and Rationale:** The Company's dividend payment policy is not less than 40 percent of the net profit from separate financial statement, after deduction of taxes and legal reserve as required by the law as well as other reserves and obligations according to conditions of loan agreements made with financial institutions. In addition, the Company has a duty under the law and Article 45 of the Company's Articles of Association to allocate net profit as legal reserve not less than 5 percent of its annual net profit deducted by the

accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

In 2022, the Company had net profit according to the separate financial statement of Baht 467,919,922.00. The Board of Directors of the Company has therefore resolved to propose to the shareholders' meeting for consideration and approval of the dividend payment for the year 2022 to the shareholders at the ratio of Baht 0.55 per share at a total dividend amount of Baht 391,605,024.55. In addition, there was an interim dividend payment paid from on the operating result of period between 1 January 2022 to 30 June 2022 to the shareholders on 9 September 2022 in the amount of Baht 0.15 per share at the total amount of Baht 96,125,866.95. Therefore, there will be dividend payment to be proposed to the 2023 Annual General Shareholders' Meeting to consider for approval for another Baht 0.40 per share with the total amount of payable dividend of Baht 295,479,157.60. The dividend payment of the Company complies with the dividend policy and the Company shall allocate Baht 2,600,000 (0.56 percent of its annual net profit for the year 2022) as its legal reserve.

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting for consideration and approval of payment of dividend of another Baht 0.40 per share at a total dividend amount of Baht 295,479,157.60, which shall be paid from the Company's net profit for the year 2022, and allocation of net profit as legal reserve in the amount of Baht 2,600,000 as well as for acknowledgement of the interim dividend payment paid from the operating results between 1 January 2022 to 30 June 2022 to the shareholders on 9 September 2022 in the amount of Baht 0.15 per share with the total interim dividend amount of Baht 96,125,866.95. The Company has determined the record date for shareholders who has the right to receive dividend to be on 26 April 2023 and the dividend payment date on 16 May 2023.

Details of Dividend Payment	2022 (Proposed Year)	2021	2020
1. Net profit on the part of the shareholders of the Company (Baht)	467,919,922	486,598,168	127,386,122
2. Total Annual Dividend (Baht:share)	<b>0.55</b>	<b>0.40</b>	<b>0.10</b>
2.1 Interim Dividend (Baht:share)	0.15	0.10	-
2.2 Annual Dividend (Baht:share)	0.40	0.30	0.10
3. Number of shares paid (shares)	738,697,894	620,709,975	601,307,775 <sup>1</sup>
4. Total dividend paid (Baht)	391,605,024.55	247,153,770.00	60,130,777.50
5. Percentage of dividend payment to net profit	83.69%	50.79%	47.20%

<sup>1</sup> Number of shares paid calculated from the number of shares issued and paid-up deducted by the treasury stocks.

Comparison of the Company's Dividend Payment Ratio

	2022 (Proposed Year)	2021	2020
<b>Separate Financial Statement</b>			
- Net Profit (Baht)	467,919,922	486,598,168	127,386,122
- Percentage of dividend payment to net profit	83.69%	50.79%	47.20%
<b>Consolidated Financial Statement</b>			
- Net Profit (Baht)	795,658,720	366,954,440	162,491,422
- Percentage of dividend payment to net profit	49.22%	67.35%	37.01%

**Remark:** The Company has a policy to pay dividend of at least 40 percent of the net profit under the separate financial statements after the deduction of taxes and legal reserve.

**Voting:** This agenda shall be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the meeting and casting votes.

**Agenda 6      To consider and approve the appointment of new directors in replacement of the directors who were retired by rotation**

**Purpose and Rationale:** Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) and Article 17 of the Company's Articles of Association, one-third of the total number of directors must retire by rotation at each annual general meeting of shareholders. If the number of directors is not a multiple of three, the number of directors to be retired shall be the closest number to one-third of the total number of directors. In the 2023 Annual General Shareholders' Meeting, there are 4 directors who must retire for rotation as follows:

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Woodtipong Moleechad      | Vice Chairman of the Board / Independent Director |
| 2. Mr. Tipp Dalal                | Director  |
| 3. Mrs. Darunee Rakpongpiboon    | Director  |
| 4. Mr. Chalernsak Karnchanawarin | Director  |

In considering appropriate persons to hold the position of the Company's directors, the Company invited its shareholders to nominate qualified persons to be elected as the Company's directors from 18 November 2022 to 31 December 2022. However, no shareholders had nominated a person to be elected as the Company's director. Therefore, the Nomination and Remuneration Committee had considered persons to be nominated as the Company's directors based on their knowledge, experience, and suitability for the benefit to the Company's business operations as well as qualifications as prescribed under the applicable laws and

regulations. The Nomination and Remuneration Committee (with the directors who had a conflict of interest abstained from voting) thus resolved to propose for consideration and appointment of such 4 directors as the Company's directors for another term. In addition, the Nomination and Remuneration Committee considered the qualifications of the nominated independent directors and found their qualifications to be in accordance with the definition of independent director as prescribed by the Stock Exchange of Thailand.

**Board of Directors' Opinion:** The Board of Directors is of the opinion that the nominated directors have been thoroughly scrutinized using the process determined by the Company, possess qualifications as required by relevant rules and regulations, and suitable for the operations of the businesses of the Company. Therefore, the Board of Directors, pursuant to the resolution of the Nomination and Remuneration Committee, has resolved to propose to the shareholders' meeting for consideration and approval of re-appointment of the following directors, who must retire by rotation, as the Company's directors for another term.

- |    |                               |   |
|----|-------------------------------|---|
| 1. | Mr. Woodtipong Moleechad      | Vice Chairman of the Board / Independent Director |
| 2. | Mr. Tipp Dalal                | Director  |
| 3. | Mrs. Darunee Rakpongpiboon    | Director  |
| 4. | Mr. Chalernsak Karnchanawarin | Director  |

The Board of Directors has considered that the independent directors nominated are able express their opinion independently and possess the qualifications in compliance with relevant laws on requirements relating to independent directors. Further, the nominated directors do not hold positions as directors or executives in other businesses that may result in conflict of interest or deemed competitive against the Company. Profiles and work experiences of the directors nominated for reappointment as the Company's directors for another term are set out in **Enclosure 3**.

**Voting:** This agenda shall be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the meeting and casting votes.

#### **Agenda 7      To consider and approve the remuneration of directors for the year 2023**

**Purpose and Rationale:** Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) and Article 22 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration of director in form of rewards, meeting allowances, bonuses or other compensations to be considered and approved with an affirmative vote of not less than two-thirds (2/3) of all shareholders attending the meeting of which it may determine the fixed remuneration or specific rules and may determine the term of remuneration or as shall be applicable until the shareholders has resolution to change the remuneration. In addition, the directors will also be entitled to receive allowances and welfares according to the internal regulations of the company.

The Nomination and Remuneration Committee has resolved to specify the remuneration of directors for the year 2023 with the details as follows:

**Monthly Remuneration, Meeting Allowance, and Additional Remuneration**

	Remuneration		Meeting Allowance	
	Monthly basis		Per meeting	
	2023	2022	2023	2022
<b>Board of Directors</b>				
- Chairman	Baht 40,000	Baht 40,000	Baht 30,000	Baht 30,000
- Vice Chairman	Baht 30,000	Baht 30,000	Baht 20,000	Baht 20,000
- Director	Baht 25,000	Baht 25,000	Baht 15,000	Baht 15,000
<b>Audit Committee</b>				
- Chairman	-	-	Baht 15,000	Baht 15,000
- Director	-	-	Baht 10,000	Baht 10,000
<b>Nomination and Remuneration Committee</b>				
- Chairman	-	-	Baht 15,000	Baht 15,000
- Director	-	-	Baht 10,000	Baht 10,000
<b>Corporate Governance and Sustainable Development Committee</b>				
- Chairman	-	-	Baht 15,000	Baht 15,000
- Director	-	-	Baht 10,000	Baht 10,000
<b>Investment Committee</b>				
- Chairman	-	-	Baht 15,000	Baht 15,000
- Director	-	-	Baht 10,000	Baht 10,000

In this regard, the directors' remuneration for 2023 shall not exceed Baht 4,000,000. The Nomination and Remuneration Committee has considered and determined that such proposed remuneration is at a reasonable level, consistent and comparable to that of a listed company with similar size and within the same industry as well as sufficient to incentivise and retain quality directors for the Company. As for 2022, the Company determined the remuneration in the rate of 1.25 percent of the net profits of the year 2022 where the remuneration shall not exceed Baht 4,000,000. In this regard, the directors do not receive any other benefits in addition to the above.

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting for consideration and approval on determination of the monthly remuneration, meeting allowance detailed as

proposed by the Nomination and Remuneration Committee and the determination of directors' remuneration for the year 2023 to be in the amount of not exceeding Baht 4,000,000 in aggregate. Furthermore, the director, who is not an Independent Director, shall not be entitled to receive monthly remuneration and meeting allowance for the Board of Directors' meetings and sub-committee meetings including the directors' remuneration.

**Voting:** This agenda shall be resolved with an affirmative vote of not less than two-thirds of all shareholders and proxies attending the meeting.

**Agenda 8 To consider and approve the appointment of the auditor and the determination of compensation of the auditor for the year 2023**

**Purpose and Rationale:** Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) and Article 36 of the Company's Articles of Association, the shareholders' meeting shall consider and approve the appointment of the auditor and determine the auditor's compensation at each and every annual general meeting of shareholders.

The Audit Committee has resolved to propose to the shareholders' meeting for consideration and approval of the appointment of the following auditors of PricewaterhouseCoopers ABAS Ltd.:

Names	CPA Registration No.	Shareholding Ratio in the Company	Relationship or interest in the Company, Subsidiaries, Executives or Major Shareholders, or persons related thereto	No. of years that the auditor has been the auditor for the Company
1. Miss Sukhumaporn Wongariyaporn	4843	None	None	5
2. Mr. Chaisiri Ruangritchai	4526	None	None	1
3. Miss Varaporn Vorathitikul	4474	None	None	5

Anyone of the above shall act as the Company's auditor for the year 2023. In the event that any one of the above auditors is unable to perform his/her duties, PricewaterhouseCoopers ABAS Ltd. may provide other auditors in replacement. The profile of each auditor is attached in the **Enclosure 4**.

The Audit Committee, having compared with other auditors proposed by the Management Committee, is of the opinion that the above-mentioned auditors are independent, knowledgeable and have experience in auditing. In addition, for such consideration, the Audit Committee has complied with the Notification of Capital Market Supervisory Board which stated that a listed company shall rotate auditor if the existing auditor performs its duty of review or audit and provide opinion to financial statements of a listed company for 7 years, whereby a listed company can appoint new auditor from the same audit firm as the former auditor.

The Audit Committee has resolved to determine the auditor fees for the year 2023 in respect of the Company and its affiliates in the amount of not exceeding Baht 4,399,500, inclusive of the audit of separate financial statements of the Company and 8 affiliates, and the consolidated financial statements of the Company.

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting for consideration and approval on the appointment of the following auditors of PricewaterhouseCoopers ABAS Ltd.

Names	CPA Registration No.	Shareholding Ratio in the Company	Relationship or interest in the Company, Subsidiaries, Executives or Major Shareholders, or persons related thereto	No. of years that the auditor has been the auditor for the Company
1. Miss Sukhumaporn Wongariyaporn	4843	None	None	5
2. Mr. Chaisiri Ruangritchai	4526	None	None	1
3. Miss Varaporn Vorathitikul	4474	None	None	5

Any one of the above shall act as the Company's auditor for the year 2023. In the event, any one of the above auditors is unable to perform his/her duties, PricewaterhouseCoopers ABAS Ltd. may provide other auditor in replacement, whereby all three auditors have no relationship or interest in the Company, Subsidiaries, Executives or Major Shareholders, or persons related thereto and the determination of auditor fees for the year 2023 in respect of the Company and its affiliates shall be in the amount of not exceeding Baht 4,399,500, exclusive of out-of-pocket expense and there is no non-audit fee in this regard.

Audit Fee proposed to the shareholders' meeting for approval	2023	2022	2021
Audit fees of the Company and affiliates	Baht 4,399,500	Baht 4,390,000	Baht 4,700,000
No. of affiliates (companies)	8	9	10

\* Remark: In 2023, the Company anticipates non-audit fee for the performance of work in accordance with mutually agreed methods for specific cases of Baht 20,000 to be paid to PricewaterhouseCoopers ABAS Ltd. (Baht 20,000 in 2022 for the performance of work in accordance with mutually agreed methods in relation to revenue from warehouse services and none in 2021).

In this regard, the auditors of the Company's subsidiaries would also be the auditors from the same audit firm as the Company. It has been deemed appropriate to propose to the shareholders' meeting for acknowledgement that PricewaterhouseCoopers ABAS Ltd. has been selected to be audit firm of the 8 affiliates of which 6 are subsidiaries for the year 2023 with the auditor fee for the subsidiaries of Baht 1,774,500.00.

**Voting:** This agenda shall be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the meeting and casting votes.

**Agenda 9        To consider and approve the amendment to the Articles of Association of the Company**

**Purpose and Rationale:** Whereas, the Public Limited Companies Act B.E. 2535 (1992) was amended by the Public Limited Companies Act (No. 4) B.E. 2565 (2022) allowing public limited companies to have more flexibility in various matters including the use of electronic means in convening of meetings and sending notices or documents. It is therefore necessary for the Company to amend Article 25, Article 32 paragraph 1, Article 44 paragraph 4, Article 53 paragraph 2 and Article 54 of its Articles of Association to be in line with the provisions of the law and to facilitate business operation of the Company.

In addition, it is also necessary for the Company to amend Article 47 (7) and Article 48 (1) of the Articles of Association in order for them to be consistent with the Company's policy on supervision and management of subsidiaries' business which was resolved by the Board of Directors' Meeting No. 1/2023 held on 21 February 2023 to be amended to improve flexibility in business management of the Company group without creating undue procedures and burdens on the Company. Such amendments are also in line with legal requirements as well as the practices of other listed companies.

Details of the proposed amendments to the Articles of Association are as appeared in **Enclosure 5**.

**Board of Directors' Opinion:** The Board of Directors has resolved to amend the Article 25, Article 32 paragraph 1, Article 44 paragraph 4, Article 47 (7), Article 48 (1), Article 53 paragraph 2 and Article 54 of the Articles of Association of the Company and to propose the same to be approved by the shareholders' meeting. Further, it has resolved to propose that designated person of the Board of Directors, authorized director or Chief Executive Officer to register the amendment of the Company's Articles of Association at the Department of Business Development, Ministry of Commerce, be authorized to amend and give additional statements, or do any other acts to comply with the Registrar's orders.

**Voting:** This agenda shall be resolved with an affirmative vote of not less than three-fourths of all shareholders and proxies attending the meeting and entitled to vote.

**Agenda 10        To consider and approve the decrease of the Company's registered capital in the amount of Baht 2,305,065.50 from the current registered capital of Baht 406,205,126.50 to Baht 403,900,061.00 by cancelling the registered shares not purchased in the amount of 4,610,131 shares at the par value of Baht 0.50 per share**

**Purpose and Rationale:** Under Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended), public limited companies may increase its registered capital by issuing new shares and may only do so if all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the

remaining shares must be the ones issued in accommodation of convertible debentures or warrants. Section 139 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) and Article 35(2)(e) of the Company's Articles of Association provide that the capital decrease of the Company shall be approved by a shareholders' meeting with an affirmative vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and entitled to vote.

In this regard, since the Company wishes to issue new ordinary shares to reserve for the exercise of warrants to purchase the ordinary shares of the Company no. 1 (III-W1) following the change of exercise price and exercise ratio to be further explained in Agenda 12 and whereas the Company still have unissued shares which are not reserved for any convertible debentures or warrants in the amount of 4,610,131 shares (excluding the 69,102,228 ordinary shares that are reserved for the exercise of the warrants to purchase the ordinary shares of the Company no. 1 (III-W1)), the Company is thus required to decrease its registered capital in the amount of Baht 2,305,065.50 from the current registered capital of Baht 406,205,126.50 to Baht 403,900,061.00 by cancelling the unissued ordinary shares in the amount of 4,610,131 shares having the par value of Baht 0.50 per share in order to be able to issue new ordinary shares to accommodate the exercise of the III-W1.

Such capital decrease is the cancellation of the authorized but unissued shares and thus would not affect the Company and the interests of the shareholders in any way.

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting to consider and approve the decrease of registered capital of the Company in the amount of Baht 2,305,065.50 from the current registered capital of Baht 406,205,126.50 to Baht 403,900,061.00 by cancelling the registered shares not purchased in the amount of 4,610,131 shares (excluding the 69,102,228 ordinary shares that are reserved for the exercise of the warrants to purchase the ordinary shares of the Company no. 1 (III-W1)) at the par value of Baht 0.5 per share in order for the Company to issue newly issued ordinary shares to reserve for the exercise of III-W1 following the change of exercise price and exercise ratio and to comply with the law.

**Voting:** This agenda shall be resolved with an affirmative vote of not less than three-fourths of the total number of votes of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 11**      **To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of registered capital**

**Purpose and Rationale:** Pursuant to the approval of the decrease of the registered capital of the Company in the above Agenda 10, in order to comply with the law, the Meeting is required to consider and approve an amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the decrease of registered capital of the Company as follows:

“Clause 4	Registered Capital of	Baht 403,900,061	(Four hundred three million nine hundred thousand sixty-one Baht)
	Divided into	807,800,122 shares	(Eight hundred seven million eight hundred thousand one hundred twenty-two shares)
	With a par value of	Baht 0.50	(Fifty Satang) each
	Categorized into		
	Ordinary shares	807,800,122 shares	(Eight hundred seven million eight hundred thousand one hundred twenty-two shares)
	Preference shares	- shares	(-shares)

**Board of Directors’ Opinion:** The Board of Directors has resolved to propose to the shareholders’ meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the decrease of registered capital of the Company, and propose that designated person of the Board of Directors, authorized director or Chief Executive Officer to register the capital decrease and amendment of the Company’s Memorandum of Association at the Department of Business Development, Ministry of Commerce, be authorized to amend and give additional statements, or do any other acts to comply with the Registrar’s orders.

**Voting:** This agenda shall be resolved with an affirmative vote of not less than three-fourths of the total number of votes of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 12** To consider and approve the increase of registered capital of the Company in the amount of Baht 347,774.50 from the current registered capital of Baht 403,900,061.00 to Baht 404,247,835.50 by issuing new ordinary shares in the amount of 695,549 shares at the par value of Baht 0.50 to accommodate the rights adjustment of III-W1 under the Terms and Conditions of III-W1

**Purpose and Rationale:** Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) and Article 35(2)(e) of the Company’s Articles of Association that the capital increase of the Company shall be approved by a shareholders’ meeting with an affirmative vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and entitled to vote.

In this regard, following the Company’s rights offering whereby “net price per share of the new ordinary shares” was below 90 percent of the “market price per share of the Company’s ordinary share”, the exercise price and exercise ratio of III-W1 was adjusted in accordance with the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the III-W1 to become 1 unit of warrant will be entitled to

purchase 1.01007 share at the price of Baht 5.94020 per share. Accordingly, the Company has to increase its registered capital in the amount of Baht 347,774.50 from the current registered capital of Baht 403,900,061.00 to Baht 404,247,835.50 by issuing new ordinary shares in the amount of 695,549 shares at the par value of Baht 0.5 to accommodate the exercise of III-W1 whose final exercise date is in May 2023.

