



(Translation)

March 10, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of i-Tail Corporation Public Company Limited

Enclosed:

1. The Articles of Association concerning the Shareholders' Meeting (Pages 12-15)
2. Profiles of candidates nominated for election as directors of the Company (Pages 16-20)
3. Information for appointment of the Company's independent auditor and Profile of auditor (Pages 21-26)
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The Board of Directors Meeting No. 1/2025 of i-Tail Corporation Public Company Limited ("the Company") unanimously resolved to convene the 2025 Annual General Meeting of Shareholders **on Tuesday, April 8, 2025, at 9:00 a.m. via electronic means (E-AGM) only** broadcast live from i-Tail Corporation Public Company Limited, SM Tower, Phaholyothin Road, Bangkok.

The Company announced on its website and through the Electronic Company Information Disclosure system of the Stock Exchange of Thailand ("SET") to allow shareholders to propose important matters to be considered as agenda items for the 2025 Annual General Meeting of Shareholders between August 26, 2024, and January 6, 2025, in accordance with the principles of good corporate governance for listed companies. However, no shareholder proposed any agenda items for the 2025 Annual General Meeting of Shareholders during this period. Therefore, the Company would like to inform the meeting agenda for the 2025 Annual General Meeting of Shareholders in accordance with the Board of Directors' resolutions as follows:

**Agenda 1** To acknowledge the operating results for the year ended December 31, 2024.

Background and Rationale: The Company's operating results for 2024 and other important information are presented in the 2024 Annual Report (56-1 One Report) which are provided in Enclosure No. 8.

**Board of Directors' Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders the acknowledgment of the operating results for the year 2024 and performance regarding the anti-corruption policy.**

Voting: This agenda shall not be determined by votes since the report was prepared for shareholders' acknowledgment.

**Agenda 2** To consider and approve the financial statements for the fiscal year ending December 31, 2024 and the independent auditor report.

Background and Rationale: The Company's financial statements for the fiscal year ending December 31, 2024 and the independent auditor report were audited by the Company's independent auditor from KPMG Phoomchai Audit Company Limited and reviewed by the Audit Committee. The



financial statements have been included in enclosure No.8 in Section 3 - Financial Statements of the 2024 Annual Report (56-1 One Report).

The summary details are as follows:

(Unit: THB Million)

Items	2024 (Current Proposal)	2023
Total Assets	26,927.94	25,431.25
Total Liabilities	2,789.07	2,312.39
Total Shareholders' Equity	24,138.87	23,118.86
Paid-up Capital	3,000.00	3,000.00
Total Revenue from Sales	17,729.05	15,576.93
Net profit attributable to owners of the parent	3,597.26	2,281.38
Total Net Profit	3,597.11	2,282.82
Earnings per share (Baht per share)	1.20	0.76

**Board of Directors' Opinion:** Deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the Company's financial statements for the fiscal year ending December 31, 2024, and the independent auditor report thereon. The financial statements were audited by the Company's independent auditor in accordance with Section 112 of the Public Limited Companies Act B.E. 2535. The proposed financial statements are accurate and comply with the generally accepted accounting principles. The report was also reviewed by the Audit Committee and endorsed by the Board of Directors' meeting.

Voting: This agenda shall be determined by a majority vote of the shareholders attending and voting at the Meeting.

**Agenda 3** To consider and approve the allocation of net profit from 2024 operating results.

Background and Rationale: According to the audited operating results for the fiscal year ending December 31, 2024, the Company and its subsidiaries had a net profit attributable to owners of the parent of THB 3,597.26 million. Under Section 116 of the Public Limited Company Act B.E. 2535, the Company must appropriate to a reserve fund, from the annual net profit, at least five percent of the annual net profit less carried-forward accumulated losses (if any) until the reserve fund attains an amount of no less than 10 percent of the registered capital. The Company has fully set the legal reserve. Therefore, the Board of Directors proposed to the shareholders for dividend payment for the year 2024 of THB 3,450 million or the rate of THB 1.15 per share based on the registered and paid-up capital of 3,000 million shares, representing 95.90% of consolidated net profit attributable to owners of the parent.

However, the Board of Directors Meeting No.6/2024 held on August 6, 2024, approved an interim dividend payment from the operating results for the six months period ended June 30, 2024 of THB 1,200 million or at the rate of THB 0.40 per share based on the registered and paid-up capital of 3,000 million shares. This interim dividend was fully paid to shareholders on September 3, 2024.



As a result, the remaining dividend payment from the operating results for the year ended December 31, 2024, total amount THB 2,250 million which the Board of Directors Meeting No.1/2025 held on February 13, 2025, endorsed the dividend payment of THB 2,250 million or at the rate of THB 0.75 per share based on the registered and paid-up capital of 3,000 million shares. The dividend will be paid on April 25, 2025. The dividend payment of THB 0.65 per share is derived from profit under BOI privilege, so it is not subject to withholding tax, and the shareholder is not eligible for a tax credit. In addition, the dividend payment of THB 0.10 per share is derived from profit under non-BOI privilege, so it is subjected to 10% withholding tax or THB 0.01 per share. The net dividend payment that shareholders will receive is THB 0.74 per share.

However, the right to receive a dividend is still being determined and is subject to approval from the 2025 AGM on April 8, 2025.

A comparison with last year's dividend payment rate is as follows:

Details of dividend payment	2024	2023	2022
1. Net profit attributable to owners of the parent (THB million)	<b>3,597.26</b>	2,281.38	4,470.18
2. Legal reserve as of December 31 (THB million)	<b>300.00</b>	300.00	300.00
3. Number of shares as of December 31 (million shares)	<b>3,000</b>	3,000	3,000
4. Total dividend payment per share (THB per share)	<b>1.15</b>	0.60	2.52 <sup>1</sup>
4.1 Interim dividend payment from retained earnings (THB per share)	-	-	1.16 <sup>1</sup>
4.2 Interim dividend payment from the operating results for the first half of the year (THB per share)	<b>0.40</b>	0.25	-
4.3 Final dividend payment from the operating results for the second half of 2023 (THB per share)	-	0.35	-
4.4 Interim dividend payment from operating results of Q1-Q3 (THB per share)	-	-	1.16 <sup>1</sup>
4.5 Final dividend from operating results of Q4 (THB per share)	-	-	0.20 <sup>1</sup>
4.6 Final dividend payment from operating results of the year ended 31 December (THB per share)	<b>0.75</b>	-	-



Details of dividend payment	2024	2023	2022
5. Total Dividend Amount (THB million)	3,450.00	1,800.00	7,560.00
6. Dividend payout ratio (percent)	95.90	78.90	169.12 <sup>2</sup>

Remark:

- Dividend payment rate was calculated based on the registered and paid-up capital of 3,000 million shares with a par value of 1 THB per share.
- Dividend payout ratio for the year 2022 was 169.12% consisting of a dividend payment derived from retained earnings totaling THB 3,480 million at a dividend payout ratio of 77.85% and a dividend payment derived from net profit totaling THB 4,080 million at a dividend payout ratio of 91.27%.

The dividend policy of the Company is to pay at least 50% of our net profit for the year. The dividend payout rate for the year 2024 was 95.90%, which complied with this dividend policy.

**Board of Directors' Opinion:** The Board of Directors considered the various factors and deems it appropriate to propose to the Annual General Meeting of Shareholders to consider the following:

- Acknowledge the interim dividend payment from operating results for the six months period ended June 30, 2024, totaling THB 1,200 million or at the rate of THB 0.40 per share based on the registered and paid-up capital of 3,000 million shares. The interim dividends were fully paid on September 3, 2024.**
- Approve the final dividend payment from remaining operating results for the year ended December 31, 2024 totaling THB 2,250 million or at the rate of THB 0.75 per share for the registered and paid-up capital of 3,000 million shares. In this regard, the Company determined that the record date for shareholders entitled to receive the dividend was on February 27, 2025, and the dividend will be paid on April 25, 2025. The dividend payment of 0.65 THB per share is derived from profit under BOI privilege, so it is not subject to withholding tax, and the shareholder is not eligible for a tax credit. In addition, the dividend payment of 0.10 THB per share is derived from profit under non-BOI privilege, so it is subjected to 10% withholding tax or 0.01 THB/share. The net dividend payment that shareholders will receive is 0.74 THB per share.**

**However, the right to receive a dividend is still subject to approval at the 2025 Annual General Meeting of Shareholders.**

Voting: This agenda shall be determined by a majority vote of the shareholders attending and voting at the Meeting.

**Agenda 4** To consider and approve the election of directors to replace those who must retire by rotation.

Background and Rationale:

- The Public Limited Company Act B.E. 2535 and Article 21 of the Company's Articles of Association stipulates that "At each Annual General Meeting, one-third (1/3) of the directors must retire, or the number nearest to one-third (1/3). In the first and second years after incorporation, the selection of retiring directors shall be done by drawing lots. Starting from the third year, the director who has served the longest must retire. If there are more directors who have served the longest than the number to be retired, drawing lots shall be used to determine which of them shall retire. However, the retiring director may be re-elected.



2. Currently, the Board comprises 11 existing directors and 4 directors who are due to retire from office, namely:

- |                             |  |
|-----------------------------|--|
| (1) Mr. Thiraphong Chansiri | Chairperson of the board   |
| (2) Mr. Tin Shu Chan*       | Vice chairperson of the board, Chairperson of the Executive and Sustainable Development Committee, and member of the Risk Management Committee |
| (3) Mr. Cheng Niruttinanon  | Director   |
| (4) Mr. Nakorn Niruttinanon | Executive and Sustainable Development Committee and member of the Risk Management Committee  |

\*Mr. Tin Shu Chan was appointed on July 1, 2024, replacing Mr. Chaiwat Charoenrujitanon, who resigned in 2024. Therefore, his term will be equal to the remaining term of Mr. Chaiwat Charoenrujitanon.

3. The Company has informed all shareholders of their right to nominate a qualified person(s) for the director position ahead of the meeting through the Company's website and the Electronic Company Information Disclosure system of the SET between August 26, 2024, and January 6, 2025, for a total of 133 days. However, no proposals for director nominees were submitted to the Company.

4. The Nomination Remuneration and Corporate Governance Committee has considered the profiles and experiences carefully individually and taking into account the diversity in the board structure, qualifications, knowledge, and expertise that are consistent with business operations strategies as well as expertise consistent with the Company's Board Skill Matrix. The 4 retiring directors, namely Mr. Thiraphong Chansiri, Mr. Tin Shu Chan, Mr. Cheng Niruttinanon, and Mr. Nakorn Niruttinanon have appropriate and complete qualifications pursuant to the law. Also, they devoted time to performing their duties as a director and have performed well during their tenure. They possess knowledge, expertise, and experience in the business which could help prove successful the Company's management. If they were re-elected and continued for one more term of office, the continuity of the Company's operations could be affirmed.

Details and profiles of candidates nominated for election as directors are provided in Enclosure No 2.

**Board of Directors Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the election of the directors as recommended by the Nomination Remuneration and Corporate Governance Committee. These proposed candidates have been carefully and thoroughly selected with due regard to nomination procedure of the Company and related laws, and are as follows:**

Name of Director	Position	No. of years in a Position	Remarks
1. Mr. Thiraphong Chansiri	Chairperson of the Board	25 years 11 months	Re-appointment for another term
2. Mr. Tin Shu Chan	- Vice chairperson - Chairperson of Executive and Sustainable Development Committee	8 months	Re-appointment for another term



Name of Director	Position	No. of years in a Position	Remarks
	- Member of Risk Management Committee		
<b>3.Mr. Cheng Niruttinanon</b>	<b>Director</b>	<b>3 years 6 months</b>	<b>Re-appointment for another term</b>
<b>4.Mr. Nakorn Niruttinanon</b>	- Member of Executive and Sustainable Development Committee - Member of Risk Management Committee	<b>2 years 10 years</b>	<b>Re-appointment for another term</b>

Voting: This agenda shall be determined by a majority vote of the shareholders attending and voting at the Meeting.

**Agenda 5** To consider and approve the directors' remuneration for the year 2025 and director's bonus from the 2024 operating results

Background and Rationale: The Board has considered the remuneration of directors and sub-committee members for the year 2025 and director's bonus from the 2024 operating results based on their duties and responsibilities. Under Article 31 of the Articles of Association of the Company, "Directors are entitled to receive remuneration from the Company in the form of salary, gratuity, meeting allowance, bonus, or other benefits, as well as any other allowances and welfare according to the Articles of Association of the Company or as determined by the Shareholders' Meeting." The criteria for consideration are as follows :

- Suitability of the scope of duties
- Comparison of median director's remuneration with other firms in the same industry
- The Company's business operations and profit
- Economic situation

The Board proposed the remuneration package for the year 2025 as follows:

Proposal to consider	Unit: THB	
	Proposed for Year 2025	Year 2024
• Board of Director		
- Retainer Fee for Chairperson	<b>45,000/month</b>	45,000/month
- Retainer Fee for Executive Director	<b>25,000/month</b>	25,000/month
- Retainer Fee for Non-Executive Director	<b>30,000/month</b>	30,000/month
- Retainer Fee for Independent Director	<b>30,000/month</b>	30,000/month
- Meeting Allowance for Chairperson	<b>30,000/Attendance</b>	30,000/Attendance
- Meeting Allowance for Executive Director	<b>20,000/Attendance</b>	20,000/Attendance
- Meeting Allowance for Non-Executive Director	<b>20,000/Attendance</b>	20,000/Attendance
- Meeting Allowance for Independent Director	<b>20,000/Attendance</b>	20,000/Attendance



Proposal to consider	Proposed for Year 2025	Year 2024
<ul style="list-style-type: none"> <li>Audit Committee (“AC”) <ul style="list-style-type: none"> <li>Retainer Fee for Chairperson of AC</li> <li>Retainer Fee for Member of AC</li> <li>Meeting Allowance for Chairperson of AC</li> <li>Meeting Allowance for Member of AC</li> </ul> </li> </ul>	<p><b>30,000/month</b></p> <p><b>20,000/month</b></p> <p><b>25,000/Attendance</b></p> <p><b>20,000/Attendance</b></p>	<p>30,000/month</p> <p>20,000/month</p> <p>25,000/Attendance</p> <p>20,000/Attendance</p>
<ul style="list-style-type: none"> <li>Risk Management Committee (“RMC”) <ul style="list-style-type: none"> <li>Retainer Fee for Chairperson of RMC</li> <li>Retainer Fee for Executive Director</li> <li>Retainer Fee for Independent Director</li> <li>Meeting Allowance for Chairperson of RMC</li> <li>Meeting Allowance for Executive Director</li> <li>Meeting Allowance for Independent Director</li> </ul> </li> </ul>	<p><b>180,000/year</b></p> <p><b>84,000/year</b></p> <p><b>120,000/year</b></p> <p><b>20,000/Attendance</b></p> <p><b>10,000/Attendance</b></p> <p><b>10,000/Attendance</b></p>	<p>180,000 /year</p> <p>84,000/year</p> <p>120,000/year</p> <p>20,000/ Attendance</p> <p>10,000/ Attendance</p> <p>10,000/ Attendance</p>
<ul style="list-style-type: none"> <li>Nomination Remuneration and Corporate Governance (“NRCG”) <ul style="list-style-type: none"> <li>Retainer Fee for Chairperson of NRCG</li> <li>Retainer Fee for Non-Executive Director</li> <li>Retainer Fee for Independent Director</li> <li>Meeting Allowance for Chairperson of NRCG</li> <li>Meeting Allowance for Non-Executive Director</li> <li>Meeting Allowance for Independent Director</li> </ul> </li> </ul>	<p><b>180,000/year</b></p> <p><b>120,000/year</b></p> <p><b>120,000/year</b></p> <p><b>20,000/Attendance</b></p> <p><b>10,000/Attendance</b></p> <p><b>10,000/Attendance</b></p>	<p>180,000/year</p> <p>120,000/year</p> <p>120,000/year</p> <p>20,000/Attendance</p> <p>10,000/Attendance</p> <p>10,000/Attendance</p>
<ul style="list-style-type: none"> <li>Other Benefits</li> </ul>	None	<b>None</b>
<ul style="list-style-type: none"> <li>Directors’ Bonus</li> </ul>	The director bonuses paid for the entire board shall not exceed 0.5% of the dividend payment. The bonus for the Chairperson of the	<b>None</b>





Proposal to consider	Proposed for Year 2025	Year 2024
	Board is twice of the bonus paid to each director.	

**Board of Director’s Opinion:** Deems it is appropriate to propose the remuneration of the directors and sub-committee members for the year 2025 to be equal to the 2024 remuneration and establish the criteria for director bonus. The director bonuses paid for the entire board shall not exceed 0.5% of the dividend payout. The bonus for the Chairperson of the Board is twice of the bonus paid to each director. The bonuses from the 2024 operating results for the entire board, including a bonus for the Chairperson of the Board is THB 10,791,780, equivalent to 0.31 percent of 2024 dividend payout. The bonus will be paid on April 28, 2025.

The remuneration of the directors and sub-committee members for the year 2025, including director bonuses takes into account the duties and responsibilities of these individuals, as well as a comparison of remuneration with other companies in the same industry and the Company's business operating results.

Voting: This agenda shall be determined by a vote of not less than two-thirds of the total voting rights of the shareholders who attend the Meeting.

**Agenda 6** To consider and approve the appointment of the Company’s independent auditors and fix the auditing fee for the year 2025.

Background and Rationale: Under Section 120 of the Public Limited Company Act B.E. 2535 and Article 44 of the Company’s Articles of Association, the appointment of auditors and determination of the auditing fee for the year 2025 require the approval of the shareholder meeting.

List of signing independent auditors who expressed an opinion on the financial statements in past 10 years and other information are provided in Enclosure No. 3.

**Audit Committee’s Opinion:** The Audit Committee had meetings with current independent auditors about the audit plan and acknowledged their work during the past working period. The Audit Committee also considered the qualifications of independent auditors from a performance perspective, their experience and independence. The Audit Committee proposes KPMG Phoomchai Audit Company Limited (“KPMG”) and endorsed the appointment of the Company’s independent auditors for the fiscal year 2025, namely:

- 1) Ms. Sujitra Masena CPA # 8645 or
- 2) Ms. Sawitree Ongksirimemongkol CPA # 10449 or
- 3) Ms. Chaowanee Chaisanga CPA # 12663 or
- 4) Ms. Sirinuch Surapaitoonkorn CPA # 8413





The audit fee was determined as follows:

Job Description (Unit: Baht)	Audit Fee Year 2024	Increase (Decrease)	Audit Fee Year 2025
Quarterly review	300,000	-	300,000
Statutory audit	2,000,000	-	2,000,000
<b>Total audit fee</b>	<b>2,300,000</b>	-	<b>2,300,000</b>
Auditing on agreed-upon procedures in relation to BOI promotion certificates (per BOI certificate)	100,000	-	100,000

Audit Committee compared the audit fee with other audit firms and found it to be appropriate.