The details of the capital increase are as appeared in the Capital Increase Report Form (F53-4) in **Enclosure 6**.

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting to consider and approve the increase of registered capital of the Company in the amount of Baht 347,774.50 from the current registered capital of Baht 403,900,061.00 to Baht 404,247,835.50 by issuing new ordinary shares in the amount of 695,549 shares at the par value of Baht 0.50 to accommodate the rights adjustment of III-W1 under the Terms and Conditions of III-W1.

**Voting:** This agenda shall be resolved with an affirmative vote of not less than three-fourths of the total number of votes of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 13**      **To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of registered capital**

**Purpose and Rationale:** Pursuant to the approval of the increase of the registered capital of the Company in the above Agenda 12, in order to comply with the law, the Meeting is required to consider and approve an amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company as follows:

“Clause 4	Registered Capital of	Baht 404,247,835.50	(Four hundred four million two hundred forty-seven thousand eight hundred thirty-five Baht and fifty Satang)
	Divided into	808,495,671 shares	(Eight hundred eight million four hundred ninety-five thousand six hundred seventy-one shares)
	With a par value of	Baht 0.50	(Fifty Satang) each
	Categorized into		
	Ordinary shares	808,495,671 shares	(Eight hundred eight million four hundred ninety-five thousand six hundred seventy-one shares)

Preference shares - shares (-shares)

**Board of Directors' Opinion:** The Board of Directors has resolved to propose to the shareholders' meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company, and propose that designated person of the Board of Directors, authorized director or Chief Executive Officer to register the capital increase and amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce, be authorized to amend and give additional statements, or do any other acts to comply with the Registrar's orders.

**Voting:** This agenda shall be resolved with an affirmative vote of not less than three-fourths of the total number of votes of shareholders and proxies who attend the meeting and have the right to vote.

#### **Agenda 14 Other businesses (if any)**

**Purpose and Rationale:** This agenda is for the shareholders to make any inquiries and/or give any suggestions to the Board of Directors (if any) and/or for the Board of Directors to clarify any inquiries of shareholders. No additional agendas will be proposed to the shareholders' meeting for consideration and the resolution will not be required for this agenda.

The Company would like to ask the shareholders to bring registration form or evidence for registration for attending the meeting, details of which are as set out in **Enclosure 7** for registration in attending the meeting.

If any shareholder is unable to attend the shareholders' meeting in person, such shareholder may appoint a proxy to attend the meeting and vote on his/her behalf by completing either Proxy Form A. or Proxy Form B. For those shareholders who have custodian in Thailand, please use Proxy Form C. as set out in **Enclosure 8**.

In addition, any shareholder can authorize any one of the following independent directors of the Company, namely Mr. Apichart Chirabandhu or Mr. Vipoota Trakulhoon, to attend and vote on his/her behalf. Details of independent directors are set out in **Enclosure 9**, and the definition of independent director is set out in **Enclosure 10**. Further, any shareholder who has any questions that would like the Company to clarify in relation to the proposed agendas or any suggestions can send the questions/suggestions in advance to secretary@iii-logistics.com within 3 April 2023.

The Company has determined the record date on which the shareholders will be entitled to attend the 2023 Annual General Meeting of Shareholders to be on 9 March 2023. The Company would like to request shareholders to consider details and registration method for attending the meeting as set out in **Enclosure 11**. The Company shall conduct the meeting in accordance with provisions of the Articles of Association relating to the shareholders' meeting, the details of which are as set out in **Enclosure 12**. The shareholders can request for the annual report of the year 2022 (Form 56-1 One Report) in hardcopy by completing the request form as set out in **Enclosure 13**.

Please attend the shareholders' meeting on the date, time, and venue as specified above. The map of the meeting venue can be found under **Enclosure 14**. The registration time for attending the 2023 Annual General Meeting of Shareholders is from 12.30 p.m. onwards.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'T. Dalal', with a large, stylized flourish at the end.

(Mr. Tipp Dalal)

Chief Executive Officer

Copy of the minutes of the Extraordinary General Meeting of Shareholders no.1/2022 held on 29 November 2022

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
NO. 1/2022  
OF TRIPLE i LOGISTICS PUBLIC COMPANY LIMITED**

The meeting was held on Tuesday, 29 November 2022 at 14:00 hrs. at Surasak 1 Room, 11th Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. Mr. Krirkkrai Jirapaet, Chairman of the Board of Directors of Triple i Logistics Public Company Limited (the “Company”) acted as the chairman of the meeting (the “Chairman”).

Mr. Weerawit Kuntanaroj, the Master of ceremony (“Master of Ceremony”), informed the Meeting that the Company had a registered capital of Baht 380,817,359.50, divided into 761,634,719 ordinary shares with par value of Baht 0.50 per share. The paid-up capital stood at Baht 320,419,556.50 divided into 640,839,113 ordinary shares with par value of Baht 0.50 per share. At the record date determining the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date), i.e. 1 November 2022, the Company had 7,829 shareholders. The Master of Ceremony then informed the Meeting about the facilities of the meeting venue, i.e. location of restrooms and location of emergency exit doors. The measures and guidelines for the meeting attendees during the current outbreak of the 2019 coronavirus (“COVID-19”) were also informed to the Meeting.

The Chairman welcomed the shareholders and proxies who attended the meeting and requested for the quorum to be counted before starting the meeting. The Chairman then informed the meeting that there were 33 shareholders attending in person representing a total of 1,322,504 shares or 0.2064 percent of the Company’s total issued shares and 98 shareholders attending by proxy, representing a total of 421,797,386 shares or 65.8195 percent of the Company’s total issued shares. There were thus a total of 131 shareholders representing a total of 423,119,890 shares or 66.0259 percent of the Company’s total issued shares of 640,839,113 shares. Therefore, the quorum was constituted in accordance with the applicable laws and the Company’s Articles of Association. (After the meeting commenced, there were additional shareholders attending in person and by proxy; hence, there were a total of 146 shareholders attended in person and by proxy, representing a total of 423,146,935 shares or 66.0301 percent of the total issued shares of the Company.)

The Chairman introduced the directors and executives of the Company who attended the meeting to clarify on the details and answer the Meeting's queries. In addition, the Company also invited independent legal advisors from Siam Premier International Law Office Limited to attend and to supervise the meeting to ensure compliance with the applicable laws and to witness the vote counting.

The followings have attended the Meeting:

**Directors who attended the Meeting**

1. Mr. Krirkkrai Jirapaet Chairman of the Board of Directors / Independent Director
2. Mr. Woodtipong Moleechad Vice Chairman of the Board of Directors / Chairman of the Audit Committee / Chairman of the Investment Committee / Independent Director
3. Mr. Apichart Chirabandhu Member of the Audit Committee / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee / Independent Director
4. Mr. Vipoota Trakhulhoon Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Member of the Investment Committee / Independent Director
5. Mr. Tipp Dalal Director / Chief Executive Officer / Chairman of the Management Committee / Member of the Investment Committee
6. Mr. Viraj Nobnomtham Director / Chief Financial Officer / Member of the Management Committee / Member of the Nomination and Remuneration Committee / Member of the Investment Committee / Chairman of the Risk Management Sub-Committee
7. Mr. Thanut Thatayanon Director / Member of the Management Committee / Member of the Corporate Governance Committee / Member of the Investment Committee / Member of the Risk Management Sub-Committee
8. Mrs. Darunee Rakpongpi boon Director / Member of the Management Committee / Member of the Investment Committee / Member of the Risk Management Sub-Committee / Company Secretary

9. Mr. Jirod Panacharas Director / Member of the Management Committee / Member of the Corporate Governance Committee
10. Mr. Chalernsak Karnchanawarin Director / Member of the Management Committee / Member of the Risk Management Sub-Committee

In this regard, 10 out of 10 directors attended the meeting, amounting to attendance of 100 percent of the total directors.

#### Legal Advisor

1. Mr. Bancha Wudhiprecha Siam Premier International Law Office Limited and team

#### Independent Financial Advisors

1. Dr. Julaporn Namchaisiri Independent Financial Advisor, Grant Thornton Services Ltd.
2. Mr. Adulpol Charukesnunt Independent Financial Advisor, Grant Thornton Services Ltd.

#### Shareholders' Rights Protection Volunteer from the Thai Investors Association

1. Dr. Gesiree Panthura Shareholders' Rights Protection Volunteer

#### Shareholder Representative to witness the vote counting

1. Miss Palinee Sujaritpoljamroon Shareholders' Representative to witness the vote counting

To ensure an orderly and transparent meeting in compliance with the Company's Articles of Association and the applicable rules in relation to the General Meeting of Shareholders of the Company, the Chairman requested Mr. Nitiroj Matra, legal advisor, to inform the Meeting regarding the meeting process and voting procedures as follows:

- The meeting shall be conducted in accordance with the agendas as set out in the invitation letter. The shareholders will be presented with information in relation to each agenda and given opportunity to make queries or suggestions on such agenda. Shareholders who wish to propose any suggestions or make any queries are requested to raise their hands and inform full name to the meeting. Agenda 10

(Other Businesses) provides opportunities for additional queries/suggestions not related to the other agendas.

- Agenda 3 to Agenda 9 are closely related. Therefore, if any of such agenda is not approved by the shareholders' meeting, the Company will not propose other relevant agenda for consideration. Further, the relevant agenda that have already been approved shall be deemed cancelled.
- In respect of the voting, one share is equal to one vote. Shareholders having special conflict of interest on any matters shall not be entitled to vote on such matter.
- With respect to casting of votes, the Chairman would only request for the casting of and would only count the disapproval and abstention votes, and voided ballots in each agenda. Shareholders who wish to disapprove or abstain, must fill in the ballot cards received from the staff at registration before attending the meeting and raise hands for the staff to collect the ballot cards. The Company would deduct the disapproval and abstention votes as well as voided ballots (if any) from the total votes of the shareholders attended, and entitled to vote or casted votes (as the case may be). Therefore, all of the remaining shares will be counted as votes in favour of the issue. If there is no disapproval or abstention vote, the issue shall be considered unanimously approved.
- The cases that would be considered as voided ballots are as follows:
 

Ballot cards that cannot determine the intention of the voter, e.g. more than 1 vote options are marked, votes are amended with no signature or votes are duly marked but without signing on the ballot cards.
- The Company will present the scores of the votes on each agenda on the presentation screen where the votes will be divided into approval, disapproval, abstention and voided ballots representing the percentage of the shareholders as required for the resolution to be passed.
- The number of votes cast by shareholders and proxies in each agenda may not be equal due to changes in number of shareholders or proxies attending the meeting on each agenda.

The counting of votes according to the agenda set forth in the Extraordinary General Meeting of Shareholders No. 1/2022 shall be as follows:

- The agenda which shall be resolved by affirmative vote of not less than three-fourths of all shareholders attending the meeting and eligible to vote are the agenda 3 to agenda 8.

- The agenda which shall be resolved by simple majority votes by shareholders attending the meeting and casting vote is the agenda 9.
- Agenda 1 and 2 are for acknowledgment only. No voting shall be required.

The Chairman then declared the commencement of the meeting and conducted the meeting in accordance with the agenda as set out in the invitation letter sent to the shareholders.

#### **Agenda 1 Chairman's Report**

The Chairman informed that there is no issue to be reported to the Meeting and therefore, proceeded with the next agenda.

#### **Agenda 2 To acknowledge the minutes of the 2022 Annual General Meeting of Shareholders held on 19 April 2022**

The Chairman informed the Meeting that the Board of Directors considered the Minutes of the 2022 Annual General Meeting of Shareholders held on 19 April 2022 and was of the view that the Company had prepared such minutes of the meeting accurately in accordance with the resolution of the meeting. The Minutes was delivered to all shareholders together with the invitation letter as set out in Attachment 1.

The Chairman informed the Meeting that this agenda was for acknowledgement only. However, he provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed to the Meeting to acknowledge the minutes of the 2022 Annual General Meeting of Shareholders.

**Resolution** The Meeting resolved to acknowledge the minutes of the 2022 Annual General Meeting of Shareholders.

Before proceeding to the next agenda, the Chairman informed the Meeting of the reason for this meeting, which can be summarized as follows:

In order to be in line with the major visions and strategies of the Company in creating sustainable growth and adding value to the Company's enterprise, the Company will expand its Cargo General Sale Agents business ("GSA") through its subsidiary, Asia Network International Co., Ltd. ("ANI"), whereby ANI will acquire 80 percent of the GSA business overseas in addition to the existing 20 percent in order to prepare ANI for its listing on the Stock Exchange of Thailand ("SET"). In this regard, the Chairman also informed the Meeting that since the

Agenda 3 to Agenda 9 were related to each other with Agenda 3 and Agenda 4 as the main agenda, the Company will present the details of the agenda for the shareholders' consideration together and the voting for the Agenda 3 and Agenda 4 will subsequently be conducted consecutively. The Agenda 5 to Agenda 9 were matters that were required to be proceeded under the laws and Articles of Association in order to further proceed with the matters under Agenda 3 and Agenda 4 if the latter two agenda were approved by the shareholders.

The Chairman further requested Mr. Tipp Dalal, Chief Executive Officer, and Mr. Viraj Nobnomtham, Chief Financial Officer, to inform the details of the relevant transactions for shareholders to consider when voting in Agenda 3 and Agenda 4.

**Mr. Tipp Dalal, Chief Executive Officer**, informed the Meeting of the objectives and background of this meeting as follows: The Company has been striving to create sustainable growth for the Company to be in accordance with the visions and strategies after becoming a listed company since 2017. In fact, the Company has aimed to be a part of SET100 by 2024 through its strategic plan "Logistics & Beyond", i.e. to cause logistics business to grow and gain an increase in value and worth. In this regard, the Company has set out 4 growth themes to achieve this: (1) Beyond Boundary – i.e. to operate business beyond that of only within Thailand and become a regional company, a matter that the Company is focusing at the moment; the Company has invested in Hong Kong and Singapore, both of which are global logics hub; (2) Beyond Traditional Logistics Service; (3) Beyond Traditional Platform; and (4) Beyond Existing Expertise.

In this regard, with respect to the Beyond Boundary strategy, the Company has decided to expand its GSA business, which the Company has viewed to be advantageous and differed from that of other logistics providers in the country – i.e. an international shipping that the Company has expertise in and can be expanded into regional level. This expansion will be done through ANI.

With respect to the GSA business, only the goods aspects and not passengers will be the focus in this case. In other words, GSA in this case referred to being the sole representation of airlines appointed by the airlines in each country in which the Company acts as an agent.

The resolution requested to be passed by this Meeting was to approve the use of ANI to acquire a company in Malaysia having subsidiaries operating GSA business in 3 countries, i.e. Malaysia, Singapore and Vietnam, after which will cause ANI to have subsidiaries operating GSA business in 8 countries, i.e. Thailand, China, Hong Kong, Singapore, Malaysia, Vietnam, Cambodia and Myanmar, with approximately 20 airlines in total that the Company will be cargo sale agent for. In this regard, the Company has started preparing ANI to become the main company to conduct GSA business at a regional level and has intended to list ANI in the SET since

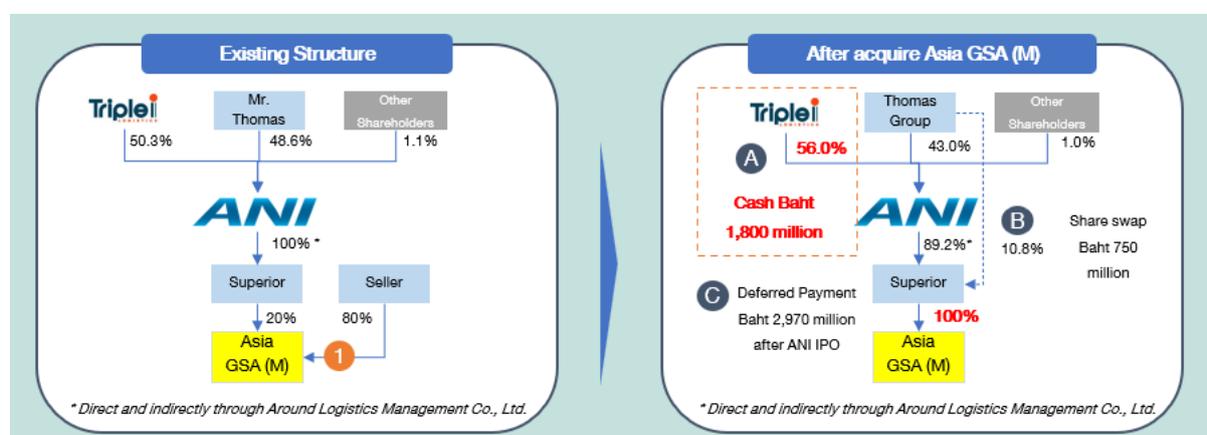
last year. At the beginning of this year, the Company has invested in Asia GSA (M) SND. BHD. (“Asia GSA (M)”) at the proportion of 20 percent with the total value of around Baht 733 million. In this meeting, the Meeting was requested to consider and approve the acquisition of the remaining 80 percent with the total value of Baht 5,520 million. The Company was planning to use the financial statements of ANI of this year for the filing in the Q2 of the next year.

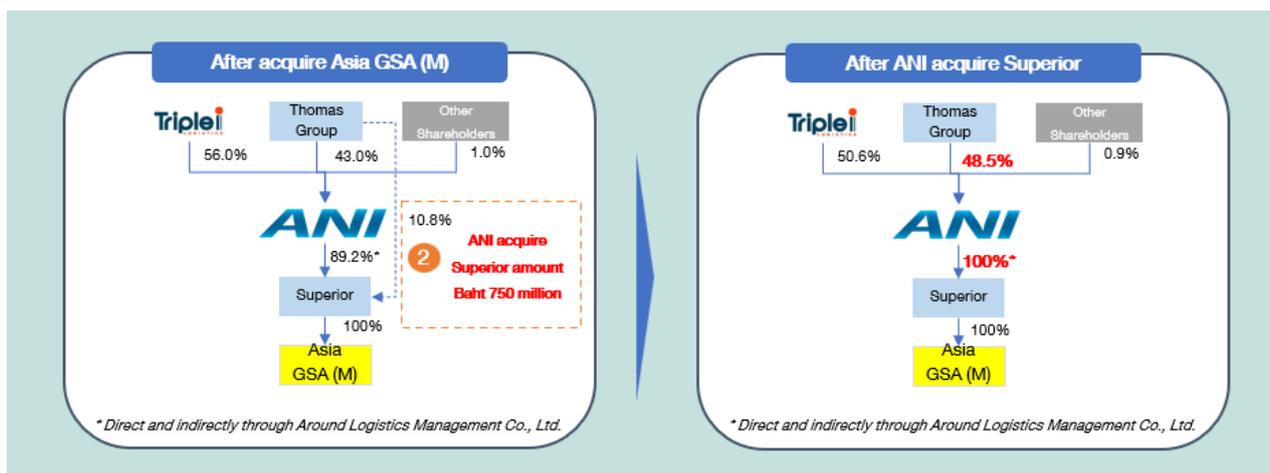
Mr. Viraj Nobnomtham, Chief Financial Officer, further informed the Meeting in relation to the Agenda 3 and Agenda 4 which can be summarized as follows:

**Agenda 3** was for the shareholders to resolve to approve ANI’s subsidiary, SUPERIOR GSA PTE. LTD. (“Superior”), to purchase the remaining 80 percent of shares in Asia GSA (M) from the existing shareholders in order for ANI to acquire 100 percent in Asia GSA (M) and to be in line with the listing plan of ANI. The payment for the 80 percent with the total value of around Baht 5,520 million will be divided as follows:

1. Payment in cash in the amount of SGD 69.2 million or around Baht 1,800 million;
2. Payment with 18,138 shares of Superior with the value of SGD 28.85 million or around Baht 750 million and arrange for ANI to acquire the 18,138 shares in Superior from the Sellers by issuing capital increased ordinary shares of ANI in the amount of 2,458,918 shares at the offer price of Baht 305 per share in return;
3. For the remaining SGD 114.25 million or around Baht 2,970 million shall be paid after ANI has successfully raised funds in the SET (“Outstanding Amount”).

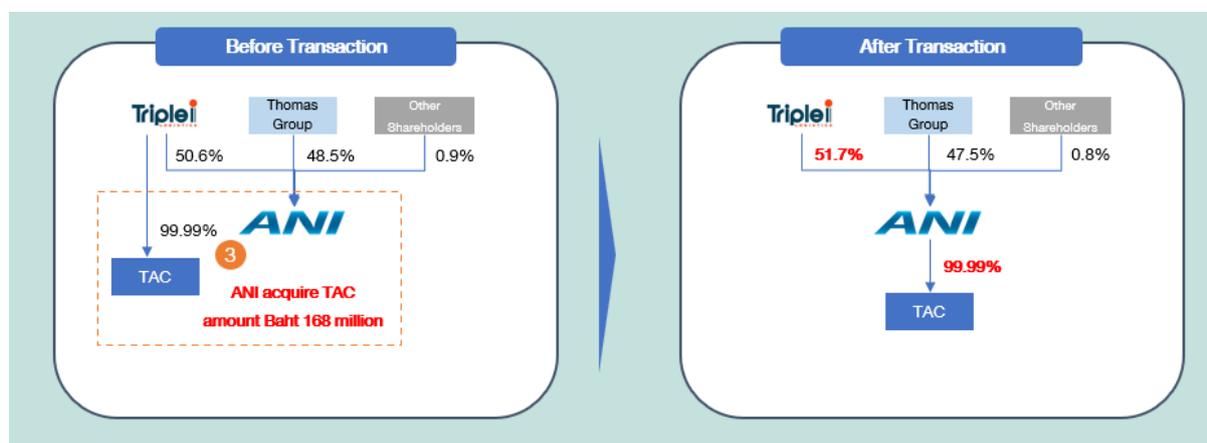
In the event that ANI cannot successfully raise funds in the SET, the Outstanding Amount will be paid by selling the Asia GSA (M) shares in the amount equivalent to the Outstanding Amount to the Seller group, in order not to cause burden to the Company and ANI.





Therefore, after the transaction, ANI will be directly and indirectly holding 100 percent of total shares in both Superior and ASIA GSA (M).

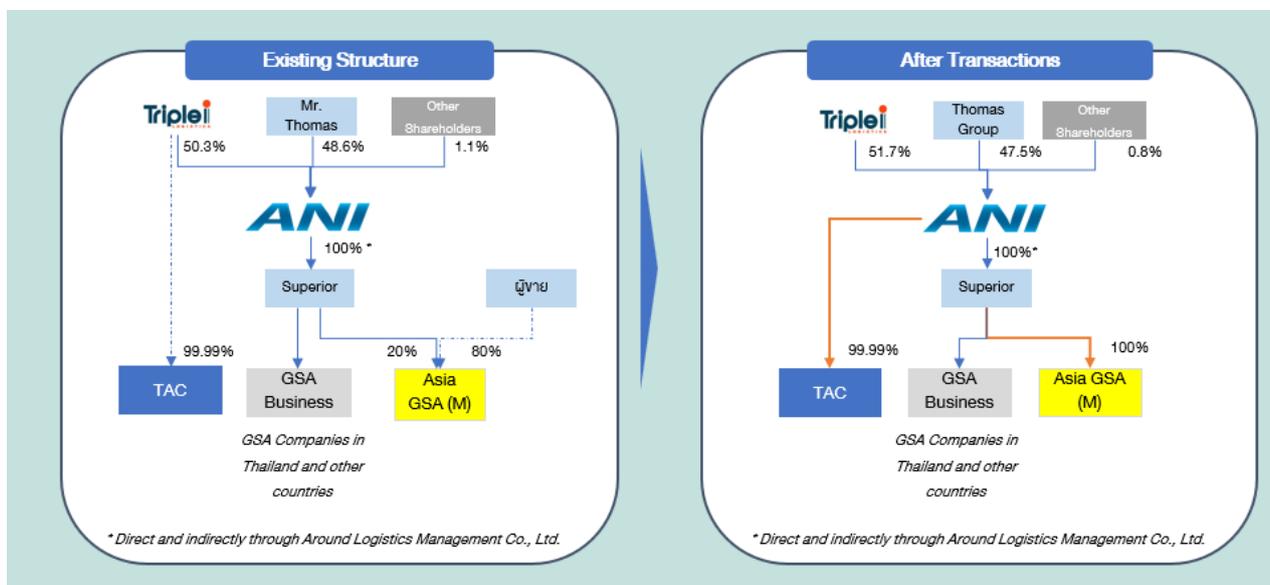
**Agenda 4** was for restructuring of GSA business of the Company group whereby the Company will sell shares in Triple i Asia Cargo Co., Ltd. ("TAC") to ANI with the following steps:



1. The Company will dispose to ANI all the shares held in TAC, whether currently held and to be acquired from the subscription of capital increased ordinary shares pursuant to the internal capital restructuring plan between the Company and TAC in the proportion of 99.99 percent of the total paid-up registered capital with the par value of Baht 100 per share. The total value of the transaction will be not exceeding Baht 168.00 million and those shares will be swapped with 550,798 capital increased ordinary shares of ANI having the par value of Baht 25 per share at the price of Baht 305 per share such that the total value is no more than Baht 168.00 million.
2. The Company will subscribe for capital increased ordinary shares of ANI in the amount of not exceeding 3,173,748 shares at the offer price of Baht 305 per share using cash in the amount

of not exceeding Baht 800 million and ordinary shares of TAC at the value of Baht 168 million. Such transaction will cause the shareholding proportion of the Company in ANI to increase from 50.35 percent to 51.66 percent with the total subscription value of Baht 968 million.

The structure after the transactions in Agenda 3 and Agenda 4 will be as follows:



As for Agenda 5 to Agenda 9, they were connected to each other and were legal processes. Agenda 5 and Agenda 6 were about capital management to decrease the excess portion resulted from the issuance of warrants so that the capital will be consistent with the current number of shares. Agenda 7 was the agenda proposed to the shareholders to consider the increase of the Company's registered capital to increase the Company's capital base and serve as funds for the acquisition of Asia GSA (M) under Agenda 3 which required around Baht 500 million out of the total transactional value of Baht 5,500 million. Agenda 8 to Agenda 9 were legal matters that were related to each other.

The Chairman then requested the legal advisor and the independent financial advisors to further inform the Meeting in relation to the compliance with the rules and regulations, and Articles of Association.

Mr. Nitiroj Matra, the legal advisor, informed the Meeting about the compliance with the relevant rules and regulations, and Articles of Association as follows:

1. The investment of Superior in Agenda 3 had a characteristic of an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deems as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and

Disposition of Assets B.E. 2547 (2004) (as amended) ("**Notifications on Acquisition and Disposal of Assets**"). When calculating the transaction size together with the previous 20 percent acquisition of Asia GSA (M) and combined with the size of the acquisition transactions for the past 6 months from the date of the approval of the transactions and the approval at this meeting, the highest transaction size equaled to 252.63 percent. As a result, the transaction was classified as type 4 or back-door listing on the SET as prescribed in the Notifications on Acquisition and Disposal of Assets. Nonetheless, the Target Transaction was classified as a transaction which did not require the filing of application for the listing of new securities pursuant to relevant notifications.

2. The sale of TAC shares in Agenda 4 had a characteristic of a disposition of assets pursuant to the Notifications on Acquisition and Disposal of Assets with the highest transaction size of 5.21 percent and when combined with the size of the disposal transactions for the past 6 months from the date of the approval of the transaction, the highest transaction size equaled to 10.94 percent. As a result, the Company had no duty to comply with the relevant notifications.

In addition, the two transactions were not classified as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) ("**Notifications on Connected Transactions**"). Nonetheless, Articles 47 and 48 of the Articles of Association of the Company provided that in case a subsidiary agrees to enter into a transaction with its connected person, approval was required from the Company's board of directors and from the meeting of the Company's shareholders. Further, when calculating the size of both transactions, they were considered large transactions.

Other details were as appeared in the invitation notice and attachments delivered to the shareholders together with the invitation notice of this meeting.

Hence, the Company was required to appoint an independent financial advisor (IFA) to perform various relevant duties including providing opinion on the entering into the acquisition of assets transaction and connected transaction pursuant to the Company's Articles of Association. The details were as appeared in the report on the opinion of the independent financial advisor in relation to the acquisition and disposition of assets and connected transactions for restructuring of GSA business group which was delivered to the shareholders together with the invitation notice to this meeting.

Dr. Julaporn Namchaisiri, the independent financial advisor, explained to the Meeting about the opinion of the independent financial advisor in relation to the matters proposed for approval, which were divided into 5 topics summarized as follows:

### 1. Characteristics of the transactions

Agenda	Details	Transaction No.
Agenda 3	<p><b>Target Transaction</b></p> <p>Superior, a subsidiary of ANI, to invest an additional 80 percent of shares in Asia GSA (M) (in additional to the current shareholding of 20 percent to result in 100 percent shareholding) in total of 1,600,000 shares with par value of RM 1 per share, totaling of SGD 212.3 million or equivalent to approximately Baht 5,520 million, from the following sellers who are existing shareholders:</p> <ol style="list-style-type: none"> <li>1. Mr. ANG TECK CHOON SIMON, a director and executive of ANI, - a total of 120,000 shares or 6 percent of the total shares; and</li> <li>2. CATHERINE POON KUM YIN@ ANNIE POON, a spouse of Mr. Thomas Tay Nguen Cheong (“Mr. Thomas”) who is a major shareholder of ANI - a total of 1,480,000 shares or 74 percent of the total shares.</li> </ol> <p>Both sellers as mentioned above are not the connected persons of the Company but connected persons of the subsidiary.</p> <p><u>Payment:</u></p> <ul style="list-style-type: none"> <li>• Superior, ANI’s subsidiary, to invest in Asia GSA (M) by issuing capital increased ordinary shares of 18,138 shares with the value of around Baht 750 million to be swapped with Asia GSA (M) shares in the proportion of 10.9 percent and a value of around Baht 750 million.</li> <li>• Superior to take loans from ANI in the amount of Baht 1,800 million to pay for the shares in cash whereby Baht 800 million will come from the capital</li> </ul>	1

Agenda	Details	Transaction No.
	<p>increase of the Company and the remaining Baht 1,000 million from loan from financial institution.</p> <ul style="list-style-type: none"> <li>The remaining of around Baht 2,970 million will be paid from the funds raised from ANI's listing in the SET without interests.</li> </ul> <p><u>Transaction size under acquisition regulations</u></p> <p>171.26 percent according to the total value of consideration criteria and, when combined with the acquisition of assets in the past 6 months and those to be approved in this meeting, will result in the total transaction size equal to 252.63 percent of the total value of consideration</p> <p><u>Transaction size under connected party transaction regulations</u></p> <p>292.03 percent of net tangible assets</p> <p><u>Other material conditions under the Asia GSA (M) share purchase agreement</u></p> <ul style="list-style-type: none"> <li>Superior is required to pledge the shares as collateral for funds that Superior still owes to the sellers. While the shares were being pledged with the sellers, the rights in dividend and the voting rights shall be fully vested in Superior and the Seller shall have no further rights to transfer or sell such shares to others. However, if Superior is in default of its payment and the sellers have exercised their right to reclaim 861,046 shares, the sellers will also be entitled to a retroactive refund of the dividends for the period during which Superior still owes the payment of such shares.</li> <li>If ANI is unable to raise fund in the SET within 1 year from the date of entering into the transaction, the following conditions must be complied with:</li> </ul>	

Agenda	Details	Transaction No.
	<p>1) the sellers are entitled to demand the purchaser to sell the 861,046 shares back to the sellers at the value equivalent to the outstanding amount; or</p> <p>2) the purchaser is entitled to demand the sellers to purchase the 861,046 shares from the purchaser at the value equivalent to the outstanding amount.</p> <p><u>Timing</u></p> <p>The sale and purchase of Asia GSA (M) shares will be completed within 30 December 2022 whereby the entire amount of shares shall be transferred to Superior.</p>	
	<p><b>Share Swap Transaction of ANI with Superior from the Sellers</b></p> <p>ANI, Company's subsidiary, to issue 2,458,918 newly issued shares at the value of Baht 305 per share (par value of Baht 25 per share) to be swapped with Superior shares held by the sellers group under Transaction No. 1 (18,138 shares or 10.8 percent of the total shares at the price of Baht 41,348 per share). ANI will issue the capital increased shares to Mr. Thomas.</p> <p><u>Transaction size under acquisition regulations</u></p> <p>23.27 percent according to the total value of consideration criteria and, when combined with the acquisition of assets in the past 6 months and those to be approved in this meeting, will result in the total transaction size equal to 252.63 percent of the total value of consideration</p> <p><u>Transaction size under connected party transaction regulations</u></p> <p>39.68 percent of net tangible assets</p>	2

Agenda	Details	Transaction No.
	<p><b>TAC share swap transaction with ANI</b></p> <p>The Company to sell all the shares held in TAC, i.e. 99.99 percent of the total shares, both from its current holding and that which will be acquired from the subscription of newly issued ordinary shares under the Company's internal capital restructuring plan, to ANI by swapping with 550,798 ANI's capital increased shares (par value of Baht 25 per share) at the price of Baht 305 per share, totaling of Baht 168 million.</p> <p><u>Transaction size under disposition regulations</u></p> <p>5.21 percent according to the total value of consideration criteria and, when combined with the acquisition of assets in the past 6 months and those to be approved in this meeting, will result in the total transaction size equal to 10.94 percent of the total value of consideration. Therefore, the Company does not have any duty to follow the relevant regulations.</p> <p><u>Transaction size under connected party transaction regulations</u></p> <p>8.89 percent of net tangible assets</p>	3
	<p><b>The Transaction for the Payment of Newly Issued Shares in ANI</b></p> <p>The Company to subscribe for capital increased ordinary shares of ANI in the amount of not exceeding 3,173,748 shares at the offer price of Baht 305 per share (par value of Baht 25 per share) by cash payment of not exceeding Baht 800 million and payment using TAC shares from Transaction No. 3 (value of around Baht 168 million).</p> <p><u>Transaction size under acquisition regulations</u></p> <p>30.03 percent according to the total value of consideration criteria and, when combined with the acquisition of assets in the past 6 months and those to be</p>	4

Agenda	Details	Transaction No.
	approved in this meeting, will result in the total transaction size equal to 252.63 percent of the total value of consideration	
Agenda 4	The Company to sell the shares held in TAC (99.99 percent of the total shares in TAC) by swapping them with ANI shares from Transaction No.3.	3

## 2. Advantages and Disadvantages of entering into the transaction

### Advantages of entering into the transaction

1. Eliminate conflicts of interest in ANI
  - TAC share swapping was a way of restructuring GSA business to be under ANI to eliminate conflict of interests between the Company and ANI.
  - The entering into this transaction will cause the controlling power in Asia GSA (M) and the companies whose shares are held by Asia GSA (M) to be under ANI's control.
2. ANI will acquire the right in Asia GSA (M) shares and which will thereby increase ANI's overall potential to cover more regional areas especially in Malaysia, Singapore and Vietnam; there was also a growing trend in air cargo business that can result in more profits in the future; Asia GSA (M) also has shown continuous improvement in its operating results that will cause ANI to increase its value once IPO is conducted.
3. Entering into said transaction met the criteria for not requiring an application for the listing of new securities (Back-door Listing) due to the following:
  - (1) The business of Superior/Asia GSA (M) was of similar nature to the business of the Company;
  - (2) The Company had no policy to effect material change in the main business of the Company;
  - (3) The Company group had appropriate qualifications to be listed with the SET; and
  - (4) There was no material change to the board of directors of the Company and in the controlling power over the Company or shareholders with the controlling power over the Company.
4. No loss of control in TAC – After the entering into the transactions, the Company will remain the holder of more than 50 percent of total shares in ANI and thereby maintaining its control in TAC; even though

the shareholding in ANI will be reduced to less than 50 percent as a result of ANI's listing in the SET, the Company will still have majority votes that can control ANI.

5. The Company's investment in ANI's capital increased shares was at a worthwhile price – the Company will make payment of Baht 800 million together with the share swap with TAC shares at the value of Baht 64.07 million, Baht 864.07 million in total, but will gain ANI shares which have the value of around Baht 1,249.29 million, a profit of Baht 385.21 million.
6. The investment in Asia GSA (M) will increase ANI's potential to expand international shipping business network and capability to cover more areas in the region. Further, by investing in Asia GSA (M), ANI will not need to start its marketing in Malaysia from scratch and can expand its own base in Vietnam and Singapore whereby ANI will be able to immediately operate its business saving the time required for setting up a new company.
7. It was an opportunity for the Company to receive more dividend from ANI – ANI had a policy to pay to shareholders dividends of not less than 40 percent of the net profit according to the consolidated financial statements of ANI. Moreover, ANI's subsidiaries had dividend payout policy of not less than 50 percent of net profit according to the separate financial statements depending on the investment plan, other necessities and suitability in the future as the Board of Directors of ANI and ANI's subsidiaries may deem appropriate.
8. The payment of the Company's newly issued ordinary shares in ANI will not materially affect the liquidity of the Company.

#### Disadvantages of entering into the transaction

1. The Company may have additional debts and lose opportunity to invest in other businesses in case there were no exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No.1 (III-W1) which would cause the Company to rely on loans from financial institutions instead. The Company may lose the opportunity if there are other investment projects or other companies that are of interest and have good returns.
2. The existing shareholders may be affected by price dilution at around 12.02 percent due to the issuance and offering of the capital increased shares of the Company.

3. In the event that ANI is unable to list in the SET within 1 year, the Asia GSA (M) shares must be returned which will result in the failure to achieve the objective of the transaction, i.e. to eliminate conflict of interests. Nevertheless, ANI will still hold 56.95 percent of the total shares of Asia GSA (M) and have controlling power over Asia GSA (M).

Mr. Adulpol Charukesnunt, the independent financial advisor, further explained to the Meeting as follows:

### 3. Risks of entering into the transaction

The risks consisted of the risk of the investment not going according to plan, risk from currency fluctuations, risk of dilution from the listing of ANI, risk from the short-term nature of GSA agreements, and risk from the Asia GSA (M) share purchase agreement still currently being drafted.