**Board of Directors' Opinion:** By recommendation of the Audit Committee, deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the Company's independent auditors as follows;

- 1) Ms. Sujitra Masena CPA # 8645 or
- 2) Ms. Sawitree Ongksirimemongkol CPA # 10449 or
- 3) Ms. Chaowanee Chaisanga CPA # 12663 or
- 4) Ms. Sirinuch Surapaitoonkorn CPA # 8413

from KPMG, any one of the above-named auditors will be authorized to conduct the audit and express an opinion on the financial statements of the Company. In case of their absence, KPMG will propose another Certified Public Accountant from KPMG to the Audit Committee for endorsement before carrying out the work. The Board of Directors also endorsed the proposed fee which includes auditing fee, quarterly review and the auditing on agreed-upon procedures in relation to BOI promotion certificates.

Voting: This agenda shall be determined by a majority vote of the shareholders attending and voting at the Meeting.

**Agenda 7** To consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association of the Company

Background and Rationale: To support the expansion of the Company's business. Therefore, it is considered appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's objectives and the Memorandum of Association, Clause 3.

**Board of Directors Opinion:** Deemed it appropriate to propose to the shareholders' meeting to consider and approve the amendment of the objectives as follows.

**“54. Operate in the business of manufacturing and distributing food, beverages, dietary supplements, health care products, medicines, pharmaceuticals, chemicals, and other consumer goods for pets, for domestic sale, import and export to foreign countries.”**

Moreover, the Memorandum of Association, Clause 3 regarding the Company's objectives is amended the Company's total objectives from 53 to 54.

Voting: This agenda shall be determined by a vote of not less than three-fourths of the total voting rights of the shareholders who attend the Meeting and have voting rights.



**Agenda 8** To consider other matters (if any)

The Company has determined the date to record the names of shareholders who are entitled to attend the Shareholders' Meeting and receive dividends on February 27, 2025.

If the shareholders have any questions about the meeting agenda, please submit them in advance April 4, 2025, through the following channels, so that the Board of Directors or the management can prepare the information for clarification.

1. E-mail: [itail\\_compliance@thaiunion.com](mailto:itail_compliance@thaiunion.com)
2. Website: <https://www.i-tail.com/en/contact-us>
3. Post: Company Secretary Office  
i-Tail Corporation Public Company Limited  
No. 979/92-94, 29<sup>th</sup> Floor, S.M.Tower, Phaholyothin Road,  
Phayathai Sub-District, Phayathai District, Bangkok  
Thailand, 10400

The Company, therefore, invites the shareholders to attend the Meeting on Tuesday, April 8, 2025, at 9.00 a.m., via electronic means only in accordance with the rules stipulated in the law relating to electronic meetings. The guidelines for registration to attend the 2025 Shareholders' Meeting via electronic means are provided in Enclosure No. 4.

If a Shareholder or proxy, who is not an independent director of the Company, intends to attend the meeting via electronic means, the shareholders may register or appoint a proxy via e-Request system according to the guidelines for registration to attend the Shareholders' Meeting via electronic means in Enclosure No. 4. The system will be available from March 31, 2025, at 08.30 a.m. until the Meeting is adjourned on April 8, 2025.

The shareholder and the proxy are required to submit identification evidence for registration via e-Request system and supporting document for the appointment of proxy according to the details in Enclosure No. 5.

After the Company has verified the right to attend the meeting and the registration documents. Inventech Systems (Thailand) Co., Ltd. ("Inventech"), the meeting control system provider, certified by the Electronic Transaction Development Agency (ETDA), will send the link, username, and password for logging into the Meeting via electronic means to the shareholders using the email address as notified to the Company.

Please keep the username and password confidential. In the case your username and password are lost or you have not received it, please contact Inventech immediately.

For shareholder who intends to appoint an independent director of the Company as a proxy, as detailed in Enclosure No. 6, the shareholder may appoint a proxy via e-Request system according to the guidelines for registration to attend the Shareholders' Meeting via electronic means in Enclosure No.4 or the shareholder can post the document for the appointment of proxy via registered mail with return receipt, to



Company Secretary Office,  
i-Tail Corporation Public Company Limited, No. 979/92-94,  
29th Floor, S.M.Tower, Phaholyothin Road,  
Phayathai Sub-District, Phayathai District, Bangkok, Thailand, 10400.

However, the proxy posted via registered mail must be delivered to the Company by **March 31, 2025 at 5.00 p.m.**

The Company recommends using Proxy Form B in Enclosure No. 7, as the shareholders can cast their vote for a specific agenda item.

On the date of the Meeting, the shareholder or proxy (in the case of a proxy) is requested to attend the Meeting via the link and fill in the username and password that the shareholders received via the email address as notified to the Company. The Company shall allow the shareholder and proxy to register to attend the Meeting via electronic means on April 8, 2025, from 07.00 a.m. onwards, and the Meeting shall start at 09.00 a.m.

Yours faithfully,  
i-Tail Corporation Public Company Limited

-signed-  
-Mr. Thiraphong Chansiri-  
Chairperson



Enclosure 1

## The Articles of Association Concerning the Shareholders' Meeting

### Section 4

#### Board of Directors

18. The Board of Directors shall consist of not less than 5 directors but not exceeding 15 directors; and at least half of the total number of directors shall be residing in the Kingdom of Thailand; whereby directors shall have qualifications as prescribed by laws; and the Company's directors shall not have to be the Company's shareholders.

The Board of Directors shall consist of independent directors equal to not less than one-third (1/3) of the total number of directors. Such independence shall be based on the rule of Law on Securities and Exchange.

Regarding the affixing of the authorized signatures, at least 2 directors (except for independent directors) shall jointly affix their signatures and the corporate seal; whereby the Shareholders' Meeting or the Board of Directors' Meeting shall have powers to consider, determine, correct, or change the list of authorized directors.

20. Regarding the casting of votes in the director election, one shareholder shall have 1 (one) vote per 1 (one) share held; and each shareholder shall use all votes to elect one or several person(s) as director(s), but the votes may not be divided to any person. Persons who have received the respective maximum votes of approval shall be elected as directors equal to the number of directors to be elected at such time. If the number of votes for candidates in descending order is tied, which would cause the number of directors to exceed in that election, the chairperson of the meeting shall have a casting vote.
21. At each Annual General Meeting, one-third (1/3) of the directors must retire, or the number nearest to one-third (1/3) if the number of directors is not divisible by three. In the first and second years after incorporation, the selection of retiring directors shall be done by drawing lots. Starting from the third year, the director who has served the longest must retire. If there are more directors who have served the longest than the number to be retired, a drawing lots shall be used to determine which of them shall retire. However, the retiring director may be re-elected.
26. The Shareholders' Meeting may pass its resolution that any director shall vacate the office before the retirement by rotation with the votes of not less than three-fourths (3/4) of the number of shareholders attending the Meeting and having the voting rights and having the total shares of not less than half (1/2) of the number of shares held by shareholders attending the Meeting and having the voting rights.
31. The company shall be prohibited from paying any money or other assets to the directors except for the remuneration of the directors.

Directors are entitled to receive remuneration from the Company in the form of salary, gratuity, meeting allowance, bonus, or other benefits, as well as any other allowances and welfare according to the regulations of the company or as determined by the Shareholders' Meeting. The determination of such remuneration requires the approval of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the Meeting. The amount of remuneration may be specified as a certain number or set by a rule, and may be determined from time to time or remain in effect until there is a change.



## Section 5 Shareholders' Meeting

35. The Board of Directors shall convene the Annual General Meeting of Shareholders within four months (4) from the last date of the Company's accounting period.

Any Meetings held in addition to this shall be called an "Extraordinary Meeting".

36. The Board of Directors shall summon an Extraordinary Meeting at any time as it may deem expedient, or when one or several shareholder(s) representing the total shares equal to not less than 10 (ten) percent of the total issued shares shall subscribe and execute a letter requesting the Board of Directors to summon the Shareholders' Meeting as an Extraordinary Meeting at any time but shall clearly specify a reason for summoning such Meeting therein; provided that the Board of Directors shall convene the Shareholders' Meeting within 45 (forty-five) days from the date of receiving a letter from shareholders.

If the Board of Directors fails to convene the Meeting within the period stated in paragraph one, shareholders who have subscribed their names, or other shareholders holding the required aggregate number of shares, may call the Meeting themselves within forty-five (45) days from the expiration date of the period mentioned in the first paragraph. In this case, the Meeting will be deemed to have been called by the Board of Directors. The Company shall bear the necessary expenses incurred from holding the Meeting and provide reasonable facilitation.

In the event that the number of shareholders attending a Meeting called by shareholders under Paragraph 2 is insufficient to constitute a quorum as prescribed in Article 40, the shareholders who called the Meeting shall be jointly responsible for the expenses incurred by the Company in connection with the Meeting.

37. A Shareholders' Meeting may be convened through electronic media; and in such Shareholders' Meeting through electronic media, it shall be in accordance with the laws, rules, notifications, terms, or any related criteria, including those available for the time being and to be amended in the future.
38. When summoning a Shareholders' Meeting, whether in person or through electronic media, the Board of Directors is responsible for preparing an invitation that specifies the Meeting's venue, date, time, and agenda, including matters to be proposed for acknowledgment, approval, or consideration, and opinions of the Board of Directors on such matters, together with any reasonable details. The invitation must be sent to shareholders and the Registrar not less than 7 (seven) days before the meeting date, and advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date. Alternatively, the company may publish on electronic platforms under criteria prescribed by law. The electronic publication may be posted on a public website whose owner can be identified and on a website that is convenient to access without access limitations, such as the company's website, online news website, or website of Stock Exchange of Thailand.

However, the sending of the invitation and disclosure of the meeting notification letter for regular meetings or meetings through electronic media must comply with terms, criteria, and related laws.

The Shareholders' Meeting may be held at a location within or near the province where the Company's head office is located, as deemed appropriate by the Board of Directors.