### 4. Appropriateness of the pricing

#### Shares Valuation

- Not appropriate - if valuate using the Book Value Approach, Adjusted Book Value Approach, Price to Book Value Ratio Approach or P/BV Ratio, or Price-to-Earning Ratio Approach or P/E Ratio)
- Appropriate - if valuate using the Sum of the Parts approach

#### Appropriateness of each transaction

- Transaction No. 1: Appropriateness of the investment value in Asia GSA (M) – reasonable given that when calculated against the IFA's valuation, the Company will gain benefit from this transaction in the amount of Baht 132.21 million.
- Transaction No. 2: Share swap between ANI and Superior – Not appropriate given that when calculated against the IFA's valuation, the Company will lose benefit from this transaction in the amount of Baht 173.26 million.
- Transaction No. 3: Share swap between ANI and TAC – Appropriate given that when calculated against the IFA's valuation, the Company will gain benefit from this transaction in the amount of Baht 152.75 million.
- Transaction No. 4: Subscription of ANI's capital increased shares - Appropriate given that when calculated against the IFA's valuation, the Company will gain a total benefit from all the transactions in the amount of around Baht 215.27 million.

## 5. Opinion of independent financial advisor

The independent financial advisor was of the opinion that the entering into the transactions was reasonable and the shareholders should approve the entering into such transactions with the following reasons:

1. The Company will gain the benefits from the transactions in the amount of around Baht 215 million.
2. The transactions were for restructuring of GSA business to ANI in order to eliminate conflict of interests between the Company and ANI.
3. The Company and ANI will be able to expand the international shipping business network and capabilities to cover more areas in the region especially in Malaysia, Singapore and Vietnam without having to start new marketing.

The Chairman provided opportunity for the Meeting to make queries and suggestions.

Mr. Sakchai SakulSrimontree, a shareholder, asked for the opinion of the Audit Committee in relation to the appropriateness of the proposed transactions.

Mr. Woodtipong Moleechad, Chairman of the Audit Committee, requested Mr. Vipoota Trakhulhoon, Member of the Audit Committee, to provide clarifications to the shareholders.

Mr. Vipoota Trakhulhoon, Member of the Audit Committee, informed the Meeting that the Chairman of the Audit Committee has taken into account of the overview of the whole transactions to achieve the strategic goals as proposed by the Chief Executive Officer. The entering into the transactions was viewed to have advantages as follows:

(1) the Company will be one of the leading air freight forwarders in the region;

(2) the Company will not have to jump start since the target company is already operating businesses with long and continuous relationship; and

(3) this is a part of the Company's plan to list ANI in the SET for growth of both sides (i.e. the Company and ANI). Further, the Audit Committee has considered and was of the same view as the independent financial advisor that the price of the transactions as a whole was appropriate.

Mr. Sakchai Sakulsrimontree, a shareholder, asked about the overview of this year's financial statements, i.e. whether the overview of the operating results will be positive or negative once the financial statements of the

Company and ANI have been consolidated after the acquisition of Asia GSA (M). The shareholder further asked about the amount of the incurred debts and the break-even point of the interests arising from the merger and when the profits can be returned to shareholders as dividends.

Mr. Viraj Nobnomtham, Chief Financial Officer, informed the Meeting that the operating results of ANI have been recognized with respect to profit sharing from joint venture in the consolidated financial statements of the Company since the previous Q1 whereby the operating results of Asia GSA (M) only accounted for 20 percent and there were consistent profits which also partly contributed to the continuous growth of the Company's operating results despite the COVID-19 crisis. In this regard, the Company was planning to acquire the remaining 80 percent which was expected to be completed at the end of December. Therefore, there would be no impact on the profits reflected in the financial statements as of the end of this year but the next year will see the profits from such investment. According to the attachments delivered to the shareholders together with the invitation notice of this meeting, for the first 6 months, ANI's profits amounted to around Baht 245 million (the Company was holding around 50.35 percent of shares).

For the incurred debts, the Company viewed them as a capital expansion of the Company and that the capital increase was appropriate. According to the numbers informed by the independent financial advisor, Baht 800 million will be required from the Company whereby Baht 500 will come from the capital increase and the other Baht 300 from bank loan(s). The bank loan may not be necessary if the Company has sufficient cash, e.g. from the exercise of warrants in which the Company was informed to be well-interested. In addition, with respect to another Baht 1,000 million that ANI required to take out, the Company did not view that such amount was a burden to the Company but to ANI in respect of the Baht 1,000 million payable by ANI. Nevertheless, Asia GSA (M) that the Company will be acquiring has been generating continuous profits for many years without any debts. It was therefore also the reason for why ANI has very few debts. The financial institution that considered the credit limit also agreed to provide the credit limit of Baht 1,000 million due to the very good operating results. Moreover, ANI had the ability to repay debts given its current profitability and will not cause burden to the Company and its shareholders. Overall, the Company was confident that it will not receive much impact that is not manageable.

Mr. Sakchai Sakusrilmontree, a shareholder, requested for reclarification whether Superior will be acquiring ANI.

The Chairman informed the Meeting that, in reality, Superior will not be acquiring ANI but will be acquiring Asia GSA (M) in Malaysia in the proportion of 80 percent; in which case, Superior was a subsidiary of ANI which in turn was a subsidiary of the Company.

Mr. Sakchai Sakulrimontree, a shareholder, further asked about the privilege of the Company's shareholders in subscribing for the IPO shares of ANI.

The Chairman clarified to the Meeting that such was a matter to be further carefully considered by the Company.

Dr. Gesiree Pantura, Shareholders' Rights Protection Volunteer from Thai Investors Association, asked as follows:

(1) review or working process of the Company in response to the independent financial advisor's opinion that there will be a loss of Baht 173.26 million and thus not an appropriate transaction; and

(2) the Company's plan to take care of private shareholders, especially minority shareholders who will be affected by the price dilution from the issuance of capital increased shares of the Company.

Mr. Viraj Nobnomtham, Chief Financial Officer, informed the Meeting as follows:

(1) The assessment of the independent financial advisor was conducted on the basis of a separate item. The Company however has taken into consideration the whole transaction and all items which will be done in succession and considered that the transactions were appropriate and beneficial to the Company. In addition, negotiations thereof were also proceeded on the basis of the whole process and not on separate items. Further, the Company viewed that renegotiations would not be necessary since the Company will already benefit from the process according to the numbers shown; and

(2) with respect to the dilution, the Company viewed it as a smaller stake in a larger share with higher value and as such deems it worthwhile.

The Chairman further informed to the Meeting that all the Company's actions were for the purpose of long-term sustainability and reassured the shareholders that what has been diluted will be returned as a future benefit. In this regard, the Company has used its best effort in the past months to acquire the deal and after offsetting with the debts, the Company was expected to benefit especially from becoming a regional player in something that the Company has sufficient expertise.

Mr. Vipoota Trakhulhoon, Member of the Audit Committee, additionally informed the Meeting that the capital increase in this round was not a private placement but a right offering. Therefore, all shareholders will be entitled to the same rights, i.e. 15 existing shares per 1 capital increased share as informed by the Chief Financial Officer, and will not be affected from the aforementioned capital increase.

**Agenda 3** To consider approving SUPERIOR GSA PTE. LTD., the Company's subsidiary, to invest in the shares of ASIA GSA (M) SDN. BHD. and the entering into other transactions related to such investment by Asia Network International Company Limited, the Company's subsidiary, constituting an asset acquisition transaction and connected transaction between a subsidiary and the subsidiary's connected person

The Chairman requested the legal advisor to inform the Meeting about the details of the voting and result of vote counting for this agenda and the legal advisor has informed the Meeting accordingly.

The Chairman provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed the Meeting to consider and approve the investment of SUPERIOR GSA PTE. LTD., the Company's subsidiary, in the shares of ASIA GSA (M) SDN. BHD. and the entering into other transactions related to such investment by Asia Network International Company Limited, the Company's subsidiary, constituting an asset acquisition transaction and connected transaction between a subsidiary and the subsidiary's connected person.

**Resolution** Upon due consideration, the Meeting resolved to: (1) approve the investment of SUPERIOR GSA PTE. LTD., the Company's subsidiary, in the 80 percent of the total shares of ASIA GSA (M) SDN. BHD. and the entering into other transactions related to such investment by ANI, the Company's subsidiary, constituting an asset acquisition transaction and connected transaction between a subsidiary and the subsidiary's connected person; and (2) authorize the board of directors, the chairman of the board, or the chief executive officer of SUPERIOR GSA PTE. LTD., or persons authorized by the board of directors, the chairman of the board, or the chief executive officer to take any actions related to or necessary for the entering into such Target Transaction, which was a transaction for the acquisition of assets and to determine the criteria, conditions and other details necessary for and related to such Target Transaction as necessary and appropriate pursuant to the relevant laws, with the affirmative votes of not less than three-fourths of all shareholders attending the meeting and eligible to vote as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and entitled to vote
1. Approved	423,136,935	99.9976
2. Disapproved	10,000	0.0024
3. Abstained	0	0
4. Voided Ballot	0	0

**Agenda 4** To consider approving the restructuring GSA Business of the Company group whereby the Company will dispose of Triple i Asia Cargo Co., Ltd. to Asia Network International Co., Ltd.

The Chairman requested the legal advisor to inform the Meeting about the details of the voting and result of vote counting for this agenda and the legal advisor has informed the Meeting accordingly.

The Chairman provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed the Meeting to consider and approve the restructuring GSA Business of the Company group whereby the Company will dispose of Triple i Asia Cargo Co., Ltd. to ANI.

**Resolution** Upon due consideration, the Meeting resolved to: (1) approve the restructuring GSA Business of the Company group whereby the Company will sell all of the shares it held in Triple i Asia Cargo Co., Ltd. to ANI; and (2) authorize the board of directors, the chairman of the board, or the chief executive officer of the Company, or persons authorized by the board of directors, the chairman of the board, or the chief executive officer to take any actions related to or necessary for such share sale including to determine the criteria, conditions and other details necessary for and related to such restructuring of the Company group as necessary and appropriate pursuant to the relevant laws; and authorize the board of directors, the chairman of the board, or the chief executive officer of ANI, or persons authorized by the board of directors, the chairman of the board, or the chief executive officer to take any actions related to or necessary for such share sale including to determine the criteria, conditions and other details necessary for and related to such restructuring of the

Company group as necessary and appropriate pursuant to the relevant laws, with the affirmative votes of not less than three-fourths of all shareholders attending the meeting and eligible to vote as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and entitled to vote
1. Approved	423,136,935	99.9976
2. Disapproved	10,000	0.0024
3. Abstained	0	0
4. Voided Ballot	0	0

**Agenda 5** To consider approving the decrease of the Company's registered capital by Baht 53.50 from the original registered capital of Baht 380,817,359.50 to the registered capital of 380,817,306.00 by deducting 107 undistributed ordinary shares with the par value of Baht 0.50 per share

The Chairman requested Mr. Nitiroj Matra, the legal advisor, to inform the details of this agenda.

Mr. Nitiroj Matra, the legal advisor, informed the Meeting that the Company currently has registered capital of Baht 380,817,359.50 with 107 undistributed ordinary shares (excluding the 120,795,499 ordinary shares reserved for the exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No.1 (III-W1)). To comply with the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Company was required to decrease its registered capital from Baht 380,817,359.50 to Baht 380,817,306.00 by deducting such 107 undistributed ordinary shares with the par value of Baht 0.50 per share before it can proceed with the increase of its registered capital.

The Chairman provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed the Meeting to consider and approve the decrease of the Company's registered capital.

**Resolution** Upon due consideration, the Meeting resolved to approve the decrease of the Company's registered capital by Baht 53.50 from the original registered capital of Baht 380,817,359.50 to the registered capital of 380,817,306.00 by deducting 107 undistributed ordinary shares with the par value of Baht 0.50 per

share, with the affirmative votes of not less than three-fourths of all shareholders attending the meeting and eligible to vote as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and entitled to vote
1. Approved	423,136,935	99.9976
2. Disapproved	10,000	0.0024
3. Abstained	0	0
4. Voided Ballot	0	0

**Agenda 6 To consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the decrease of the registered capital of the Company**

The Chairman requested Mr. Nitiroj Matra, the legal advisor, to inform the details of this agenda.

Mr. Nitiroj Matra, the legal advisor, informed the Meeting that as the Meeting has approved the decrease of the Company's registered capital in the Agenda 5, in order to be in line with the laws, the Meeting was required to consider approving the amendment of Clause 4 of the Memorandum of Association with respect to the registered capital to be in line with the capital decrease as follows:

"Clause 4	Registered Capital	Baht 380,817,306.00	(Baht three hundred eighty million eight hundred seventeen thousand three hundred and six)
	Divided into	761,634,612 shares	(Seven hundred sixty-one million six hundred thirty-four thousand six hundred and twelve shares)
	Value of each share	Baht 0.50	(Fifty Satang)
	Divided into		
	Ordinary shares	761,634,612 shares	(Seven hundred sixty-one million six hundred thirty-four thousand six hundred and twelve shares)
	Preferred shares	- shares	(- share)"

The Chairman provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the decrease of the registered capital of the Company.

**Resolution** Upon due consideration, the Meeting resolved to: (1) approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the decrease of the registered capital of the Company as proposed; and (2) authorize the Board of Directors, the authorized director, or the person designated by the Board of Directors or the authorized director to register the amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to do any other acts to comply with the Registrar's orders in order to complete the registration, with the affirmative votes of not less than three-fourths of all shareholders attending the meeting and eligible to vote as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and entitled to vote
1. Approved	423,136,935	99.9976
2. Disapproved	10,000	0.0024
3. Abstained	0	0
4. Voided Ballot	0	0

**Agenda 7** To consider approving the increase of the Company's registered capital in an additional amount of Baht 25,387,820.50 from the original registered capital of Baht 380,817,306.00 to the registered capital of Baht 406,205,126.50 by issuing 50,775,641 new ordinary shares with the par value of Baht 0.50 per share

The Chairman requested Mr. Nitiroj Matra, the legal advisor, to inform the details of this agenda.

Mr. Nitiroj Matra, the legal advisor, informed the Meeting that for the purpose of restructuring of ANI, the Company was required to increase its registered capital from the original registered capital of Baht 380,817,306.00 to the registered capital of Baht 406,205,126.50 by issuing 50,775,641 new ordinary shares

with the par value of Baht 0.50 per share. The details of the capital increase were as appeared in Capital Increase Report Form (F 53-4) delivered to the shareholders together with the invitation notice of this meeting.

The Chairman gave opportunity for the Meeting to make queries and suggestions.

Mr. Sakchai Sakulrimitree, a shareholder, asked about the reason why the number of the newly issued shares did not end with 0.

Mr. Viraj Nobnomtham, Chief Financial Officer, informed the Meeting that the number derived from the calculation based on the allocation rate of 15 shares multiplied by the number of existing shares including the shares that may be issued from the exercise of warrants which were exercisable within 30 November 2022.

The Chairman then proposed the Meeting to consider and approve the increase of the Company's registered capital.

**Resolution** Upon due consideration, the Meeting resolved to approve the increase of the Company's registered capital in an additional amount of Baht 25,387,820.50 from the original registered capital of Baht 380,817,306.00 to the registered capital of Baht 406,205,126.50 by issuing 50,775,641 new ordinary shares with the par value of Baht 0.50 per share with the affirmative votes of not less than three-fourths of all shareholders attending the meeting and eligible to vote as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and entitled to vote
1. Approved	423,136,935	99.9976
2. Disapproved	0	0
3. Abstained	10,000	0.0024
4. Voided Ballot	0	0

**Agenda 8** To consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase of the registered capital of the Company

The Chairman requested Mr. Nitiroj Matra, the legal advisor, to inform the details of this agenda.

Mr. Nitiroj Matra, the legal advisor, informed the Meeting that as the Meeting has approved the increase of the Company's registered capital in the Agenda 7, in order to be in line with the laws, the Meeting was required to

consider approving the amendment of Clause 4 of the Memorandum of Association with respect to the registered capital to be in line with the capital increase as follows:

“Clause 4	Registered Capital	Baht 406,205,126.50	(Baht four hundred six million two hundred five thousand one hundred and twenty-six and fifty Satang)
	Divided into	812,410,253 shares	(Eight hundred twelve million four hundred ten thousand two hundred and fifty-three shares)
	Value of each share	Baht 0.50	(Fifty Satang)
	Divided into		
	Ordinary shares	812,410,253 shares	(Eight hundred twelve million four hundred ten thousand two hundred and fifty-three shares)
	Preferred shares	- shares	(- share)”

The Chairman provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase of the registered capital of the Company.

**Resolution** Upon due consideration, the Meeting resolved to: (1) approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase of the registered capital of the Company as proposed; and (2) authorize the Board of Directors, the authorized director, or the person designated by the Board of Directors or the authorized director to register the amendment of the Company’s Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to do any other acts to comply with the Registrar’s orders in order to complete the registration, with the affirmative votes of not less than three-fourths of all shareholders attending the meeting and eligible to vote as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and entitled to vote
1. Approved	423,136,935	99.9976
2. Disapproved	0	0
3. Abstained	10,000	0.0024
4. Voided Ballot	0	0

**Agenda 9 To consider approving the allocation of 50,775,641 capital increased ordinary shares of the Company with the par value of Baht 0.50 per share**

The Chairman requested Mr. Nitiroj Matra, the legal advisor, to inform the details of this agenda.

Mr. Nitiroj Matra, the legal advisor, informed the Meeting that as the Company shall increase its registered capital from the original registered capital of Baht 380,817,306.00 to the registered capital of Baht 406,205,126.50 by issuing 50,775,641 new ordinary shares with the par value of Baht 0.50 per share, the details of which are in Agenda 7, the Company was required to allocate not exceeding 50,775,641 capital increased ordinary shares of the Company with the par value of Baht 0.50 per share to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering), at the allocation rate of 15 existing shares per 1 capital increased ordinary share whereby a fraction of a share shall be disregarded.

In determining the price for the offer for sale of capital increased ordinary shares to the existing shareholders in accordance with their shareholding proportion abovementioned, the Company has undertaken consideration based on the market price of the Company's shares which is the weighted average price between 21 September - 11 October 2022, totaling 15 business days, equaling Baht 12.22 per share. In this regard, the price for the offer for sale of shares was determined to be Baht 12.00 per share amounting to a discount of 1.8 percent.

In this regard, each existing shareholder may subscribe the capital increased ordinary shares in excess of his or her right pursuant to the rate stipulated above (oversubscription), albeit the allocation of shares subscribed in excess of the right will be made only when there are shares remaining from the allocation to the Company's existing shareholders who made full subscription in accordance with their right. In case there were capital increased ordinary shares remaining from the first allocation to the Company's existing shareholders in

accordance with the shareholding proportion, the Company will allocate such remaining capital increased ordinary shares to the existing shareholders who wish to make the subscription in excess of their right according to the original shareholding proportion at the same price as the shares allocated pursuant to the right, the details of which were as follows:

- (a) In case there were shares remaining from the first allocation to the existing shareholders in accordance with their shareholding proportion (Right Offering) in an amount exceeding or equaling the shares subscribed by the existing shareholders in excess of their rights, the Company will allocate such remaining capital increased ordinary shares to all the persons making subscription in excess of their right and pay the price for the subscription of such shares in full according to the number of persons who express their intention to make subscription in excess of their right.
- (b) In case there were shares remaining from the first allocation to the existing shareholders in accordance with their shareholding proportion in an amount less than the shares subscribed by the existing shareholders in excess of their rights, the Company will allocate such remaining shares to the over-subscribers in accordance with the following procedures:
  - (1) Make allocation in accordance with the original shareholding proportion of each person making the subscription in excess of their right by multiplying the original shareholding proportion of each person making the subscription in excess of their right with the number of remaining shares. The result will be the number of shares each person making the subscription in excess of their right will be entitled to (in case of a fraction of a share from calculation, such fraction shall be disregarded). In this regard, the number of shares entitled to be allocated will not exceed the number of shares each shareholder has subscribed and paid the subscription price for.
  - (2) In case there were shares remaining after the allocation under (b)(1), allocation shall be made to each person making the subscription in excess of their right and who has not received the allocation in full pursuant to the original shareholding proportion of each person making the subscription in excess of their right by multiplying the original shareholding proportion of each person making the subscription in excess of their right with the number of remaining shares. The result will be the number of shares each person making the subscription in excess of their right will be entitled to (in case of a fraction of a share from calculation, such fraction shall be disregarded). In this regard, the number of shares entitled to be allocated will not exceed the number of shares each shareholder has subscribed and paid the subscription price for. In this

regard, shares shall be allocated to the person making the subscription in excess of their right pursuant to the method in (b) until there are no shares remaining from the allocation.

On this basis, the Company determined the names of shareholders with the right to subscribe to the capital increased shares (Record Date) to be on 8 December 2022 and the date for the subscription of capital increased ordinary shares to be on 26 - 30 December 2022 (totaling 5 business days).

The determination of the names of shareholders with the right to subscribe to the capital increased shares (Record Date) will occur after the exercise of III-W1 conversion right within 30 November 2022. Therefore, the persons exercising the III-W1 conversion right within such time period will also be among the shareholders entitled to subscribe to the capital increased ordinary shares issued and offered for sale to the existing shareholders in accordance with their shareholding proportion on this occasion.

In this regard, the allocation of not exceeding 50,775,641 capital increased ordinary shares proposed for the Meeting's approval was the amount calculated on the assumption that all units of the III-W1 will be fully exercised within 30 November 2022. Therefore, the actual number of capital increased ordinary shares to be offered to the existing shareholders in proportion to their respective shareholding (i.e. the total number of shares after the exercise of III-W1 divided by 15) will only become known to the Company on the Record Date, and such number may not be the full amount of 50,775,641 shares. Accordingly, the number of capital increased ordinary shares specified in the documents in relation to the subscription of the capital increased shares to be sent to the shareholders may be subject to changes to be reflect such circumstance as well as to prevent any unreasonable dilution effects.

The Chairman provided opportunity for the Meeting to make queries and suggestions. No queries or suggestions were made.

The Chairman then proposed the Meeting to consider and approve the allocation of 50,775,641 capital increased ordinary shares of the Company with the par value of Baht 0.50 per share.

**Resolution** Upon due consideration, the Meeting unanimously resolved to approve the allocation of not exceeding 50,775,641 capital increased ordinary shares of the Company with the par value of Baht 0.50 per share to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering), at the offering price of Baht 12.00 per share and allocation rate of 15 existing shares per 1 capital

increased ordinary share whereby a fraction of a share shall be disregarded, as proposed in all respects, with the majority vote of all shareholders attending the meeting and casting the votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the Meeting and casting the votes
1. Approved	423,136,935	100
2. Disapproved	0	0
3. Abstained	10,000	-
4. Voided Ballot	0	0

#### Agenda 10 Other businesses (if any)

The Chairman informed that this last agenda was for the shareholders to provide opinions, suggestions or any other matters that would be beneficial and there would be no voting.

Dr. Gesiree Pantura, Shareholders' Rights Protection Volunteer, asked about the trends in logistics business that will cause an increase in dividend payment.

The Chairman informed the Meeting that there were unexpected situations in the past that caused the Company to anticipate a decrease in operating results from air cargo businesses. However, the air cargo businesses turned out to make great progress instead. Due to the improvement in COVID-19 situation, many countries have opened their borders. Therefore, there were both expected and unexpected situations. Overall, however, the Company's business has grown and if the Company follows the strategic plans it has set, it was expected that the Company will have better operating results.

Mr. Tipp Dalal, Chief Executive Officer, further clarified to the Meeting that the management viewed that from the overview of the business, there will be more growth in the long run. When considering consumer behavior and the summary of all 4 strategies, a new growth opportunity can be seen. The Company had a long-term strategy for sustainability by improving from what has been available, including the customers, forms of services, and partners. It was evident from the Company's plan to expand into the regional level that the Company did not intend to operate business only within the country but saw regional business as a business

opportunity and a market opportunity. For example, domestic business had the growth rate of 3-4 percent or less than 5 percent of the Gross Domestic Product (GDP) per annum. As a result, there was not much growth in the investment opportunities. However, if the Company choose to invest and expand its business in certain countries such as Vietnam (having high direct investment) and logistics hub countries (e.g. Singapore and Hong Kong), the Company will have the opportunity for further business growth and expansion. Moreover, the products and business of the Company can still develop quite extensively depending on the Company's potential to further develop.

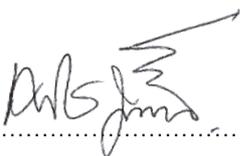
Mr. Somkid Wongpakorn, a shareholder, asked about the Company's preparation for the deteriorating global economic outlook and future disasters.

The Chairman informed the Meeting that there were many concerns at the independent directors' meetings including the matter on global economy and the situation after COVID-19. In fact, the Company has considered various factors and put efforts in studying remedial processes of each country to handle the situation accordingly.

Mr. Tipp Dalal, Chief Executive Officer, further clarified to the Meeting that the Company has thoroughly studied the strategies. Prior to COVID-19, air cargo business accounted for over 50 percent of the profits which was more than half of the overall profits. The crisis encountered from the COVID-19 situation was therefore quite severe; with many countries announcing lockdowns, there were no flights, no products to be imported for sale. Nonetheless, there was a very rare chance for the same situation to happen again comparing to the instability of economy, negative economy and decline in the economy's growth. Compared to the past 3 years, hundred of flights were halted to less than 10 flights, all of which were rescue flights. Therefore, by having passed such crisis, it was the opportunity of the Company to adjust cost structure and personnel management structure, which the Company has been able to adjusted quite well, and a proof of flexibility and adaptability of the Company's business model. Apart from its ability to get through the crisis as evidenced by the growth in the operating results in the past 2-3 years, it was expected that this year will also face a new high. Further, from the Company's experience in the past 30 years, the Company has never stopped developing and plan to expand many businesses, as the Company believed that what exists today would not always last; to achieve sustainability, the Company has maintained and built on its business and never stopped expanding or making it sustainable in the long term. The Company also engaged in risk management as a whole.

The Chairman gave the opportunity for the Meeting to make queries or provide additional suggestions. No queries or suggestions were further made. The Chairman then thanked all the shareholders, legal advisors, independent financial advisors as well as all the staffs for attending the Meeting and causing the meeting to end with success. The Chairman then declared the meeting adjourned.

The meeting was adjourned at 16.33 hrs.

Signed..........Chairman of the Meeting

(Mr. Krirkkrai Jirapaet)

Chairman of the Board of Directors

Signed..........Secretary of the Meeting

(Mrs. Darunee Rakpongpi boon)

Company Secretary

**Profile of directors nominated for reappointment as the Company's directors**

<b>Name-Surname</b>	<b>Mr. Woodtipong Moleechad</b>		
<b>Age</b>	74 years old		
<b>Current Positions</b>	Vice Chairman of the Board / Independent Director / Chairman of the Audit Committee / Chairman of the Investment Committee		
<b>Type of director proposed for election</b>	Independent Director		
<b>Education</b>	Bachelor of Economics, Major in Economics, Thammasat University		
<b>Training of IOD</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP), Class 130/2010 Thai Institute of Directors</li> <li>- Director Certification Program Update (DCPU), Class 3/2015 Thai Institute of Directors</li> <li>- Anti-Corruption for Executive Program (ACEP) Class 15/2015 Thai Institute of Directors</li> <li>- Advanced Audit Committee Program (AACP) Class 44/2022 Thai Institute of Directors</li> </ul>		
<b>Term of directorship in the Company</b>	1 <sup>st</sup> Term: 2017-2018 (1 year) 2 <sup>nd</sup> Term: 2018-2021 (3 years) 3 <sup>rd</sup> Term: 2021-2022 (2 years) (number of service tenures, provided that he is reelected: 9 years)		
<b>Commencement date as director of the Company</b>	15/03/2017 – Present	Independent Director / Chairman of the Audit Committee	
	30/04/2019 – Present	Vice Chairman of the Board	
	2021 – Present	Chairman of the Investment Committee	
<b>Shareholding in the Company (by himself/spouse/minor child)</b>	- None -		
<b>Directorship at other SET-registered entities</b>	2022- Present	Chairman of the Board / Independent Director / Chairman of Audit Committee, International Network System PCL.	
	2015 – Present	Chairman of the Board / Independent Director, Business Alignment PCL.	
	2009 – Present	Chairman of the Board / Independent Director / Member of the Audit Committee, Chairman of the Nomination, Compensation and Corporate Governance Committee, Symphony Communication PCL.	

<b>Directorship at other entities (non SET-registered entity)</b>	2022- Present Chairman of the Board / Independent Director / Chairman of Audit Committee, Supreme Distribution (Thailand) Co., Ltd.
<b>Holding a position in an entity competing or relating to the business of the Company, which may cause conflict of interest in the Company</b>	- None -
<b>Work experience during the past 5 years</b>	- None -
<b>Meeting attendance during the year 2022</b>	<ul style="list-style-type: none"> <li>- Meeting of Board of Directors: 8/8 times, representing 100%</li> <li>- Meeting of the Audit Committee: 6/6 times, representing 100%</li> <li>- Meeting of the Investment Committee: 3/3 times, representing 100%</li> <li>- 2022 Annual General Meeting of Shareholders: 1/1 time, representing 100%</li> <li>- Extraordinary General Meeting of Shareholders No. 1/2022: 1/1 time, representing 100%</li> </ul>
<b>Criteria for nominating as Independent Director</b>	<p>Mr. Woodtipong Moleechad has been considered through the selection process of the Nomination and Remuneration Committee, in which the Nomination and Remuneration Committee taking into consideration the knowledge, experience and capability which is beneficial to the business operations of the Company, including all qualifications to become an Independent Director under the relevant laws, and proposed his name to the Board of Directors for further consideration.</p> <p>In this regard, Mr. Woodtipong Moleechad has been thoroughly scrutinized by the Board of Directors and found to be able to perform duties and provide independent opinions as well as possessing the qualifications in accordance with the regulations related to requirements of independent directors. Therefore, the Board of Directors nominates him to be elected as an Independent Director of the Company.</p>
<b>Prohibited qualifications</b>	Not possessing any criminal record for offence relating to property
<b>Other qualifications</b>	Having never been an employee or partner of external audit company that the Company has hired within the past 2 years.

**Having the interests in the Company, parent company, subsidiaries, affiliates or legal entities that have conflicts, at present or in the past 2 years**

Types of relationship	Qualifications
1. Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee.	No
2. Being a professional service provider (i.e., auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently (e.g. purchase/sale of raw products/goods/services/lending or loan out)	No
4. Being a close relative with the management or major shareholders of the Company/subsidiaries.	No
5. Being a director appointed as a representative of the Company's director, major shareholders, shareholders who are related to the major shareholders of the Company.	No

**Profile of directors nominated for reappointment as the Company's directors**

<b>Name-Surname</b>	<b>Mr. Tipp Dalal</b>	
<b>Age</b>	57 years old	
<b>Current Positions</b>	Director / Member of Investment Committee / Chairman of the Management Committee / Group CEO	
<b>Type of director proposed for election</b>	Executive Director	
<b>Education</b>	Bachelor of Business Administration, Major in Merchant Marine, Chulalongkorn University	
<b>Training of IOD</b>	<ul style="list-style-type: none"> <li>- Director Certificate Program (DCP) Class 228/2016, Thai Institute of Directors (IOD)</li> <li>- Director Accreditation Program (DAP) Class 124/2016, Thai Institute of Directors (IOD)</li> <li>- Leadership Program Batch 25, Capital Market Academy</li> <li>- Achieving Organizational Agility, Thai Listed Companies Association</li> <li>- Diploma, National Defence College Class 63, The National Defence Course</li> <li>- Training on "The Rule of Law for Democracy" Class 10, Constitution Court Academy</li> </ul>	
<b>Term of directorship in the Company</b>	1 <sup>st</sup> Term: 2017-2018 (1 year) 2 <sup>nd</sup> Term: 2018-2021 (3 years) 3 <sup>rd</sup> Term: 2021-2023 (2 years) (number of service tenures, provided that he is reelected: 9 years)	
<b>Commencement date as director of the Company</b>	15/03/2017 – Present    Director 15/03/2017 – Present    Chairman of the Management Committee / Group CEO 2021 – Present            Member of Investment Committee	
<b>Shareholding in the Company (by himself/spouse/minor child)</b>	146,889,441 shares (or 19.88 percent of the total voting shares)	
<b>Directorship at other SET-registered entities</b>	- None -	
<b>Directorship at other entities (non SET-registered entity)</b>	- None -	

<p>Holding a position in an entity competing or relating to the business of the Company, which may cause conflict of interest in the Company</p>	<p>- None -</p>
<p>Work experience during the past 5 years</p>	<p><b>Directorship at Triple i Logistics PCL, subsidiaries, associate companies and joint venture companies (direct and indirect)</b></p> <p>2022 – Present Director, Sabuy Speed Co., Ltd.</p> <p>2022 – Present Director, TSL Logistics Co., Ltd.</p> <p>2022 – Present Director, SAL Group (Thailand) Co., Ltd.</p> <p>2021 – Present Director, A.T.P. Friend Services Co., Ltd.</p> <p>2020 – Present Director, Galaxy Ventures Co., Ltd.</p> <p>2019 – Present Director, Superior GSA Pte. Ltd.</p> <p>2019 – Present Director, JPK Asia (Myanmar) Co., Ltd.</p> <p>2019 – Present Director, Excel Air (Cambodia) Co., Ltd.</p> <p>2019 – Present Director, JPK Asia (Thailand) Co., Ltd.</p> <p>2019 – Present Director, Around Logistics Management Co., Ltd.</p> <p>2018 – Present Director, DG Packaging Pte. Ltd.</p> <p>2016 – Present Director, GSA Cargo Network Co., Ltd.</p> <p>2015 – Present Director, Cross Border Couriers Co., Ltd.</p> <p>2015 – Present Director, Triple i International Pte. Ltd.</p> <p>2015 – Present Director, Excel Air (Guang Zhou) Co., Ltd.</p> <p>2014 – Present Director, HazChem TransManagement Co., Ltd.</p> <p>2013 – Present Director, Asia Ground Service Co., Ltd.</p> <p>2013 – Present Director, Triple i SupplyChain Co., Ltd.</p> <p>2013 – Present Director, Excel Air Co., Ltd.</p> <p>2012 – Present Director, Asia Network International Co., Ltd.</p> <p>2012 – Present Director, GSA Asia Cargo Co., Ltd.</p> <p>2011 – Present Director, CK Line (Thailand) Co., Ltd.</p> <p>2010 – Present Director, DG Packaging (Thailand) Co., Ltd.</p> <p>2008 – Present Director, Triple i Asia Cargo Co., Ltd.</p> <p>2007 – Present Director, Triple i Air Express Co., Ltd.</p> <p>2004 – Present Director, HazChem Logistics Management Co., Ltd.</p> <p>1996 – Present Director, Triple i Maritime Agencies Co., Ltd.</p> <p>2020 – 2020 Director, AOT Ground Aviation Services Co., Ltd.</p> <p>2012 – 2020 Director, CWT Chemical Logistics Co., Ltd.</p>

<b>Meeting attendance during the year 2022</b>	<ul style="list-style-type: none"> <li>- Meeting of Board of Directors: 8/8 times, representing 100%</li> <li>- Meeting of the Management Committee: 8/8 times, representing 100%</li> <li>- Meeting of the Investment Committee: 3/3 times, representing 100%</li> <li>- 2022 Annual General Meeting of Shareholders: 1/1 time, representing 100%</li> <li>- Extraordinary General Meeting of Shareholders No. 1/2022: 1/1 time, representing 100%</li> </ul>
<b>Criteria for nominating as Director</b>	<p>Mr. Tipp Dalal has been considered through the selection process of the Nomination and Remuneration Committee, in which the Nomination and Remuneration Committee taking into consideration the knowledge, experience and capability which is beneficial to the business operations of the Company, including all qualifications to become a Director under the relevant laws, and proposed his name to the Board of Directors for further consideration.</p> <p>In this regard, Mr. Tipp Dalal has been thoroughly scrutinized by the Board of Directors and found to be able to perform the duties well and have knowledge and ability that benefits the Company. Further, he is qualified under the relevant rules and regulations as well as suitable for business operations of the Company. Therefore, the Board of Directors nominates him to be elected as a Director of the Company.</p>
<b>Prohibited qualifications</b>	<p>Not possessing any criminal record for offence relating to property</p>
<b>Other qualifications</b>	<p>Having never been an employee or partner of external audit company that the Company has hired within the past 2 years.</p>

**Profile of directors nominated for reappointment as the Company's directors**

<b>Name - Surname</b>	<b>Mr. Chalernsak Karnchanawarin</b>		
<b>Age</b>	46 years		
<b>Current positions</b>	Director / Member of Management Committee / Member of the Risk Management Sub-Committee		
<b>Type of director proposed for election</b>	Executive Director		
<b>Educations</b>	<ul style="list-style-type: none"> <li>- Bachelor of Business Administration, Major in General Management Major, Assumption University</li> <li>- Master of Business Administration, Assumption University</li> </ul>		
<b>Training of IOD</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) Class of 126/2016, Thai Institute of Directors (IOD)</li> </ul>		
<b>Term of directorship in the Company</b>	1 <sup>st</sup> Term: 2018 – 2020 (2 years) 2 <sup>nd</sup> Term: 2020-2023 (3 years) (number of service tenures, provided that he is reelected: 8 years)		
<b>Commencement date as director of the Company</b>	2017- Present	Member of Management Committee / Member of the Risk Management Sub-Committee	
	2018- Present	Director	
<b>Shareholding in the Company (by himself/spouse/minor child)</b>	29,040,605 shares (representing 3.93% of total voting shares)		
<b>Directorship at other SET-registered entities</b>	- None -		
<b>Directorship at other entities (non SET-registered entity)</b>	2023 – Present	Director, Advisory Committee of Center for Safety, Health and Environment of Chulalongkorn University: SHECU	
	2020 – Present	Chairman, Responsible Care Management Committee of Thailand: RCMCT, Chemical Industry Club: CIC, the Federation of Thai Industries: FTI	
	2020 – Present	Director, Industry Competency Board: Logistics	
	2019 – Present	Secretary General, Thai International Freight Forwarders Association: TIFFA	
	2014 – Present	Advisor, Chemical Industry Club: CIC, the Federation of Thai Industries: FTI	
	2007 – Present	Director, Hazardous Substances Logistics Association: HASLA	

	2020 - 2022	Advisor, Executive Committee of Center for Safety, Health and Environment of Chulalongkorn University: SHECU
<b>Holding a position in an entity competing or relating to the business of the Company, which may cause conflict of interest in the Company</b>	- None -	
<b>Work experience at other organizations (for the past 5 years)</b>	<b>Directorship at Triple i Logistics PCL, subsidiaries, associate companies and joint venture companies (direct and indirect)</b>	
	2018 – present	Director, DG Packaging Pte. Ltd.
	2014 – present	Director, HazChem TransManagement Co., Ltd.
	2013 – present	Director, Triple i SupplyChain Co., Ltd.
	2010 – present	Director, DG Packaging (Thailand) Co., Ltd.
	2008 – present	Director / Managing Director, HazChem Logistics Management Co., Ltd.
<b>Meeting attendance during the year 2022</b>	<ul style="list-style-type: none"> <li>- Meeting of the Board of Directors: 8/8 times, representing 100%</li> <li>- Meeting of the Management Committee: 8/8 times, representing 100%</li> <li>- Meeting of the Risk Management Sub-Committee: 4/4 times, representing 100%</li> <li>- 2022 Annual General Meeting of Shareholders: 1/1 time, representing 100%</li> <li>- Extraordinary General Meeting of Shareholders No. 1/2022: 1/1 time, representing 100%</li> </ul>	
<b>Criteria for nominating as Director</b>	<p>Mr. Chalernsak Karnchanawarin has been considered through the selection process of the Nomination and Remuneration Committee, in which the Nomination and Remuneration Committee taking into consideration the knowledge, experience and capability which is beneficial to the business operations of the Company, including all qualifications to become a Director under the relevant laws, and proposed his name to the Board of Directors for further consideration.</p> <p>In this regard, Mr. Chalernsak Karnchanawarin has been thoroughly scrutinized by the Board of Directors and found to be able to perform the duties well and have knowledge and ability that benefits the Company. Further, he is qualified under the relevant rules and regulations as well as suitable for business operations of the Company. Therefore, the Board of Directors nominates him to be elected as a Director of the Company.</p>	
<b>Prohibited qualifications</b>	Not possessing any criminal record for offence relating to property	
<b>Other qualifications</b>	Having never been an employee or partner of independent audit company that the Company has hired within the past 2 years.	