39. Any shareholder who is unable to attend the Meeting in person may authorize a person of legal age to attend the Meeting and cast a vote on their behalf. The authorization must be made in writing, signed by the shareholder, and given to the Chairperson of the Board of Directors or a person assigned by the Chairperson of the Board of Directors at the venue of the Meeting before the proxy attends the Meeting.



Enclosure 1

The proxy authorization form must comply with the form prescribed by the Public Limited Companies Registrar, which must include at least the following information:

- (a) Numbers of shares held by the grantor
- (b) Names of proxies
- (c) Meeting Number for authorization to attend the Meeting and to cast votes

Proxies shall have the right to vote, which will be equivalent to the total number of votes held by the grantors. However, if the proxy intends to vote on behalf of only some of the grantors, they must declare so before the Meeting and specify the name of the grantor and the number of shares held by the grantor.

40. In a Shareholders' Meeting, a quorum shall be constituted by the attendance of shareholders and their proxies (if any) representing not less than 25 (twenty-five) people or not less than half of the total number of shareholders and holding shares equal to not less than 1/3 (one-third) of the total issued shares.

In case, at any Shareholders' Meeting, 1 (one) hour has elapsed from the appointment time and the number of shareholders attending the Meeting fails to constitute a quorum as prescribed in Paragraph 1, and in case the Meeting was summoned at the request of the shareholders, the Meeting shall be re-summoned and meeting notification letters shall be sent to shareholders for not less than 7 (seven) days before the meeting date. In the latter meeting, it shall not be required that the number of shareholders shall be as prescribed above to constitute a quorum.

41. The Chairperson of the Shareholders' Meeting is responsible for ensuring that the Meeting is conducted in accordance with the Articles of Association and the agenda specified in the meeting invitation. However, the Meeting may pass a resolution to change the order of the agenda by a vote of not less than 2/3 (two-thirds) of the shareholders attending the Meeting.

If a meeting has not completed the consideration of matters in the order specified in the invitation, or has considered matters proposed by shareholders representing at least one-third of the issued shares and needs to postpone consideration, a new meeting must be scheduled. The Board of Directors must then send an invitation to shareholders for the next meeting, specifying the venue, date, time, and meeting agenda not less than 7 (seven) days before the meeting date. The invitation for the meeting must also be advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date. The company may publish on electronic platforms under criteria prescribed by law.

42. The resolution of the Shareholders' Meeting shall be determined by the casting of votes, with each shareholder having 1 (one) vote per 1 (one) share held. However, any shareholder who has a particular interest in a matter that is to be resolved at the Meeting shall not have voting rights on that matter, except for the election of directors. The voting process shall be conducted as follows:

- (1) In normal cases, the resolution shall be based on the majority votes of shareholders attending the Meeting and casting votes. In the event of a tie, the Chairperson of the Meeting shall have one additional casting vote.
- (2) In the following cases, the resolution shall be based on votes equal to not less than three-fourths of the total votes of shareholders attending the Meeting and having voting rights.
  - a) Amendment of Memorandum and Articles of Association
  - b) Sale or transfer of the whole or material part of the Company's businesses to third parties



Enclosure 1

- c) Acquisition or acceptance of business transfer of other companies or private companies, with the intention of bringing them under the ownership or control of the Company.
  - d) Execution, amendment, or termination of agreements related to leasing out all or a significant part of the Company's businesses, assigning third parties to manage the Company's businesses, or merging with third parties for the purpose of sharing profits and losses.
  - e) Issuing of debentures, increase or reduction of capital, merger, and company dissolution
43. The Chairperson of the Board of Directors shall preside over the Shareholders' Meeting. If the Chairperson is absent or unable to perform their duties, a Vice Chairperson shall preside. If no Vice Chairperson is available or if the Chairperson is unable to perform their duties, shareholders attending the Meeting shall elect someone to preside.
44. Businesses that should be conducted in the Annual General Meeting shall be as follows:
- a) Consideration and acknowledgment of the Annual Report of the Board of Directors
  - b) Consideration and approval of balance sheets and profit and loss account
  - c) Consideration and approval of allocation of profits and payment of dividends
  - d) Consideration and election of replacement director and director compensation
  - e) Consideration and appointment of the auditor and determination of the Company's audit fees
  - f) Consideration of other businesses (if any)

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**Profiles of Candidates Nominated for Election as Directors of the Company  
(Document Accompanying Agenda 4)**

**1. Mr.Thiraphong Chansiri**

**Chairperson of the Board of Directors**

**Nationality :** Thai

**Age:** 59 years old

**Education**

- Bachelor of Business Administration (Marketing Major), Assumption University
- Master of Business Administration (Management), University of San Francisco, USA

**Date of Appointment as Director:** 18 March 1999

**No. of year in this position :** 25 years 11 months

**Meeting attendance in 2024:** 8/9 (89%)

**Family Relationship among Directors and Executives:** None

**Shareholdings:** 18,425,073 shares as of December 30, 2024 (Including spouse and minor children)

**Positions in other listed companies:**

- 1990 – Present: Vice Chairperson of the Board of Directors /Member of Executive Committee / Member of Risk Management Committee/ Chairperson of Sustainable Development Committee/ Chief of Executive Officer, Thai Union Group PCL.
- 2000 – Present: Director and Member of Executive Committee, Thai Union Feedmill PCL.
- 2021 – Present: Director and Member of Corporate Governance Nomination Committee, SCG Packaging PCL.

**Positions in other organizations:**

- 1995 – Present: President, Thai Union Graphic Co., Ltd.
- 1996 – Present: President, Thai Union North America (USA)
- 2010 – Present: President, Thai Union Europe (France)
- 1996 – Present: President, Thai Union Seafood Co., Ltd.
- 1989 – Present: Executive Director, Thai Union Manufacturing Co., Ltd.
- 2012 – Present: Executive Director, Pakfood PCL. (Including 4 Companies)
- 2016 – Present: Executive Director, Thai Union Investments North America LLC. (USA)
- 2016 – Present: Executive Director, Pracharat Raksamakkee Samutsakorn (Social Enterprise) Co., Ltd.
- 2017 – Present: Executive Director, Thai Union Asia Investment Holding Co., Ltd. (Hong Kong)
- 2019 – Present: Executive Director, Thai Union Ingredients Co., Ltd.
- 2020 – Present: Executive Director, Food and Beverage United Co., Ltd.
- 2021 – Present: Executive Director, Interpharma-Zeavita Co., Ltd.
- 1984 – Present: Director, Penven (Thailand) Co., Ltd.
- 1988 – Present; Director, Chansiri Real Estate Co., Ltd.
- 1993 – Present: Director, Asian-Pacific Can Co., Ltd.
- 1993 – Present: Director, Lucky Union Foods Co., Ltd.
- 1993 – Present: Director, Waithai Co., Ltd.
- 1997 – Present: Director, Tri-Union Seafoods, LLC. (USA)
- 2000 – Present: Director, Biz Dimension Co., Ltd.
- 2009 – Present: Director, TN Fine Chemicals Co., Ltd.
- 2010 – Present: Director, Tri-Union Frozen Products, Inc. (USA)
- 2012 – Present: Director, Okeanos Food Co., Ltd.
- 2014 – Present: Director, Thai Union High-Tech Pearl Cultivation Co., Ltd.





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**Positions in other organizations (Cont’):**

- 2016 – Present: Director, Red Lobster Master Holdings LP (USA)
- 2017 – Present: Director, Thai Union Property Development Co., Ltd.
- 2017 – Present: Director, Thoon Thanasiri Co., Ltd. (Including 7 Companies)
- 2019 – Present: Director, Thai Union Eaglewood Development Co., Ltd.
- 2021 – Present: Director, Beam Data Co., Ltd.
- 2021 – Present: Director, Thai Union Lifescience Co., Ltd.

**Position in other organizations that have conflicts with the Company:** None

**Training/Seminar Course related to Directorship:**

- Directors Certification Program Organized (DCP 10/2001), Thai Institute of Directors Association
- National Defence Course (NDC), Class 62, National Defence College

## 2. Mr. Tin Shu Chan

**Vice Chairperson of the Board of Directors, Chairperson of the Executive and Sustainable Development Director, Member of the Risk Management Committee**

**Nationality:** Hongkong Resident

**Age:** 51 years

**Education:**

- Bachelor of Mathematics, University of Southern California, USA
- Master of Business Administration, Bangkok University, Thailand

**Date of Appointment as Director:** 1 July 2024

**No. of year in this position:** 8 months

**Meeting attendance in 2024:** 5/5 (100%)

**Meeting attendance for sub-committees in 2024:** Executive Committee 11/11 (100%),  
Risk Management Committee 1/2 (50%)

**Family Relationship among Directors and Executives:** None

**Shareholdings:** 1,934,645 shares as of December 30, 2024 (including spouse and minor children)

**Positions in other listed companies:**

- February 2025 – Present, Director of Thai Union Group PCL.

**Positions in other organizations:**

- 1995 – Present, Director of Thai Union Manufacturing Co., Ltd.
- 2010 – Present, Director of Thai Union Europe (FRANCE)
- 2017 – Present, Director Thai Union Trading Europe B.V. (NETHERLANDS)

**Position in other organizations that have conflicts with the Company:** None

**Training/Seminar Course related to Directorship**

- Director Accreditation Program (DAP 193/2022), Thai Institute of Directors Association



### 3. Mr. Cheng Niruttinanon

**Director**

**Nationality:** Thai

**Age:** 82 years

**Education:**

- The Second Middle School of Shantou, People's Republic of China

**Date of Appointment as Director:** 6 August 2021

**No. of year in this position :** 3 years 6 months

**Meeting attendance in 2024:** 8/9 (89%)

**Family Relationship among Directors and Executives:** Mr. Nakorn Niruttinanon's father

**Shareholdings:** 7,822,618 shares as of December 30, 2024 (including spouse and minor children)

**Positions in other listed companies:**

- 1999 - Present: Chairperson of Executive Committee, Thai Union Group PCL.
- 2000 - Present: Director, Thai Union Feedmill PCL.