**Profile of directors nominated for reappointment as the Company's directors**

<b>Name - Surname</b>	<b>Mrs. Darunee Rakpongpi boon</b>		
<b>Age</b>	52 years		
<b>Current positions</b>	Director / Member of Investment Committee / Member of Management Committee / Member of the Risk Management Sub-Committee / Company Secretary		
<b>Type of director proposed for election</b>	Executive Director		
<b>Educations</b>	<ul style="list-style-type: none"> <li>- Bachelor of Science, Chulalongkorn University</li> <li>- Master of Business Administration, Chulalongkorn University</li> </ul>		
<b>Training of IOD</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) Class 127/2016, Thai Institute of Directors (IOD)</li> <li>- Company Secretary Program Class 68/2016, Thai Institute of Directors (IOD)</li> <li>- Financial Statements for Directors Class 34/2017, Thai Institute of Directors (IOD)</li> <li>- IR Fundamental Course 2018, Thailand Securities Institute (TSI), Stock Exchange of Thailand</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT) 12/2019, Board of Trade of Thailand</li> </ul>		
<b>Term of directorship in the Company</b>	1 <sup>st</sup> Term: 2017 – 2018 (1 years) 2 <sup>nd</sup> Term: 2018 – 2020 (2 years) 3 <sup>rd</sup> Term: 2020 – 2023 (3 years) (number of service tenures, provided that she is reelected: 9 years)		
<b>Commencement date as director of the Company</b>	2017- Present	Director / Member of Management Committee / Company Secretary	
	2021- Present	Member of Investment Committee / Member of the Risk Management Sub-Committee	
<b>Shareholding in the Company (by himself/spouse/minor child)</b>	7,993,970 shares (representing 1.08% of total voting shares)		
<b>Directorship at other SET-registered entities</b>	- None -		
<b>Directorship at other entities (non SET-registered entity)</b>	2020- 2021	Member of Policy and Strategic Development Sub-Committee, The Liquor Distillery Organization, The Excise Department	

	2020- 2021	Member of Risk Management and Internal Control Sub-Committee, The Liquor Distillery Organization, The Excise Department
<b>Holding a position in an entity competing or relating to the business of the Company, which may cause conflict of interest in the Company</b>	- None -	
<b>Work experience at other organizations (for the past 5 years)</b>	- None -	
<b>Meeting attendance during the year 2022</b>	- Meeting of Board of Directors: 8/8 times, representing 100%	- Meeting of the Management Committee: 8/8 times, representing 100%
	- Meeting of the Investment Committee: 3/3 times, representing 100%	- Meeting of the Risk Management Sub-Committee: 4/4 times, representing 100%
	- 2022 Annual General Meeting of Shareholders: 1/1 time, representing 100%	- Extraordinary General Meeting of Shareholders No. 1/2022: 1/1 time, representing 100%
<b>Criteria for nominating as Director</b>	<p>Mrs. Darunee Rakpongpi boon has been considered through the selection process of the Nomination and Remuneration Committee, in which the Nomination and Remuneration Committee taking into consideration the knowledge, experience and capability which is beneficial to the business operations of the Company, including all qualifications to become a Director under the relevant laws, and proposed her name to the Board of Directors for further consideration.</p> <p>In this regard, Mrs. Darunee Rakpongpi boon has been thoroughly scrutinized by the Board of Directors and found to be able to perform the duties well and have knowledge and ability that benefits the Company. Further, she is qualified under the relevant rules and regulations as well as suitable for business operations of the Company. Therefore, the Board of Directors nominates her to be elected as a Director of the Company.</p>	
<b>Prohibited qualifications</b>	Not possessing any criminal record for offence relating to property	
<b>Other qualifications</b>	Having never been an employee or partner of independent audit company that the Company has hired within the past 2 years.	

## Profile of Auditors

### General Information

Name-surname:	Miss Sukhumaporn Wong-ariyaporn
Age:	54 years
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Ltd. (PwC)
Period of Employment:	30 years
Position:	Partner



### Education Qualification

- EMBA - Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Advance diploma in Auditing, Thammasart University
- Bachelor Degree in Accounting (First Class Honours), Kasetsart University

### Membership in Professional Organisations

- Member of Federation of Accounting Professions
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)

### Work experience

Sukhumaporn is a partner in the Assurance practice of PricewaterhouseCoopers (PwC), Thailand. She has 30 years' experience in auditing practices with PwC Thailand including two-year secondment working at PwC UK and a seven-month working at PwC Hongkong. She also provides technical consultation on Thai Financial Reporting Standards and International Financial Reporting Standards (IFRS).

Sukhumaporn has an intensive experience in auditing in a number of industries including logistic, manufacturing, and trading. At the PwC Thailand, she is responsible for accounting advice and auditing services both international and local clients including listed companies in the Stock Exchange of Thailand.

## Profile of Auditors

### General Information

Name-surname:	Miss Varaporn Vorathitikul
Age:	54 years
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Ltd. (PwC)
Period of Employment:	31 years
Position:	Partner



### Education Qualification

- Master's degree in Business Administration, majoring finance and accounting, Michigan State University, USA.
- Graduate diploma in Auditing, Thammasat University
- Bachelor's degree in Accounting, Thammasat University

### Membership in Professional Organisations

- Member of Federation of Accounting Professions.
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)

### Work experience

Varaporn is a partner in the Assurance practice of PricewaterhouseCoopers (PwC), Thailand. She has been with the firm for over 31 years, including almost three years with PwC Detroit, Michigan, the United States. She is a client service partner specialized in manufacturing, automotive, trading, service, oil and gas, and telecommunication industries - especially subsidiaries of the US Company. She is also the auditor of a number of listed companies in the Stock Exchange of Thailand.

## Profile of Auditors

### General Information

Name- Surname:	Mr. Chaisiri Ruangritchai
Age:	55 years
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Ltd. (PwC)
Period of Employment:	30 years
Position:	Partner



### Education Qualification

- Bachelor's degree in Accounting, Rajamangala University of Technology

### Membership in Professional Organizations

- Member of the Federation of Accounting Professions
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)

### Work experience

Chaisiri is a partner in the Assurance practice of PricewaterhouseCoopers (PwC), Thailand. He has 30 years of experience in auditing. He worked overseas for 7 years; three of these years were with PwC Australia on a secondment programme from 1997 to 2000 where he was responsible for auditing various businesses. He worked for PwC Vietnam for four years from 2006 to 2010. His primary responsibility was providing Assurance services to various multinational clients based in Vietnam, Cambodia and Lao. He has extensive experience in auditing a wide range of businesses both multinational and local clients including listed companies in the Stock Exchange of Thailand.

Details of the Amendments of the Company's Articles of Association

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
<p>Article 25. In summoning the meeting of the Board of Directors, the Chairman or a person appointed by the Chairman shall send notices thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning for meeting may be made by other methods and the earlier meeting date may be fixed.</p>	<p>Article 25. <u>Meetings of the Board of Directors shall be summoned by the Chairman.</u> In summoning the meeting of the Board of Directors, the Chairman or a person appointed by the Chairman shall send notices thereof to the directors not less than <u>three (3) days</u> prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning for meeting may be made <u>by electronic means or</u> by other methods and the earlier meeting date may be fixed.</p> <p><u>Where there is a reasonable cause or in order to preserve the rights and interests of the Company, two (2) or more directors may request the Chairman to summon Board of Directors' meetings whereby the proposed meeting agenda and reasons shall also be specified. The Chairman shall call and fix the meeting date within fourteen (14) days from the date of receipt of such request.</u></p> <p><u>In case the Chairman fails to call the meeting within such period under paragraph two, the directors who requested to call the meeting may, by themselves, call the meeting and fix the meeting date within fourteen (14) days from the date of expiration of the period under paragraph two.</u></p> <p><u>In the event there is no Chairman for any</u></p>	<p>Public Limited Companies Act (No. 4) B.E. 2565 (2022)</p>

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
	<p><u>reason, the Vice Chairman shall be the person to summon the meeting of the Board of Directors. In case there is no Vice Chairman for any reason, two (2) or more directors may jointly summon the meeting of the Board of Directors.</u></p>	
<p><b>Article 32.</b> In regard to the calling the shareholders' meeting, the board of directors shall prepare a notice containing information regarding the venue, date, time, agenda, and matters to be proposed to the meeting together with adequate details. The matters to be proposed to the shareholders' meeting must be clearly identified, whether they are proposed for acknowledgement, approval, or consideration, as the case may be. In addition, the notice shall include the comments of the board of directors on such matters. The meeting notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a shareholders' meeting shall be published on a newspaper prior to the meeting date no less than three (3) days and at least three (3) consecutive days.</p> <p>The venue of the shareholders' meeting shall be located in the province in which the head</p>	<p><b>Article 32.</b> In regard to the calling the shareholders' meeting, the board of directors shall prepare a notice containing information regarding the venue, date, time, agenda, and matters to be proposed to the meeting together with adequate details. The matters to be proposed to the shareholders' meeting must be clearly identified, whether they are proposed for acknowledgement, approval, or consideration, as the case may be. In addition, the notice shall include the comments of the board of directors on such matters. The meeting notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a shareholders' meeting shall be published on a newspaper <u>or via electronic means in accordance with the conditions, procedures, criteria and methods as prescribed by relevant laws or notifications</u> prior to the meeting date no less than three (3) days and at least three (3) consecutive days.</p> <p>The venue of the shareholders' meeting shall be located in the province in which the head</p>	<p>Public Limited Companies Act (No. 4) B.E. 2565 (2022)</p>

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
office located, or any other province nearby as determined by the board of directors.	office located, or any other province nearby as determined by the board of directors.	
<p><b>Article 44.</b> Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be distributed.</p> <p>Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, except where the Company issues preference shares and stipulates the preference shares to receive dividends differently from that for ordinary shares. The payment of dividends shall be approved by a shareholders' meeting.</p> <p>The board of directors may, from time to time, pay to the shareholders interim dividends, as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders regarding the payment of interim dividends at the next meeting of shareholders.</p> <p>The dividend payment shall be made within one (1) month of 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 notice of the dividend payment shall be published in a newspaper for at least three (3) consecutive days.</p>	<p><b>Article 44.</b> Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be distributed.</p> <p>Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, except where the Company issues preference shares and stipulates the preference shares to receive dividends differently from that for ordinary shares. The payment of dividends shall be approved by a shareholders' meeting.</p> <p>The board of directors may, from time to time, pay to the shareholders interim dividends, as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders regarding the payment of interim dividends at the next meeting of shareholders.</p> <p>The dividend payment shall be made within one (1) month of 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 notice of the dividend payment shall be published in a newspaper <u>or via electronic means in accordance with the</u></p>	<p>Public Limited Companies Act (No. 4) B.E. 2565 (2022)</p>

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
	<p><u>conditions, procedures, criteria and methods as prescribed by relevant laws or notifications</u> for at least three (3) consecutive days.</p>	
<p><b>Article 47.</b> The following matters of the subsidiaries or associate companies (as the case may be) shall obtain prior approval from the board of directors of the Company:</p> <p style="text-align: center;">etc.</p> <p>(7) When the subsidiaries enter into transaction with related person of the Company <u>or subsidiaries</u> or when the transaction is related to an acquisition or a disposition of assets of the subsidiaries which includes, but not limited to, the followings:</p> <p>(a) A transfer or waiver of any right or benefit including a waiver of right of claim against person causing damages to the subsidiaries.</p> <p>(b) A sale or transfer of an entire or a material part of business of the subsidiaries to other persons.</p> <p>(c) A purchase or an acquisition of other company's business.</p> <p>(d) An entry into, amendment, or termination of agreement involving in lease of entire or material part of business of the subsidiaries, an assignment of person to manage the subsidiaries' business or a merger of the subsidiaries'</p>	<p><b>Article 47.</b> The following matters of the subsidiaries or associate companies (as the case may be) shall obtain prior approval from the board of directors of the Company:</p> <p style="text-align: center;">etc.</p> <p>(7) When the subsidiaries enter into transaction with related person of the Company or when the transaction is related to an acquisition or a disposition of assets of the subsidiaries which includes, but not limited to, the followings:</p> <p>(a) A transfer or waiver of any right or benefit including a waiver of right of claim against person causing damages to the subsidiaries.</p> <p>(b) A sale or transfer of an entire or a material part of business of the subsidiaries to other persons.</p> <p>(c) A purchase or an acquisition of other company's business.</p> <p>(d) An entry into, amendment, or termination of agreement involving in lease of entire or material part of business of the subsidiaries, an assignment of person to manage the subsidiaries' business or a merger of the subsidiaries'</p>	<p>Notification of Capital Market Supervisory Board No.Tor Chor. 20/2551</p> <p>Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended or to be amended) and Notification of the Board of Governors of the Stock Exchange of Thailand Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended) and/or</p>

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
<p>business with others' for the purpose of sharing profit and loss.</p> <p>(e) A lease or hire-purchase of entire or material part of business or asset of the subsidiaries.</p>	<p>business with others' for the purpose of sharing profit and loss.</p> <p>(e) A lease or hire-purchase of entire or material part of business or asset of the subsidiaries.</p>	<p>Notification of Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions (as amended) and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (as amended or to be amended) (collectively referred to as "Notification regarding Connected Transactions and/or the Notification</p>

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
		regarding Acquisition and Disposition of Assets")
<p><b>Article 48.</b> The following matters of the subsidiaries shall obtain prior approval from the meeting of shareholders of the Company with the votes of not less than three-fourths (3/4) of the total number of voting of shareholders attending the meeting and eligible to vote:</p> <p>(1) In case where the subsidiaries enter into a transaction with a related person of the Company <u>or subsidiaries</u> or a transaction is related to an acquisition or a disposition of assets of the subsidiaries, provided that such transaction, when comparing its size with a type and/or size of the Company (pursuant to the rules concerning a calculation of size of transaction as specified in the Notification regarding Connected Transactions or the Notification regarding Acquisition and Disposition of Assets (as the case may be) as applicable), shall require a prior approval from the meeting of shareholders of the Company.</p>	<p><b>Article 48.</b> The following matters of the subsidiaries shall obtain prior approval from the meeting of shareholders of the Company with the votes of not less than three-fourths (3/4) of the total number of voting of shareholders attending the meeting and eligible to vote:</p> <p>(1) In case where the subsidiaries enter into a transaction with a related person of the Company or a transaction is related to an acquisition or a disposition of assets of the subsidiaries, provided that such transaction, when comparing its size with a type and/or size of the Company (pursuant to the rules concerning a calculation of size of transaction as specified in the Notification regarding Connected Transactions or the Notification regarding Acquisition and Disposition of Assets (as the case may be) as applicable), shall require a prior approval from the meeting of shareholders of the Company.</p>	<p>Notification regarding Connected Transactions and/or the Notification regarding Acquisition and Disposition of Assets</p>

Current Articles of Association	Proposed Amended Articles of Association	Relevant Laws
<p><b>Article 53.</b> The shareholders' meeting, Board of Directors' meeting and/or Sub-committee's meeting of the Company may be held through electronic means as deem appropriate, provided that such meeting via electronic means shall comply with the conditions, procedures, criteria and methods as prescribed by relevant laws or notifications.</p> <p>The summoning notice and the supporting documents for such meeting may be sent via electronic mail, provided that the period for sending the summoning notice and advertising <u>in newspaper</u> for each meeting, as well as the criteria and methods in relation to the sending of such summoning notice via electronic mail shall be in accordance with the relevant laws and notifications.</p>	<p><b>Article 53.</b> The shareholders' meeting, Board of Directors' meeting and/or Sub-committee's meeting of the Company may be held through electronic means as deem appropriate, provided that such meeting via electronic means shall comply with the conditions, procedures, criteria and methods as prescribed by relevant laws or notifications.</p> <p>The summoning notice and the supporting documents for such meeting may be sent via electronic mail, provided that the period for sending <u>and advertising</u> the summoning notice for each meeting, as well as the criteria and methods in relation to the sending of such summoning notice via electronic mail shall be in accordance with the relevant laws and notifications.</p>	<p>Public Limited Companies Act (No. 4) B.E. 2565 (2022)</p>
<p><b>Article 54.</b> -None-</p>	<p><b>Article 54.</b> The Company or the Board of Directors may send notices or documents to directors, shareholders, or creditors of the Company via electronic means through specified channel(s) if such persons have expressly declared their intention or consent thereto in writing or via electronic means to the Company in accordance with the channel(s), procedures and period as specified by the Company. Such sending of notices or documents via electronic means shall also comply with the conditions, procedures, criteria and methods as prescribed by relevant laws or notifications.</p>	<p>Public Limited Companies Act (No. 4) B.E. 2565 (2022)</p>

(F 53-4)

**Capital increase report form**  
**Triple i Logistics Public Company Limited**  
**21 February 2023**

We, Triple i Logistics Public Company Limited (“Company”), hereby report on the resolution of Board of Directors meeting no. 1/2023, held on 21 February 2023, relating to a capital increase for the exercise of Warrants to Purchase the Newly Issued Ordinary Shares of Triple i Logistics Public Company Limited No. 1 (“III-W1”) as follows:

**1. Capital increase:**

The Board of Directors meeting passed a resolution proposing the 2023 Annual General Meeting of Shareholders to consider approving the increase of the Company’s registered capital from THB 403,900,061.00\* to THB 404,247,835.50 by issuing 695,549 ordinary shares with a par value of THB 0.50 each, totaling THB 347,774.50. The details of the type of capital increase are as follows:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	695,549	0.50	347,774.50
<input type="checkbox"/> General mandate				

Notes \* Since the Company currently has a registered capital of THB 406,205,126.50, whereby 4,610,131 shares have not yet been distributed (not the case of shares issued to support warrants to purchase shares), it is necessary to decrease the registered capital of THB 2,305,065.50 from the original registered capital of THB 406,205,126.50 to the registered capital of THB 403,900,061.00 by deducting those 4,610,131 undistributed shares with a par value of THB 0.50 per share.