**Positions in other organizations:**

- 1987 – Present: Chairperson, Asian-Pacific Can Co., Ltd.
- 1987 – Present: Chairperson, T.C. Union Agrotech Co., Ltd.
- 1990 – Present: Chairperson, Lucky Union Foods Co., Ltd.
- 1973 – Present: Executive Director and Managing Director, Thai Union Manufacturing Co., Ltd.
- 2010 – Present: Executive Director, Oriental Unique Co., Ltd.
- 2011 – Present: Executive Director, Thai Glycerine Co., Ltd.
- 2013 – Present: Executive Director, Phil-Union Frozen Foods, Inc. (Philippines)
- 2019 – Present: Executive Director, Thai Union Ingredients Co., Ltd.
- 1993 – Present: Director, Waithai Co., Ltd.
- 1996 – Present: Director, Thai Union North America (USA)
- 1997 – Present: Director, New Century Printing and Package Co., Ltd.
- 1997 – Present: Director, Tri-Union Seafoods, LLC. (USA)
- 2007 – Present: Director, Yueh Chyang Canned Food Co., Ltd. (Vietnam)
- 2008 – Present: Director, Thaipatana Stainless Steel Co., Ltd.
- 2010 – Present: Director, Thai Union Europe (France)
- 2010 – Present: Director, Tri-Union Frozen Products, Inc. (USA)
- 2001 – Present: Managing Partner, Hunhong Kanchang Registered Ordinary Partnership

**Position in other organizations that have conflicts with the Company:** None

**Training/Seminar Course related to Directorship:**

- Directors Accreditation Program Organized (DAP 187/2021), Thai Institute of Directors Association



#### 4. Mr. Nakorn Niruttinanon

**Member of the Executive and Sustainable and Development Committee, Member of the Risk Management Committee**

**Nationality:** Thai

**Age:** 53 years

**Education:**

- Bachelor of Engineering (Industrial Engineering), Kasetsart University
- Master of Science in Industrial Engineering, University of Missouri Columbia,

**Date of Appointment as Director:** 21 June 2022

**No. of year in this position:** 2 years 10 months

**Meeting attendance in 2024:** 9/9 (100%)

**Meeting attendance for sub-committees in 2024:** Executive Committee 22/23 (95.65%),  
Risk Management Committee 4/4 (100%)

**Family Relationship among Directors and Executives:** Mr. Cheng Niruttinanon's son

**Shareholdings:** 881,589 shares as of December 30, 2024 (including spouse and minor children)

**Positions in other listed companies:**

- 2022 – February 2025: Director, Thai Union Group PCL.

**Positions in other organizations:**

- 2006 – Present: Executive Director, Thai Union Manufacturing Co., Ltd.
- 2008 – Present: Executive Director, Thaipatana Stainless Steel Co., Ltd.
- 2009 – Present: Executive Director, Asian-Pacific Can Co., Ltd.
- 2010 – Present: Executive Director, Factory Storage Service Co., Ltd.
- 2018 – Present: Executive Director, Serenity Capital Co., Ltd.
- 2019 – Present: Executive Director, Thai Union Ingredients Co., Ltd.
- 1993 – Present: Director, Waithai Co., Ltd.
- 2008 – Present: Director, Yueh Chyang Canned Food Co., Ltd. (Vietnam)
- 2011 – Present: Director, Marine Triumph Co., Ltd.
- 2014 - Present; Director, Sandy Bay Seafoods (India) Private.
- 2015 – Present: Director, Nakra Ville Co., Ltd.
- 2016 – Present: Director, The Nakara Co., Ltd.
- 2018 – Present: Director, Beluga Restaurant & Bakery Co., Ltd.
- 2019 – Present: Director, Premium Wood Export Co., Ltd.
- 2022 – Present; Director, Pacific TUM Cold Storage Co., Ltd.

**Position in other organizations that have conflicts with the Company:** None

**Training/Seminar Course related to Directorship:**

- Directors Accreditation Program Organized (DAP 194/2022), Thai Institute of Directors Association
- Risk Management Program for Corporate leader (RCL 37/2024), Thai Institute of Directors Association



**Information for Appointment of the Company's Independent Auditor****(Document Accompanying Agenda 6)****KPMG Phoomchai Audit Company Limited**

**Registered no.** : 0105545103634  
**Type** : Company Limited  
**Registered date** : October 1, 2002  
**Address** : 50th Floor, Empire Tower, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok  
**Tel.** : 02-2677 2000 Fax. 02-2677 2222  
**Business Objective** : Audit services, accounting services, tax consulting services, etc.

\* KPMG Phoomchai Audit Company Limited, the company directors, and the independent auditor have no relationships or conflicts of interest with the Company, its subsidiaries, the executives, the major shareholders, or other related parties. The nominated independent auditors are qualified according to the Notification of the Securities and Exchange Commission and can independently audit and express their opinion on the Company's financial statements.

**Proposed Remuneration for the Company's Independent Auditor**

	<u>2023</u>	<u>2024</u>	<u>2025</u>
The quarterly review of the interim financial statements (3 quarters)	1,077,429	300,000	<b>300,000</b>
Audit fee for the annual financial statements	1,468,787	2,000,000	<b>2,000,000</b>
<b>Total audit fee</b>	<b>2,546,216</b>	<b>2,300,000</b>	<b>2,300,000</b>
% Increase (Decrease)	4%	(10%)	-
<b>Auditing on agreed-upon procedures in relation to BOI promotion certificates (per Certificate)</b>	<b>100,000</b>	<b>100,000</b>	<b>100,000</b>
% Increase (Decrease)	0%	0%	<b>0%</b>

**Remuneration for the Company and its subsidiaries' Independent Auditor****1) Audit fee**

In the fiscal year 2024, the Company and its subsidiaries paid an audit fee to KPMG Phoomchai Audit Company Limited, the auditing firm to which independent auditors are attached, in the amount of THB 3.80 million.

**2) Non-audit fee**

In the fiscal year 2024, the Company paid a non-audit fee to KPMG Phoomchai Audit Company Limited, the auditing firm to which independent auditors are attached, for auditing on agreed-upon procedures in relation to BOI promotion certificates, assuring for special purposes, in the amount of THB 0.33 million.



Enclosure 3

**Independent Auditors' of the Company in the past 10 years**

Year 2013 – 2014	Audited by Mr. Sophon Permsirivallop; CPA (Thailand) No. 3182 from EY Office Limited
Year 2015	Audited by Ms. Rosaporn Decharkom; CPA (Thailand) No. 5659 from EY Office Limited
Year 2016 – 2017	Audited by Mr. Somchai Jinnovart; CPA (Thailand) No. 3271 from PricewaterhouseCoopers ABAS Limited.
Year 2018 – 2023	Audited by Mr. Pongthavee Ratanakoses; CPA (Thailand) No. 7795 from PricewaterhouseCoopers ABAS Limited.
Year 2024	Audited by Ms. Sujitra Masena; CPA (Thailand) No. 8645 from KPMG Phoomchai Audit Company Limited.

The auditors listed above had no relationship or interest with the Company, its subsidiaries, executives, major shareholders, or those related to such persons in any way throughout the said period.

**Auditor's Service for Subsidiaries in 2025**

The auditors from KPMG Phoomchai Audit Company Limited are:

- 1) Ms. Sujitra Masena CPA # 8645 or
- 2) Ms. Sawitree Ongksirimemongkol CPA # 10449 or
- 3) Ms. Chaowanee Chaisanga CPA # 12663 or
- 4) Ms. Sirinuch Surapaitoonkorn CPA # 8413

KPMG Phoomchai Audit Company Limited will be the auditor for overseas subsidiaries in 2025, and the Board of Directors will ensure that the financial statements are prepared in a timely manner.



## Profile of the Company's Auditor

Profile of Auditor Ms. Sujitra Masena	
<b>Name - Surname</b>	Ms. Sujitra Masena CPA Registration No. 8645
<b>Age</b>	46 Years
<b>Education</b>	Bachelor of Accounting, Thammasat University
<b>Professional Experience</b>	<ul style="list-style-type: none"> <li>- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> <li>- Committee of Director, The Accounting Profession Committee, Thailand Federation of Accounting Professions, Thailand (2023-2026)</li> </ul>
<b>Work Experience</b>	<p>Sujitra is an Audit Partner at KPMG Phoomchai Audit Ltd., with over 20 years of experience in auditing, experienced in various fields of business. Both listed in the Stock Exchange of Thailand and non-listed companies and several multinational groups company. In addition, Sujitra also has experience working aboard at KPMG US office for 15 months, so Sujitra has expertise in Thai Financial Reporting Standards (TFRS), International Financial Reporting Standards (IFRS), and US Generally Accepted Accounting Principles (US GAAP). She also has experience in providing advice on preparing financial statements in accordance with international accounting standards for customer groups in many businesses, such as Consumer industry, Retail industry, Agriculture industry, Manufacturing industry and Automotive industry.</p> <p>Sujitra is also interested in using technology to help develop with auditing operations. By working in many types of businesses with a diverse team, Sujitra has a good understanding of the structure of companies in various businesses, especially Consumer and Retail businesses. Including accounting problems related to business groups, especially in Thailand's financial reporting standards.</p>
<b>Number of Shareholding</b>	None (as of 30 December 2024)
<b>Years of service as Company's auditor</b>	Signatory on the company's financial statements since 2024 for a period of 1 year
<b>Information for consideration</b>	
Family relationship with the executives or major shareholders of the Company or Subsidiary companies;	No
Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present;	No
Significant business relationship that may affect the independence of the auditor;	No
Relationship as a director, staff or employee or position held in the Company or subsidiary companies	No