**2. Allotment of new shares:**

**2.1 Specifying the purpose of utilizing proceeds**

Allotted to	Number of shares (Shares)	Ratio (Old : New)	Sale price (THB/Share)	Subscription and payment period	Remark
To accommodate the rights adjustment of III-W1 under	Not exceeding 695,549	-	Allocation without cost whereby 1 unit of the warrants is entitled to the	-	-

Allotted to	Number of shares (Shares)	Ratio (Old : New)	Sale price (THB/Share)	Subscription and payment period	Remark
Clause 6 of the Terms and Conditions of III-W1 following the Company's rights offering whereby "net price per share of the new ordinary shares" was below 90 percent of the "market price per share of the Company's ordinary share"			purchase 1.01007 share at the price of THB 5.94021 per share		

**3. Schedule for the annual general meeting of shareholders to approve the capital increase**

The 2023 Annual General Meeting of Shareholders is scheduled to be held on 18 April 2023 at 14.00 hrs. at Surasak Ballroom 2-3, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Thailand. The Record Date determining the shareholders' right to attend the 2023 Annual General Meeting of Shareholders is scheduled to be on 9 March 2023.

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

4.1 The decrease of registered capital, increase of registered capital, the amendment of the Memorandum of Association and the amendment of the total paid-up registered capital shall be registered with the Department of Business Development, Ministry of Commerce.

4.2 Requesting permission from the Stock Exchange of Thailand to list capital increase ordinary shares as listed securities and entering trading transactions on the Stock Exchange of Thailand.

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

To accommodate the rights adjustment of III-W1 under Clause 6 of the Terms and Conditions of III-W1 following the Company's rights offering whereby "net price per share of the new ordinary shares" was below 90 percent of the "market price per share of the Company's ordinary share" and thereby resulting in the change of the exercise price and exercise ratio of III-W1 as calculated using the formula.

6. **Benefits which the Company will receive from the capital increase/share allotment:**

The capital increase funds to be received from the exercise of III-W1 (after rights adjustment) will help maintain the debt-to-equity ratio at an appropriate level, enhance the Company's financial liquidity, and serve as working capital for business operations to support the Company's future business expansion which will contribute to Company's growth and provide long-term benefits to shareholders.

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

Shareholders who have been fully allocated the III-W1 in accordance with the rights adjustment under Clause 6 of the Terms and Conditions of III-W1 and who have subsequently exercised the rights to purchase ordinary shares will be entitled to receive the dividends from the Company in the same manner as the Company's shareholders in all respects from the date their names appear in the Company's shareholder register which has been submitted to the Ministry of Commerce.

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

None

9. **Schedule of action if the board of directors passes a resolution approving the capital increase/allotment of new shares:**

No.	Procedures of the capital increase	Date/Month/Year
1	The Meeting of the Board of Directors No. 1/2023	21 February 2023
2	The date that the Company determines the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date)	9 March 2023
3	The 2023 Annual General Meeting of Shareholders	18 April 2023

No.	Procedures of the capital increase	Date/Month/Year
4	Registration of the resolutions to decrease and increase registered capital and to amend the Memorandum of Association with the Ministry of Commerce	Within 14 days after the shareholders' meetings has approved such matters

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



Mr. Tipp Dalal

Chief Executive Officer

Person authorized to report the information

**Details of identification documents of shareholder to attend  
the Annual General Meeting of Shareholders**

According to the policy of the board of directors of the Stock Exchange of Thailand Re: Best Practice Guideline for Shareholder Meeting dated 19 February 1999, the objective of which is to be used as the listed company's guideline to enrich the confidence of shareholders, investors and all parties concerned and to ensure the Shareholders' Meeting be conducted with transparency, righteousness and for the benefit of the shareholders. Therefore, the examination of identification documents of shareholder or proxy holder should be performed and used as a guideline. Since some shareholders may not be familiar with the current Best Practice Guideline for Shareholders' Meeting, the Company reserves the right to waive any submission of certain identification documents of each shareholder or proxy as the Company deems appropriate.

**1. Individual Shareholder:**

**1.1 Thai citizen**

- (a) In the case of attendance in person: registration form and a valid identification document of the shareholder such as identification card, driving license, civil servant identification card or state-owned enterprise employee identification card;
- (b) In the case of attendance by proxy: registration form, a certified true and correct copy of the shareholder's identification document, proxy holder's identification document or passport (in case of foreigner), and a completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

**1.2 Non -Thai citizen**

- (a) In the case of attendance in person: registration form and passport of the shareholder;
- (b) In the case of attendance by proxy: registration form, a certified true and correct copy of the shareholder's passport, proxy's identification document or passport (in case of foreigner), and a completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

**2. Juristic Person Shareholder:**

**2.1 Juristic person registered in Thailand**

- (a) Registration form and company affidavit issued by Department of Business Development, Ministry of Commerce within 180 days together with identification

card or passport (in case of foreigner) of the authorized director attending in person;

- (b) In the case of attendance by proxy:
- Registration form;
  - Certified true and correct copy of Company Affidavit issued by Department of Business Development, Ministry of Commerce within 180 days by the authorized director(s) together with the Company's seal affixed (if any);
  - Identification card or passport (in case of foreigner) certified true and correct copy by the authorized director who signs on the Proxy Form;
  - Identification card or passport (in case of foreigner) of the proxy;
  - A completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

## **2.2 Juristic entity registered outside of Thailand**

- (a) Registration form and company affidavit issued by the relevant authority within 1 year showing details of the authorized signatories together with identification card or passport (in case of foreigner) of the authorized director attending in person;
- (b) In the case of attendance by proxy:
- Registration form;
  - Certified true and correct copy of Company Affidavit issued by the relevant authority within 1 year showing details of the authorized signatories by the authorized director(s) together with the Company's seal affixed (if any);
  - Identification card or passport (in case of foreigner) certified true and correct copy by the authorized director who signs on the Proxy Form together with identification card or passport (in case of foreigner) of the proxy;
  - A completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

All photocopies must be certified as true and correct copies and in the case of documents produced or executed outside of Thailand, such documents must be notarized by a notary public.

อากรแสตมป์

20 บาท

Stamp Duty

Baht 20

## หนังสือมอบฉันทะแบบ ก.

## PROXY FORM A

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ. 2566

Date Month Year 2023

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I / We Nationality with address at No. Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Kwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ทริเพิล ไอ โลจิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

being a shareholder of Triple i Logistics Public Company Limited, holding share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and with the voting rights of vote(s) as follows:-

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s) and with the voting rights of vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s) and with the voting rights of vote(s)

(3) ขอมอบฉันทะให้

hereby appoint either one of the following persons:

 (ก) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(a) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ข) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(b) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ค) นายอภิชาติ จีระพันธุ์ อายุ 64 ปี ที่อยู่ 628 ชั้น 3 อาคารทริเพิล ไอ ซอยกลับชม ถนนนนทบุรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้ หรือ

(c) Mr. Apichart Chirabandhu age 64 years with address at 628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok, who has no special interest in agenda of the meeting, or

(ง) นายวิชาญ ตระกูลสุน อายุ 57 ปี ที่อยู่ 628 ชั้น 3 อาคารทริเพิล ไอ ซอยกلابชม ถนนนนทรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้

(d) Mr. Vipoota Trakulhoon age 57 years with address at 628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok, who has no special interest in agenda of the meeting,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 18 เมษายน 2566 เวลา 14.00 น. ณ โรงแรม อีสติน แกรนด์ สาทร์ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้ กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

as only one of my / our proxy to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 14.00 hrs. at Eastin Grand Hotel Sathorn, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 or at any adjournment thereof. For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Shareholder  
(.....)

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

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

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

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks: The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

อากรเสตมป์ 20 บาท Stamp Duty Baht 20
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**หนังสือมอบฉันทะแบบ ข.****PROXY FORM B**

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ. 2566

Date Month Year 2023

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I / We Nationality with address at No. Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Kwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ทริเพิล ไอ โลจิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

being a shareholder of Triple i Logistics Public Company Limited, holding share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and with the voting rights of vote(s) as follows:-

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s) and with the voting rights of vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s) and with the voting rights of vote(s)

(3) ขอมอบฉันทะให้

hereby appoint either one of the following persons :

 (ก) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(a) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ข) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(b) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ค) นายอภิชาติ จีระพันธุ์ อายุ 64 ปี ที่อยู่ 628 ชั้น 3 อาคารทริเพิล ไอ ซอยกลับชม ถนนนนทรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้ หรือ(c) Mr. Apichart Chirabandhu age 64 years with address at 628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok, who has no special interest in agenda of the meeting, or

(ง) นายวิภูธา ตระกูลสุน อายุ 57 ปี ที่อยู่ 628 ชั้น 3 อาคารทริฟเฟิล ไอ ซอยกัลปชม ถนนนนทบุรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้

(d) Mr. Vipoota Trakulhoon age 57 years with address at 628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok, who has no special interest in agenda of the meeting,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 18 เมษายน 2566 เวลา 14.00 น. ณ โรงแรม อีสติน แกรนด์ สาทร เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้ กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

as only one of my / our proxy to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 14.00 hrs. at Eastin Grand Hotel Sathorn, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 or at any adjournment thereof. For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

**วาระที่ 1 ประธานแจ้งให้ที่ประชุมทราบ**

**Agenda 1 Chairman's Report**

**วาระที่ 2 พิจารณารับทราบรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่ 29 พฤศจิกายน 2565**

**Agenda 2 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 29 November 2022**

วาระนี้ไม่มีการลงมติผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

Voting is not required since this agenda is for acknowledgement only.

**วาระที่ 3 รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2565**

**Agenda 3 To acknowledge the operating result of the Company for the year ended 2022**

วาระนี้ไม่มีการลงมติผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

Voting is not required since this agenda is for acknowledgement only.

**วาระที่ 4 พิจารณานุมัติงบประมาณแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

**Agenda 4 To consider and approve the statement of financial position and statement of comprehensive income for the year ended 31 December 2022**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 5 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2565 และการจัดสรรกำไรสุทธิเป็นเงินทุนสำรองตามกฎหมาย รวมถึงรับทราบการจ่ายเงินปันผลระหว่างกาล

Agenda 5 To consider and approve the dividend payment for the year ended 2022 and the allocation of net profit as legal reserve including to acknowledge the interim dividend payment

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งกรรมการเข้าใหม่แทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Agenda 6 To consider and approve the appointment of new directors in replacement of the directors who were retired by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors nominated

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual director

ชื่อกรรมการ นายวุฒิพงษ์ โมฬีชาติ

Name of director: Mr. Woodtipong Moleechad

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายทิพย์ ดาลาด

Name of director: Mr. Tipp Dalal

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นางดรุณี รักพงษ์พิบูล

Name of director: Mrs. Darunee Rakpongpi boon

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายเฉลิมศักดิ์ กาญจนวรินทร์

Name of director: Mr. Chalernsak Karnchanawarin

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

**วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566****Agenda 7 To consider and approve the remuneration of directors for the year 2023**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

**วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนประจำปี 2566****Agenda 8 To consider and approve the appointment of the auditor and the determination of compensation of the auditor for the year 2023**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

**วาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ****Agenda 9 To consider and approve the amendment to the Articles of Association of the Company**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

**วาระที่ 10 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 2,305,065.50 บาท จากทุนจดทะเบียนเดิมจำนวน 406,205,126.50 บาท เป็นทุนจดทะเบียนจำนวน 403,900,061.00 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายจำนวน 4,610,131 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 0.50 บาท****Agenda 10 To consider and approve the decrease of the Company's registered capital in the amount of Baht 2,305,065.50 from the current registered capital of Baht 406,205,126.50 to Baht 403,900,061.00 by cancelling the registered shares not purchased in the amount of 4,610,131 shares at the par value of Baht 0.50 per share**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 11 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 11 To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 12 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 347,774.50 บาทจากเดิมทุนจดทะเบียนจำนวน 403,900,061.00 บาท เป็นทุนจดทะเบียนจำนวน 404,247,835.50 บาท โดยการออกหุ้นสามัญใหม่อีกจำนวน 695,549 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการปรับสิทธิของ III-W1 ตามข้อกำหนดสิทธิของ III-W1

Agenda 12 To consider and approve the increase of registered capital of the Company in the amount of Baht 347,774.50 from the current registered capital of Baht 403,900,061.00 to Baht 404,247,835.50 by issuing new ordinary shares in the amount of 695,549 shares at the par value of Baht 0.50 to accommodate the rights adjustment of III-W1 under the Terms and Conditions of III-W1

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 13 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 13 To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 14 พิจารณาเรื่องอื่นๆ (ถ้ามี)

## Agenda 14. Other businesses (if any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the proxy which is not in accordance with this proxy form.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Shareholder  
(.....)

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

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

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

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Remarks

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote and shall not allocate the number of shares to several proxies to vote separately.
2. For the agenda on the appointment of directors, appointment can be made for all directors nominated or individual director.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Supplementary Proxy Form B as enclosed.



## หนังสือมอบฉันทะแบบ ค.

## PROXY FORM C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
 (FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ. 2566

Date Month Year 2023

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I / We Nationality with address at No. Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Kwaeng Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

acting as the custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท ทริเพิล ไอ โลจิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

being a shareholder of Triple i Logistics Public Company Limited holding the total amount of share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

with the voting rights of vote(s) as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s) and with the voting rights of vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s) and with the voting rights of vote(s)

(2) ขอมอบฉันทะให้

hereby appoint either one of the following persons :

 (ก) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(a) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ข) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(b) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด .....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

(ค) นายอภิชาติ จีระพันธุ์ อายุ 64 ปี ที่อยู่ 628 ชั้น 3 อาคารทริฟเฟิล ไอ ซอยกลับชม ถนนนนทบุรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้ หรือ

(c) Mr. Apichart Chirabandhu age 64 years with address at 628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok, who has no special interest in agenda of the meeting, or

(ง) นายวิภูธา ตระกูลสุน อายุ 57 ปี ที่อยู่ 628 ชั้น 3 อาคารทริฟเฟิล ไอ ซอยกลับชม ถนนนนทบุรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้

(d) Mr. Vipoota Trakulhoon age 57 years with address at 628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok, who has no special interest in agenda of the meeting,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 18 เมษายน 2566 เวลา 14.00 น. ณ โรงแรม อีสติน แกรนด์ สาทร์ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 14.00 hrs. at Eastin Grand Hotel Sathorn, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We authorize my / our Proxy to attend and cast the votes as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The Proxy is authorized for all shares held and entitled to vote.

มอบฉันทะบางส่วน คือ

The Proxy is authorized for certain shares as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s) and with the voting rights of vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s) and with the voting rights of vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

**วาระที่ 1 ประธานแจ้งให้ที่ประชุมทราบ**

**Agenda 1 Chairman's Report**

**วาระที่ 2 พิจารณารับทราบรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่ 29 พฤศจิกายน 2565**

**Agenda 2 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 29 November 2022**

วาระนี้ไม่มีการลงมติผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

Voting is not required since this agenda is for acknowledgement only.

**วาระที่ 3** รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

**Agenda 3** To acknowledge the operating result of the Company for the year ended 2022

วาระนี้ไม่มีการลงมติผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

Voting is not required since this agenda is for acknowledgement only.

**วาระที่ 4** พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

**Agenda 4** To consider and approve the statement of financial position and statement of comprehensive income for the year ended 31 December 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 5** พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2565 และการจัดสรรกำไรสุทธิเป็นเงินทุนสำรองตามกฎหมาย รวมถึงรับทราบการจ่ายเงินปันผลระหว่างกาล

**Agenda 5** To consider and approve the dividend payment for the year ended 2022 and the allocation of net profit as legal reserve including to acknowledge the interim dividend payment

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 6** พิจารณานุมัติการแต่งตั้งกรรมการเข้าใหม่แทนกรรมการที่พ้นจากตำแหน่งตามวาระ

**Agenda 6** To consider and approve the appointment of new directors in replacement of the directors who were retired by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors nominated

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual director

ชื่อกรรมการ นายวุฒิพงษ์ โมฬีชาติ

Name of director: Mr. Woodtipong Moleechad

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ นายทิพย์ ดาลาด

Name of director: Mr. Tipp Dalal

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ นางดรุณี รักพงษ์พิบูล

Name of director: Mrs. Darunee Rakpongpi boon

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ นายเฉลิมศักดิ์ กาญจนวรินทร์

Name of director: Mr. Chalernsak Kamchanawarin

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

## วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566

## Agenda 7 To consider and approve the remuneration of directors for the year 2023

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

## วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนประจำปี 2566

## Agenda 8 To consider and approve the appointment of the auditor and the determination of compensation of the auditor for the year 2023

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

## วาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

## Agenda 9 To consider and approve the amendment to the Articles of Association of the Company

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 10 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 2,305,065.50 บาท จากทุนจดทะเบียนเดิมจำนวน 406,205,126.50 บาท เป็นทุนจดทะเบียนจำนวน 403,900,061.00 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายจำนวน 4,610,131 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 0.50 บาท

Agenda 10 To consider and approve the decrease of the Company's registered capital in the amount of Baht 2,305,065.50 from the current registered capital of Baht 406,205,126.50 to Baht 403,900,061.00 by cancelling the registered shares not purchased in the amount of 4,610,131 shares at the par value of Baht 0.50 per share

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 11 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 11 To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 12 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 347,774.50 บาทจากเดิมทุนจดทะเบียนจำนวน 403,900,061.00 บาท เป็นทุนจดทะเบียนจำนวน 404,247,835.50 บาท โดยการออกหุ้นสามัญใหม่อีกจำนวน 695,549 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการปรับสิทธิของ III-W1 ตามข้อกำหนดสิทธิของ III-W1

Agenda 12 To consider and approve the increase of registered capital of the Company in the amount of Baht 347,774.50 from the current registered capital of Baht 403,900,061.00 to Baht 404,247,835.50 by issuing new ordinary shares in the amount of 695,549 shares at the par value of Baht 0.50 to accommodate the rights adjustment of III-W1 under the Terms and Conditions of III-W1

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 13 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน**

**Agenda 13 To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of registered capital**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 14 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 14. Other businesses (if any)**

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

Approve vote(s) Disapprove vote(s) Abstain vote(s)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Shareholder  
(.....)

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

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

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

#### หมายเหตุ

1. หนังสือมอบฉันทะ แบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

#### Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached to this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.