<b>Profile of Auditor Ms. Sawitree Ongksirimemongkol</b>	
<b>Name - Surname</b>	Ms. Sawitree Ongksirimemongkol CPA Registration No. 10449
<b>Age</b>	41 Years
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor of Accounting (International Program), Thammasat University</li> </ul>
<b>Professional Experience</b>	<ul style="list-style-type: none"> <li>- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> <li>- Member and Secretary of Subcommittee on Monitoring of International Financial Reporting Standards, Thailand Federation of Accounting Professions, Thailand (2014-2017)</li> </ul>
<b>Work Experience</b>	<p>Sawitree is an Audit Partner at KPMG Phoomchai Audit Ltd., with over 18 years of experience in audit practice including 2-year secondment program with KPMG Singapore. In addition, Sawitree is the Head of KPMG Intelligent Audit department which drives the implementation and utilization of modern tools and technology to improve the efficiency of audit.</p> <p>Sawitree has provided professional audit services in accordance with Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS) to various entities including the group audit of listed companies, non-listed companies, several multinational companies and subsidiaries of overseas listed companies. Sawitree has audit experience ranges in various industries, for example, Food and Agriculture business, Consumer market, and Industrial market.</p> <p>In addition, Sawitree is instructor and speaker for internal and external trainings and workshop in Financial Reporting Standards and Audit technology.</p>
<b>Number of Shareholding</b>	None (as of 30 December 2024)
<b>Years of service as Company's auditor</b>	Never (never endorsed in this Company yet)
<b>Information for consideration</b>	Yes/No
Family relationship with the executives or major shareholders of the Company or Subsidiary companies;	No
Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present;	No
Significant business relationship that may affect the independence of the auditor;	No
Relationship as a director, staff or employee or position held in the Company or subsidiary companies	No

<b>Profile of Auditor Ms. Sirinuch Surapaitoonkorn</b>	
<b>Name - Surname</b>	Ms. Sirinuch Surapaitoonkorn CPA Registration No. 8413
<b>Age</b>	44 Years
<b>Education</b>	- Master of Business Administration, Chulalongkorn University - Bachelor of Accounting (International Program), Thammasat University
<b>Professional Experience</b>	Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand
<b>Work Experience</b>	Sirinuch is an Audit Partner at KPMG Phoomchai Audit Ltd., with over 20 years of experience and has provided professional audit services to several large groups in accordance with Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS). Most of the customers are both customers registered in Thailand as well as customers with investors from Japan as shareholders in various industries, for example Consumer market, Industrial market, and Food and Beverage businesses. She is currently serving clients both local, Japanese and international companies who adopted IFRS in their financial statements preparation.  In addition, Sirinuch is an instructor and speaker for internal and external trainings and workshop in Financial Reporting Standards and Audit technology.
<b>Number of Shareholding</b>	None (as of 30 December 2024)
<b>Years of service as Company's auditor</b>	Never (never endorsed in this Company yet)
<b>Information for consideration</b>	Yes/No
Family relationship with the executives or major shareholders of the Company or Subsidiary companies;	No
Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present;	No
Significant business relationship that may affect the independence of the auditor;	No
Relationship as a director, staff or employee or position held in the Company or subsidiary companies	No

<b>Profile of Auditor Chaowanee Chaisanga</b>	
<b>Name - Surname</b>	Miss Chaowanee Chaisanga
<b>Age</b>	42 years
<b>Education</b>	- Master of Business Administration, Chulalongkorn University - Bachelor of Accounting, Thammasat University
<b>Professional Experience</b>	Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand



Enclosure 3

Profile of Auditor Chaowanee Chaisanga	
<b>Work Experience</b>	<p>Chaowanee is an Audit Director at KPMG Phoomchai Audit Ltd., with over 18 years of experience in auditing in diversified industries covering multinational and listed companies in Stock Exchange of Thailand. She is also a coordinator for audit services to multinational business operating in Thailand. Moreover, Chaowanee has long experience in supervising audits of Consumer market, Retail, Food and Agriculture businesses.</p> <p>Currently, Chaowanee is responsible for clients with Group entities in accordance with the Financial Reporting Standard for Public Interest Entities and the companies operating in Thailand that applied the Thai Financial Reporting Standards (TFRS), International Financial Reporting Standards (IFRS) and US Generally Accepted Accounting Principles (US GAAP) along with group reporting engagements to report to auditor in oversea countries.</p>
<b>Number of Shareholders</b>	None (as of 30 December 2024)
<b>Years of service as Company's auditor</b>	None (never endorsed in this Company yet)
<u>Information for consideration</u>	
Family relationship with the executives or major shareholders of the Company or Subsidiary companies;	No
Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present;	No
Significant business relationship that may affect the independence of the auditor;	No
Relationship as a director, staff or employee or position held in the Company or subsidiary companies	No

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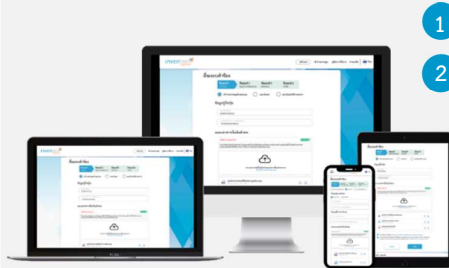
## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://con.inventech.co.th/ITC729119R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting

- 2 Choose type request for request form to 4 steps

Step 1 Fill in the information shown on the registration

Step 2 Fill in the information for verify

Step 3 Verify via OTP

Step 4 Successful transaction, the system will display information again to verify the exactitude of the information

**\*\* Merge user accounts, please using the same email and phone number \*\***

- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 31 March 2025 at 8:30 a.m. until the Meeting is adjourned on April 8, 2025.

3. The electronic conference system will be available on 8 April 2025 at 07:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the Shareholders can submit an e-request following to specified procedures in Inventech Conner User Manual or send the proxy form together with the identification documents of the shareholder to the Company by post to the following address. The proxy form and required documents shall be delivered to the Company by 31 March 2025 at 5.00 p.m.


Company Secretary office


i-Tail Corporation Public Company Limited

979/92-94, 29th Floor, S.M. Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District,

Bangkok Thailand, 10400

### If you have any problems with the software, please contact Inventech Call Center

 02-460-9228

 @inventechconnect

 The system available during 31 March – 8 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

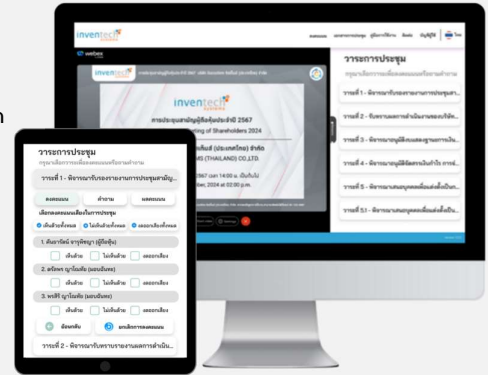


Report a problem

@inventechconnect

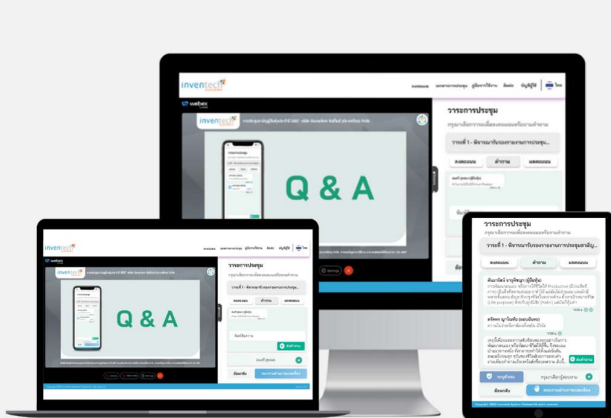
## Step voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via InvenTech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then your can open the microphone and camera