- (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Supplementary Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
**Supplemental Proxy Form B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทริฟเพิล ไอ โลจิสติกส์ จำกัด (มหาชน)  
Proxy on behalf of the shareholder of Triple i Logistics Public Company Limited  
ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 18 เมษายน 2566 เวลา 14.00 น.  
at the 2023 Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 14:00 hrs.  
ณ โรงแรม อีสติน แกรนด์ สาทร์ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120  
at Eastin Grand Hotel Sathorn, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120  
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
or at any adjournment thereof

วาระที่.....เรื่อง.....

Agenda                      Subject

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda                      Subject

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda                      Subject

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda                      Subject

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**  
**Supplemental Proxy Form C**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทริเพิล ไอ โลจิสติกส์ จำกัด (มหาชน)  
 Proxy on behalf of the shareholder of Triple i Logistics Public Company Limited  
 ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 18 เมษายน 2566 เวลา 14.00 น.  
 at the 2023 Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 14:00 hrs.  
 ณ โรงแรม อีสติน แกรนด์ สาทร์ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120  
 at Eastin Grand Hotel Sathorn, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120  
 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
 or at any adjournment thereof

วาระที่.....เรื่อง.....

Agenda                      Subject

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy must cast the votes in accordance with my / our following instruction:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda                      Subject

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy is entitled to cast the votes dny / our behalf at its own discretion.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy must cast the votes in accordance with my / our following instruction:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda                      Subject

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy must cast the votes in accordance with my / our following instruction:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda                      Subject

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

- เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง

Approve

Disapprove

Abstain

Information of independent directors to present as proxy



**1. Mr. Apichart Chirabandhu**

Director / Independent Director / Member of Audit Committee / Chairman of Corporate Governance and Sustainable Development Committee / Member of Nomination and Remuneration Committee

Age: 64 years old

Address of Contact: Triple i Logistics Public Company Limited,  
628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom,  
Nonsee Road, Chongnonsee, Yannawa, Bangkok

Special interest in the agenda of the meeting: - None -

Shareholding ratio in the Company: - None -



**2. Mr. Vipoota Trakulhoon**

Director / Independent Director / Member of the Audit Committee /  
Chairman of the Nomination and Remuneration Committee /  
Member of the Investment Committee

Age: 57 years old

Address of Contact: Triple i Logistics Public Company Limited,  
628, 3<sup>rd</sup> Floor, Triple i Building, Soi Klab Chom,  
Nonsee Road, Chongnonsee, Yannawa, Bangkok

Special interest in the agenda of the meeting: - None -

Shareholding ratio in the Company: - None -

In this regards, the independent director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

### Definition of Independent Director

The qualification of each independent director shall be the followings:

1. not holding more than 1% of the total numbers of shares with the voting right issued by the Company, parent companies, subsidiary companies, associated companies. The shareholding shall include the holding of shares by all related persons of such independent director.
2. not being or was appointed as a director who is involved in business management, employee, advisor who has fixed salary or controlling person of the Company, parent company, subsidiary companies, associated companies, sister companies, major shareholders or controlling persons of the Company unless he or she has discharged from such position for not less than two years before being appointed as member of the Audit Committee. These prohibited characters shall not include independent director who acted as government officer or advisor of government which is a major shareholder or controlling person of the Company.
3. not being a related person by blood or registration under laws, such as father, mother, spouse, sibling or children including spouses of children of other directors, executives, major shareholders, controlling person, or other persons who will be nominated as director, executive or controlling person of the Company and its subsidiaries.
4. not having or had business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders or controlling persons of the Company which may disturb any expression of independent opinion including not being or having been significant shareholder or controlling person of person who has business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders or controlling persons of the Company unless such relationship is terminated for not less than two years before being appointed as the independent director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.

5. not being or was an auditor of the Company, parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company or juristic persons which have may have conflict of interest and not being significant shareholder, controlling person, managing partner of audit firm of the auditor of Company , parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company unless he or she has discharged from such position for not less than two years before being appointed as the independent director.
6. not being or was a professional advisor including providing legal advisor service or financial advisor service which receives service fess greater than two million Baht per year from the Company , parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company and not being significant shareholder, controlling person or managing partner of such professional advisor unless he or she has discharged from such position for not less than two years before being appointed as the independent director.
7. not being a director who act as representative for protecting the benefit of the Company's directors, major shareholders or shareholders who have relationship with major shareholders.
8. not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 % of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries.
9. not having any characteristic which make him or her incapable of expressing independent opinions with regard to the Company's business. In this regard, the above definition of independent director of the Company is in accordance with the minimum terms specified by the Securities and Exchange Commission.

## Registration procedure, documents for registration, proxy and voting

### 1. Registration

Shareholder or proxy can register and submit the documents or evidences for confirmation at the venue of the meeting at 12.30 hrs. onwards on Tuesday, 18 April 2023 at 14.00 hrs. at Eastin Grand Hotel Sathorn, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The documents and evidences which the shareholder need to present for attending the 2023 Annual General Meeting of shareholders shall be in accordance with the practices under the laws and Company's Articles of Association in a manner which there is not too burdensome to the shareholders. The map of the Meeting's venue is attached together with this invitation letter as Enclosure 14.

### 2. Documents for Registration

#### 1.) Individual Shareholder:

##### 1.1) Thai citizen

- (a) In the case of attendance in person: registration form and a valid identification document of the shareholder such as identification card, driving license, civil servant identification card or state-owned enterprise employee identification card.
- (b) In the case of attendance by proxy: registration form, a certified true and correct copy of the shareholder's identification document, proxy holder's identification document or passport (in case of foreigner), and a completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

##### 1.2) Non -Thai citizen

- (a) In the case of attendance in person: registration form and passport of the shareholder.
- (b) In the case of attendance by proxy: registration form, a certified true and correct copy of the shareholder's passport, proxy holder's identification document or passport (in case of foreigner), and a completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

#### 2.) Juristic Entity Shareholder:

##### 2.1) Juristic entity registered in Thailand

- (a) Registration form and company affidavit issued by Department of Business Development, Ministry of Commerce within 180 days together with identification card or passport (in case of foreigner) of the authorized director attending in person;

- (b) In the case of attendance by proxy:
- Registration form;
  - Certified true and correct copy of Company Affidavit issued by Department of Business Development, Ministry of Commerce within 180 days by the authorized director(s) together with the Company's seal affixed (if any);
  - Identification card or passport (in case of foreigner) certified true and correct copy by the authorized director who signs on the Proxy Form;
  - Identification card or passport (in case of foreigner) of the proxy; and
  - A completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

**2.2) Juristic entity registered outside of Thailand**

- (a) Registration form and company affidavit issued by the relevant authority within 1 year showing details of the authorized signatories together with identification card or passport (in case of foreigner) of the authorized director attending in person;
- (b) In the case of attendance by proxy:
- Registration form;
  - Certified true and correct copy of Company Affidavit issued by the relevant authority within 1 year showing details of the authorized signatories by the authorized director(s) together with the Company's seal affixed (if any);
  - Identification card or passport (in case of foreigner) certified true and correct copy by the authorized director who signs on the Proxy Form together with identification card or passport (in case of foreigner) of the proxy; and
  - A completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

All photocopies must be certified as true and correct copies and in the case of documents produced or executed outside of Thailand, such documents must be notarized by a notary public.

**3. Proxy**

The Company provide proxy form A, form B and form C to shareholders for using in accordance with the Notification of Department of Business Development regarding the proxy forms (No.5) B.E. 2550 (2007) as follows:

- Proxy Form A: General proxy form (it can be used for all shareholders in any cases)

- Proxy Form B: Proxy form which the details of proxy are specified in each agenda (it can be used for all shareholders in any cases)
- Proxy Form C: Proxy form to be used by shareholder who is a foreign investor and appoint the Custodian in Thailand to act as the securities depository agent.

The shareholder who is not able to attend the meeting may appoint a person as your proxy by proceeding follows:

- 1.) Complete only one of the proxy forms above.
- 2.) Authorize a person or an Independent Director as Enclosure 9 to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
- 3.) Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

Remark:

- In case the shareholder wishes to cancel the granting of proxy, the shareholder can do so by serving a notice in writing to the Chairman of the Board of Directors, or via E-mail secretary@iii-logistics.com before the commencement of the Meeting, or at the latest, before the voting of each agenda.
- Shareholders should study the agenda's details of the Meeting prior to the granting of proxy.

#### 4. Voting

Voting Procedures: The moderator shall inform the Meeting details of voting procedures with the following guidelines:

- 1.) The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
- 2.) For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.

- 3.) Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

**Resolution of the Meeting**

- 1.) In a normal case, by the majority voting rights of the shareholders who attend the meeting and cast votes. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
- 2.) Other cases, which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.

## Articles of Association in relation to the shareholders' meeting

### Shareholders' meeting

**Article 31.** The board of directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four (4) months of the end of the fiscal year of the Company.

Any shareholders' meetings other than the one referred to in the first paragraph shall be called an extraordinary general meeting. The board of directors shall convene such extraordinary general meeting at any time as deemed appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three. In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation. In case the meeting summoned by such shareholders under paragraph four does not constitute a quorum as prescribed in Article 33, the shareholders under paragraph four shall jointly be responsible to the Company for expenses incurred from such meeting.

**Article 32.** In regard to the calling the shareholders' meeting, the board of directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be proposed to the meeting together with adequate details. The matters to be proposed to the shareholders' meeting must be clearly identified, whether they are proposed for acknowledgement, approval, or consideration, as the case may be. In addition, the notice shall include the comments of the board of directors on such matters. The meeting notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a shareholders' meeting shall be published on a newspaper prior to the meeting date no less than three (3) days and at least three (3) consecutive days.

The venue of the shareholders' meeting shall be located in the province in which the head office located, or any other venue as specified by the directors.

**Article 33.** In every shareholders' meeting, a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty five (25) persons or at least half of the total number of shareholders. The quorum of the shareholders' meeting shall be constituted when such shareholders hold the shares in an aggregate of at least one-third (1/3) of the total number of the shares sold.

In any shareholders' meeting, if the quorum is not constituted by one (1) hour after the beginning time for which the meeting is scheduled and such shareholders' meeting is called at the request of the shareholders, such shareholders' meeting shall be terminated. If the shareholders' meeting is not called at the request of the shareholders, the shareholders' meeting shall be adjourned. In this regard, a notice shall be sent to the shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled shareholders' meeting is not required.

**Article 34.** The Chairman of the board of directors shall be the chairman of the shareholders' meeting. In the case that the Chairman of the board of directors is not present or is unable to perform his/her duty, the vice chairman shall act as the chairman of the shareholders' meeting. If the vice chairman is not present or is unable to perform his/ her duty, a shareholder shall be elected to be the chairman of the shareholders' meeting.

**Article 35.** In regard to the voting of the shareholders' meeting, each shareholder shall have one (1) vote for each share he/she holds. If any shareholder has any special interest in any matter, such shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The affirmative vote of a resolution of the shareholders' meeting shall be made as follows:

- (1) In the normal case, a majority of the shareholders who attend the meeting and cast their votes. In the event of a tied vote, the Chairman shall have a casting vote;
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
  - (a) The sale or transfer of the whole or substantial part of business of the Company to other persons;
  - (b) The purchase or acquisition of the transfer of the business of other private companies or public companies by the Company;
  - (c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole and substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing benefits or deficits;

- (d) The amendment of the Company's Memorandum of Association or Articles of Association;
- (e) The increase or decrease of the registered capital of the Company;
- (f) The dissolution of the Company;
- (g) The issuance of debentures of the Company; or
- (h) The amalgamation of the Company with another company.

**Article 36.** The following businesses are to be transacted at the annual general meeting of the shareholders:

- 1) To consider and acknowledge the report of the board of directors relating to the Company's performance in the previous year;
- 2) To consider and approve the financial statement and the profit and loss statement from the previous fiscal year;
- 3) To consider and approve the allocation of profits and the dividend payment;
- 4) To consider and approve the appointment of directors to substitute the retiring directors by rotation
- 5) To consider and approve the directors' remuneration
- 6) To consider and approve the appointment of auditor and audit fee
- 7) Other businesses

### **Dividend and Reserve**

**Article 44.** Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be distributed.

Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, except where the Company issues preference shares and stipulates the preference shares to receive dividends differently from that for ordinary shares. The payment of dividends shall be approved by a shareholders' meeting.

The board of directors may, from time to time, pay to the shareholders interim dividends, as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders regarding the payment of interim dividends at the next meeting of shareholders.

The dividend payment shall be made within one (1) month of 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 notice of the dividend payment shall be published in a newspaper for at least three (3) days.

**Article 45.** The Company shall place at least five (5) percent of its annual net profit less any accumulated losses carried forward (if any) to a reserve fund, until the reserve fund reaches at least ten (10) percent of the registered capital.

### **Board of Directors**

**Article 15.** The Company shall have a board of directors comprising at least five (5) directors but not exceeding fifteen (15) directors to conduct the Company's business, and not less than one-half (1/2) of the total number of directors shall reside in the Kingdom with qualification as described by law.

Directors may or may not be the Company's shareholder.

**Article 16.** The directors shall be elected at the shareholder's meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by the chairman who shall have a casting vote.

**Article 17.** At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office at such time. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

A director who vacates office under this Article may be re-elected.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.

**Article 22.** A director is entitled to receive the remuneration in form of rewards, meeting allowances, bonuses or other compensations from the Company according to the consideration of the meeting of shareholders and has the resolution not less than two-thirds (2/3) of all votes of the shareholders present at the meeting. Such remuneration may be at fixed amount or specified from time to time or let it being enforced unless otherwise approved by the meeting

of shareholders. Moreover, the director is also entitled to a per diem and any fringe benefit according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

**Additional Provision**

**Article 53.** The shareholders' meeting, Board of Directors' meeting and/or Sub-committee's meeting of the Company may be held through electronic means as deem appropriate, provided that such meeting via electronic means shall comply with the conditions, procedures, criteria and methods as prescribed by relevant laws or notifications.

The summoning notice and the supporting documents for such meeting may be sent via electronic mail, provided that the period for sending the summoning notice and advertising in newspaper for each meeting, as well as the criteria and methods in relation to the sending of such summoning notice via electronic mail shall be in accordance with the relevant laws and notifications.

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## Request Form for the Annual Report

Dear Shareholder,

Triple i Logistics Public Company Limited (the “**Company**”) has prepared the annual report of the year 2022 (Form 56-1 One Report) in form of QR Code to be provided to the shareholders together with the invitation letter of the 2023 Annual General Meeting of Shareholders.

If the shareholder wishes to obtain the annual report of the year 2022 (Form 56-1 One Report) in form of hardcopy, please complete the below information and provide them to the Company for the purpose of sending the annual report (Form 56-1 One Report) as per your request.

I, Mr. / Mrs. / Ms. \_\_\_\_\_ Surname \_\_\_\_\_

Address \_\_\_\_\_

Telephone \_\_\_\_\_ Email \_\_\_\_\_

wishes to obtain the annual report of the year 2022 (Form 56-1 One Report) in form of hardcopy (please mark in )

Thai version

English version

The shareholder can request for the annual report by submitting this form to the Company or can to obtain it at the Company’s office:

Triple i Logistics Public Company Limited,

628, 3<sup>rd</sup> Floor, Triple i Building,

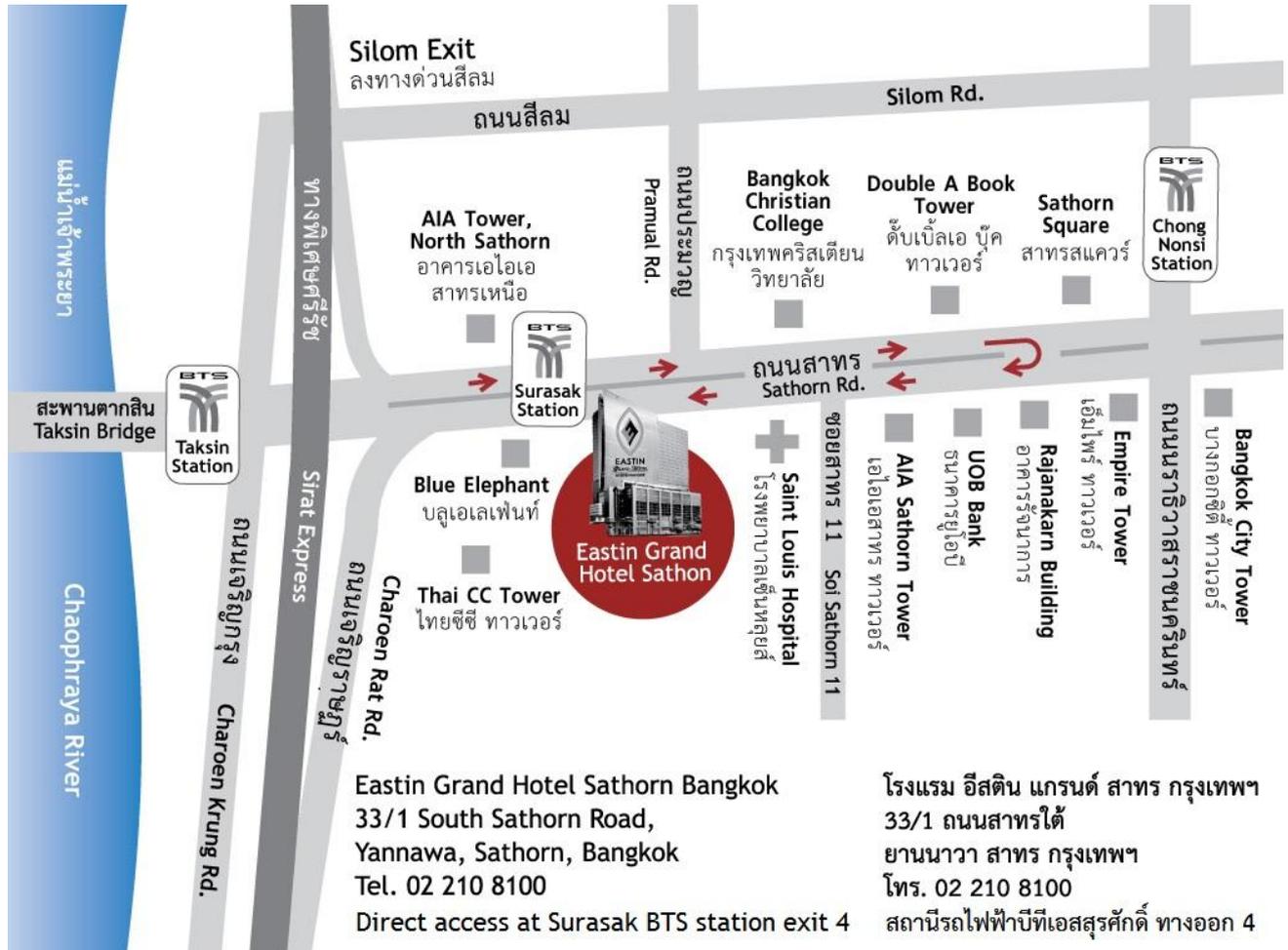
Soi Klab Chom, Nonsee Road,

Chongnonsee, Yannawa, Bangkok 10120

Tel. 0-2681-8700 or Fax. 0-2681-8701

**Map of the Meeting Venue**

**2023 Annual General Meeting of Shareholders  
Triple i Logistics Public Company Limited**





# Triple*i*

LOGISTICS

Triple i Logistics Public Company Limited  
628 Triple i Building 3<sup>rd</sup> Floor, Soi Klab Chom, Nonsee Road,  
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