## How to use InvenTech Connect

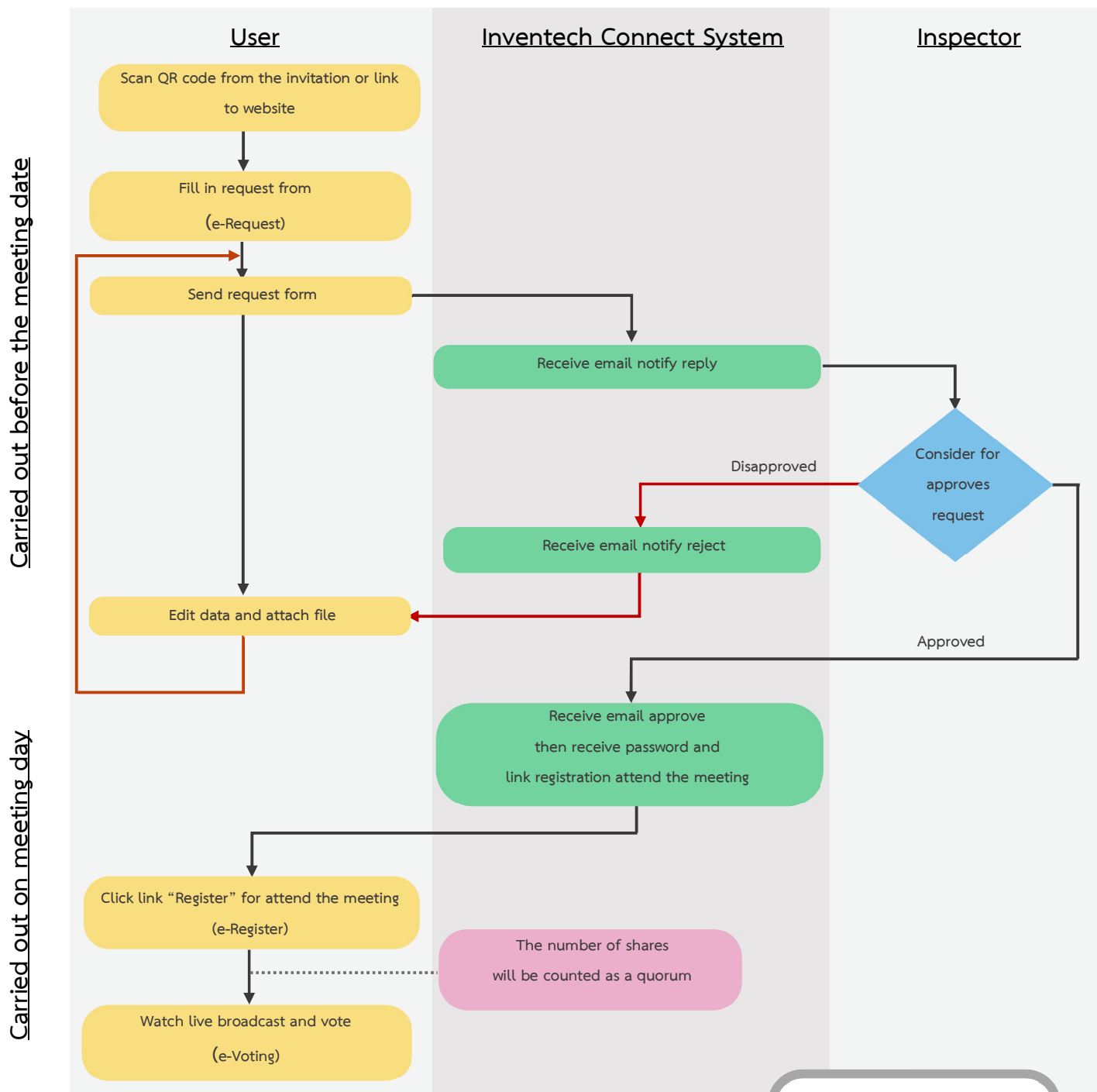


User Manual and Video of using InvenTech

\* Note: The Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High-Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**

## Guidelines for attending of Electronic Meeting



### Condition of use

**In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

**In case Exit the meeting**

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.





## IDENTIFICATION DOCUMENTS TO VERIFY RIGHT TO ATTEND

### THE SHAREHOLDERS' MEETING

#### Documents required to attend the meeting

#### 1. Shareholder as an individual

- 1.1 Shareholder attending the meeting in person is requested to provide a certified true copy of the valid documents of the shareholder issued by governmental authorities, e.g., identification card, government officer identification card, or passport (for foreigners) and **signs to certify as a true copy.**
- 1.2 Proxy attending the meeting
  - a) The completed proxy form, duly signed by both shareholder and the proxy, along with a 20 Baht stamp duty;
  - b) A certified true copy of the valid document of the shareholder issued by governmental authorities e.g., identification card, government officer identification card, or passport (for foreigners) and **signs to certify as a true copy.**
  - c) A certified true copy of the valid document of the proxy issued by governmental authorities e.g., identification card, government officer identification card, or passport (for foreigners) and **signs to certify as a true copy.**
  - d) The completed proxy form together with the required documents must be submitted to the system or by post.

#### 2. Shareholder as a juristic person registered in Thailand

- 2.1 Shareholders attending the meeting
  - a) A certified true copy of the valid document of the authorized signatory of the shareholder issued by governmental authorities e.g., identification card, government officer identification card, or passport (for foreigners) and **signs to certify as a true copy.**
  - b) A copy of the corporate affidavit, issued by the Department of Business Development, Ministry of Commerce not more than 3 months prior to the Meeting date and **certified by the authorized signatory of such juristic person.** Please see the remark for shareholders being juristic persons registered overseas.
- 2.2 Proxy attending the meeting
  - a) The completed proxy form, duly signed by both the proxy and the authorized signatory of the shareholder with the company seal affixed (if any), and 20 Baht stamp duty.
  - b) A copy of the corporate affidavit, issued by the Department of Business Development, Ministry of Commerce not more than 3 months prior to the Meeting date **and certified by the authorized signatory of such juristic person.** Please see the remark for shareholders being juristic persons registered overseas.
  - c) A certified true copy of the valid document of the authorized signatory of such juristic person issued by governmental authorities e.g., identification card, government officer identification card, or passport (for foreigners) and **signs to certify as a true copy.**



Enclosure 5

- d) A certified true copy of the valid document of the proxy holder issued by governmental authorities e.g., identification card, government officer identification card, or passport (for foreigners) and **signs to certify as a true copy.**
- e) The completed proxy form with the required documents must be submitted to the system or by post.

**Remark:** Regarding shareholders registered as juristic persons overseas.

- A copy of the certificate of incorporation issued by the regulatory body of the country where the juristic person is domiciled. The certification of incorporation shall be notarized by a Notary Public no longer than 12 months.
- The document with the original copy written in a language other than English must be submitted together with the English translation. The translation copy must be certified by the juristic person's authorized person.

\*\*\*\*\*

**Profiles of Independent Directors Acting as Shareholder Proxies**

Name	Age	Position	Address	*Any conflict of interest* in the proposed agenda
1. Prof. Emeritus Teerachai Chantarojanasiri	74	Independent Director/ Chairperson of the Audit Committee / Chairperson of Nomination Remuneration and Corporate Governance Committee	979/92-94, 29th Floor, S.M.Tower, Phaholyothin Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok 10400	No conflict of interest in Agenda 1-7
2. Ms. Anchalee Bunsongsikul	54	Independent Director/ Member of the Audit Committee/ Chairperson of the Risk Management Committee / Member of Nomination Remuneration and Corporate Governance Committee		
3. Mrs. Sawita Suwansawat	41	Independent Director/ Member of the Audit Committee/ Member of the Risk Management Committee		
4. Mr. Werapong Goo	39	Independent Director/ Member of the Risk Management Committee		

**Remark:** The details of the Independent Directors' profiles can be found in the Attachment 1 Detail of Directors and Executives section of the 2024 Annual Report (56-1 One report) and the directors' profiles are also disclosed on the Company's website <https://www.i-tail.com/en/leadership>



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Enclosure 7

Proxy Form A

Written At .....

Date.....

(1) I, ....., a ..... nationality, who resides at: House No....., Road ....., Tambon /Sub-district ....., Amphur / District....., Province....., Postal Code .....

(2) Being a shareholder of i-Tail Corporation Public Company Limited holding an aggregate security of ..... shares and eligible for voting to ..... votes as presented below:

Common stock owned .....shares Eligible for voting ..... shares

Preferred stock owned ..... shares Eligible for voting ..... shares

(3) Hereby authorize

( ) Prof. Emeritus Teerachai Chantarajanasiri Age 74 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai ....., Province Bangkok, Postal Code 10400 or

( ) Ms. Anchalee Bunsongsikul Age 54 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Mrs. Sawita Suwansawat Age 41 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Werapong Goo, Ph.D. Age 49 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Name .....age ..... years, who resides at: House No. ...., Road ....., Tambon /Sub-district ....., Amphur / District ....., Province....., Postal Code .....

As only one to be my proxy to attend and vote on my behalf at the 2025 Annual General Meeting of Shareholders on April 8, 2025, at 9:00 a.m. by electronic meeting platform (E-AGM) which will be broadcast from i-Tail Corporation Public Company Limited or such other dates, time and places as may be adjourned.

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

Signature of shareholder.....

Signature of proxy.....

(.....)

(.....)

Signature of proxy.....

Signature of proxy.....

(.....)

(.....)

Remarks: The shareholder is required to authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.



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Proxy Form B

Written At .....

Date.....

(1) I, ....., a ..... nationality, who resides at:  
House No....., Road ....., Tambon / Sub-district .....,  
Amphur / District....., Province....., Postal Code .....

(2) Being a shareholder of i-Tail Corporation Public Company Limited holding an aggregate security of  
.....shares and eligible for voting to ..... votes as presented below:

Common stock owned .....shares Eligible for voting ..... shares

Preferred stock owned ..... shares Eligible for voting ..... shares

(3) Hereby authorize

( ) Prof. Emeritus Teerachai Chantarojanasiri Age 74 years, who resides at: House No. 979/92-94,  
Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal  
Code 10400 or

( ) Ms. Anchalee Bunsongsikul Age 54 years, who resides at: House No. 979/92-94, Road Phaholyothin  
Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Mrs. Sawita Suwansawat Age 41 years, who resides at: House No. 979/92-94, Road Phaholyothin  
Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Werapong Goo, Ph.D. Age 39 years, who resides at: House No. 979/92-94, Road Phaholyothin  
Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Name .....age ..... years, who resides at: House No. ....,  
Road ....., Tambon /Sub-district ....., Amphur / District .....,  
Province....., Postal Code .....

As only one to be my proxy to attend and vote on my behalf at the 2025 Annual General Meeting of  
Shareholders on April 8, 2025, at 9:00 a.m. by electronic meeting platform (E-AGM) which will be broadcast  
from i-Tail Corporation Public Company Limited or such other dates, time and places as may be adjourned.

(4) I authorize my proxy to cast the votes according to my intention set forth below:

Agenda 1 To acknowledge the operating results for the year ended 31 December 2024.

\* This agenda is for acknowledgment. Voting is not required\*

Agenda 2 To consider and approve the financial statements for the fiscal year ending 31 December 2024  
and the independent auditor report.

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain



Enclosure 7

Agenda 3 To consider and approve the allocation of net profit from 2024 operating results

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(b) Authorize the proxy to vote according to my/our intention as follows :

Approve                       Disapprove                       Abstain

Agenda 4 To consider and approve the election of directors to replace those who must retire by rotation

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(b) Authorize the proxy to vote according to my/our intention as follows :

- Election of the whole set of nominated directors

Approve                       Disapprove                       Abstain

- Election of Individual Director

4.1 Name of Director ... **Mr. Thiraphong Chansiri** .....

Approve                       Disapprove                       Abstain

4.2 Name of Director ... **Mr. Tin Shu Chan** .....

Approve                       Disapprove                       Abstain

4.3 Name of Director ... **Mr. Cheng Niruttinanon** .....

Approve                       Disapprove                       Abstain

4.4 Name of Director ... **Mr. Nakorn Niruttinanon** .....

Approve                       Disapprove                       Abstain

Agenda 5 To consider and approve the directors' remuneration for the year 2025 and director bonus from the 2024 operating results

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(b) Authorize the proxy to vote according to my/our intention as follows :

Approve                       Disapprove                       Abstain

Agenda 6 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2025

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(b) Authorize the proxy to vote according to my/our intention as follows :

Approve                       Disapprove                       Abstain

Agenda 7 To consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association of the Company

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(b) Authorize the proxy to vote according to my/our intention as follows :

Approve                       Disapprove                       Abstain



Enclosure 7

Agenda 8 To consider other matters (if any)

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) In the event that I do not express my voting intention for any agenda, or I express unclear voting intention for any agenda, or in the event that the Meeting considers any agenda other than those specified above, including modification or addition of any factual information, the proxy is fully authorized to consider casting vote on my behalf as he/she may deem appropriate.

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I specify in the proxy form, shall be deemed as having been carried out by myself in all respects.

Signature of shareholder .....  
(.....)

Signature of proxy .....  
(.....)

Signature of proxy .....  
(.....)

Signature of proxy .....  
(.....)

Remarks: 1. The Shareholder is required to authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.

2. The agenda regarding the appointment of directors, the meeting may consider appointing the entire board as a whole or any individual director(s).





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**Proxy Form C**  
**(For shareholders who are foreign investors appointing a local custodian in Thailand to keep their shares in custody)**

Written At .....

Date.....

(1) I, ....., a ..... nationality, who resides at:  
House No....., Road ....., Tambon / Sub-district .....,  
Amphur / District....., Province....., Postal Code .....

Being the custodian of .....and being a shareholder of i-Tail Corporation Public Company Limited holding an aggregate security of ..... shares and eligible for voting to ..... votes as presented below:

Common stock owned .....shares      Eligible for voting ..... shares  
Preferred stock owned ..... shares      Eligible for voting ..... shares

(2) Hereby authorize

( ) Prof. Emeritus Teerachai Chantarojanasiri Age 74 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Ms. Anchalee Bunsongsikul Age 54 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Mrs. Sawita Suwansawat Age 41 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Werapong Goo, Ph.D. Age 39 years, who resides at: House No. 979/92-94, Road Phaholyothin Tambon /Sub-district Phayathai, Amphur / District Phayathai, Province Bangkok, Postal Code 10400 or

( ) Name ..... age ..... years, who resides at: House No. ...., Road ....., Tambon /Sub-district ....., Amphur / District ....., Province....., Postal Code .....

As only one to be my proxy to attend and vote on my behalf at the 2025 Annual General Meeting of Shareholders on April 8, 2025, at 9:00 a.m. by electronic meeting platform (E-AGM) which will be broadcast from i-Tail Corporation Public Company Limited or such other dates, time and places as may be adjourned.

(3) I authorize the proxy to attend the Meeting and cast a vote on my behalf at this meeting as follows:

[ ] Authorize the proxy total amount of shares holding and entitle to vote

[ ] Authorize partial shares of

The common stock of ..... shares, with authority to cast vote for ..... votes

Preferred stock of ..... shares, with authority to cast vote for ..... votes

Total voting rights .....votes



(4) The number of votes authorized to my proxy at this Meeting is set forth below:

Agenda 1 To acknowledge operating results for the year ended 31 December 2024.

\* This agenda is for acknowledgment. Voting is not required\*

Agenda 2 To consider and approve the financial statements for the fiscal year ending 31 December 2024 and the independent auditor report.

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain

Agenda 3 To consider and approve the allocation of net profit from 2024 operating results.

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain

Agenda 4 To consider and approve the election of directors to replace those who must retire by rotation.

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

- Election of the whole set of nominated directors

( ) Approve ( ) Disapprove ( ) Abstain

- Election of Individual Director

4.1 Name of Director ... **Mr. Thiraphong Chansiri** .....

( ) Approve ( ) Disapprove ( ) Abstain

4.2 Name of Director ... **Mr. Tin Shu Chan** .....

( ) Approve ( ) Disapprove ( ) Abstain

4.3 Name of Director ... **Mr. Cheng Niruttinanon** .....

( ) Approve ( ) Disapprove ( ) Abstain

4.4 Name of Director ... **Mr. Nakorn Niruttinanon** .....

( ) Approve ( ) Disapprove ( ) Abstain

Agenda 5 To consider and approve the directors' remuneration for the year 2025 and director bonus from the 2024 operating results

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain

Agenda 6 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2025.

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain



Enclosure 7

Agenda 7 To consider and approve the amendment of the Company’s objectives and Clause 3 of the Memorandum of Association of the Company

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain

Agenda 8 To consider other matters (if any)

[ ] (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

[ ] (b) Authorize the proxy to vote according to my/our intention as follows :

( ) Approve ( ) Disapprove ( ) Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) In the event that I do not express my voting intention for any agenda, or I express unclear voting intention for any agenda, or in the event that the Meeting considers any agenda other than those specified above, including modification or addition of any factual information, the proxy is fully authorized to consider casting vote on my behalf as he/she may deem appropriate.

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I specify in the proxy form, shall be deemed as having been carried out by myself in all respects.

Signature of shareholder..... Signature of proxy.....

(.....) (.....)

Signature of proxy..... Signature of proxy.....

(.....) (.....)

Remarks:

- 1. Proxy Form C is only used for shareholders whose names appear in the foreign investor's registration and who appoint a local custodian in Thailand to keep their shares in custody only.
2. Documents and evidence to be enclosed with the proxy form are:
(1) Power of attorney from the shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
(2) Letter of certification to certify that the authorized signatory of the Proxy Form is licensed to operate the custodian business.
3. A shareholder is required to authorize only one proxy to attend and vote at the meeting and cannot split the number of shares into too many proxies for splitting votes.
4. In the agenda regarding the appointment of directors, the meeting may consider appointing the entire board as a whole or any individual director(s).



**The 2024 Annual Report (56-1 One Report)**

To Shareholder,

ITC has already prepared the 2024 Annual Report (56-1 One Report), which contains information in QR Code in compliance with the Securities and Exchange Commission regulations.





## Privacy Notice

### 2024 Annual General Meeting of Shareholders (“AGM”)

As the data controller under the Personal Data Protection Act, B.E. 2562, i-Tail Corporation Public Company Limited (the Company) has already announced its Personal Data Protection Policy which includes a description of personal data processing for shareholders. For this AGM, the Company would like to provide a brief overview of its Personal Data Protection Policy to shareholders and their proxies.

**1. Personal Data:** The Company needs to collect the following personal information for the purpose of arranging attendance at the AGM: general personal data such as name, age, address, telephone number, identity card number, bank account details, email address, fax number, shareholder registration number, as well as motion pictures, sound, or both sound and motion pictures from video recordings or from information technology systems or from broadcasting through electronic media or by any other means provided by the Company, including electronic traffic information.

**2. Objectives, Legal Basis, and Data Processing:** The Company will process all personal data in accordance with the following objectives and legal basis:

#### 2.1 Legal basis

- The Company will collect and use your data specified in items 1 above for the purpose of calling, arranging and conducting the AGM, including identity verification, sending any related documents, and carrying out any action pursuant to the AGM resolutions and/or to comply with the related laws or orders issued by the relevant authorities under the Public Limited Companies Act, B.E. 2535 (1992) and Notification of the Ministry of Digital Economy and Society, regarding Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020).

#### 2.2 Legitimate interest

- The Company collects and uses the information of the shareholders according to item 1 to prepare the minutes of the AGM meeting and as evidence of the shareholders' attendance, as well as for any other purposes related to the legitimate interests of the Company and other persons, without exceeding the extent that shareholders can reasonably expect.

**3. Sources of Personal Data:** The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd., which is the Company's Registrar,

**4. Personal Data Storage:** The Company expects to keep your personal data for a period of 10 years from the date of the AGM. After these periods elapse, the Company will either destroy or anonymize your data.

**5. Disclosure of Personal Data Transfer:** The Company may disclose or transfer your personal data to related persons or entities, such as service providers or contractors involved in meeting arrangements, information technology, storage or website maintenance, auditors, legal advisors, and government agencies or officials authorized by law. The Company will only disclose or transfer your personal data to service providers or contractors to the extent necessary for providing the service and will take steps to ensure that they do not use your information for other purposes.

**6. Rights of Data Owners:** As the data owner, you have the right to receive a copy of your personal data, correct any mistakes in it, have it erased, and withhold consent for it to be used for any purpose other than the AGM as stated above. To exercise any of these rights, please contact the Company via email at [itail\\_compliance@thaiunion.com](mailto:itail_compliance@thaiunion.com) or by post to the Company Secretary Department at the address specified in the invitation letter for this AGM. The Company will review your request and respond to you as soon as reasonably possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint with the Office of the Personal Data Protection Commission.