



Invitation Letter to General Meeting of Shareholders for the year 2021.

On Wednesday 28th April 2021
at 2:00 p.m. (BKK time)



At the Gallery room on the 1st floor
of Kingsmen C.M.T.I. Public Company Limited,
located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani.

The Company's COVID-19 Control Procedures during the EGM Meeting.

The Company recommends the Shareholders to kindly appoint the Company's Independent Directors to be your proxy to attend the meeting and vote on your behalf instead of attending the meeting in persons.

In order to take care of safety and health of the meeting attendants, the Company shall strictly implement the disease control procedures according to the recommendations of Department of Disease Control regarding risk mitigation and safety of the Shareholders amidst COVID-19 outbreak.

The Company shall strictly implement the control procedures as follows:-

1. The Company shall checkup the risky symptoms as follows.
 - The Company shall set up the screening point to check all attendants' body temperature. The attendants, who has a body temperature of 37.5 degree Celsius or higher, shall not be allowed to board the meeting venue and to attend the meeting.
 - The Company shall screen the illness symptoms and respiratory disease symptoms such as coughing, sneezing, running nose, sore throat. The attendant who shows the said symptoms, shall be denied to attend the meeting.
2. The Company shall screen other important information of the attendants before boarding the meeting room as follows.
 - The Shareholders, who has returned from high-risk countries less than 14 days before the meeting date, the Company shall highly request for your kind cooperation to avoid the meeting attendance.
 - In case of any Shareholder's family member, who stay in the same residence as the Shareholder, has a body temperature of 37.5 degree Celsius or higher and/or appear illness symptoms and respiratory disease symptoms such as coughing, sneezing, running nose, sore throat, the Company shall highly request for your kind cooperation to avoid the meeting attendance.
 - All Shareholders shall be requested to report the information accurately and completely.
3. After passing the screening point as mentioned in no.1 and no. 2 please kindly proceed as follows.
 - Attach the sticker mark on your dress in the clear visible area throughout the meeting time.
 - Must wear face mask at all time until the meeting adjourned.
 - The Company shall provide alcohol gel in several points of the meeting venue. The Shareholders shall be requested to wash your hand by hand sanitizer or clean by alcohol gel before entering the meeting room.
 - The Shareholders shall be requested to avoid touching your face, eyes, nose, and lips.
4. The Company shall reduce the traffic and density of persons in high traffic areas such as more space distancing of meeting registration queue, more space distancing of seating, no snack shall be served during the meeting time but the snack set box shall be provided after the meeting adjourned.
5. The Company shall clean the frequent touching area/point such as door knob, banister, toilet, and etc.

6. The Company's staffs shall regularly observe the symptoms of the attendants. In case of risky or abnormal, the staffs shall provide the appropriate recommendations.

Your kind cooperation shall be very much appreciated for the best interests of all the meeting attendants.

Re: Invitation to Annual General Meeting of Shareholders for the Year 2021.

Attention: Shareholders of Kingsmen C.M.T.I. Public Company Limited.

Enclosure:

1. QR Code for 2020 Annual Report or download via www.kingsmen-cmti.com
2. Profiles of the persons nominated to be director for those retiring by rotation.
3. Profiles of the Independent Directors proposed as proxy for shareholders
4. Definition of the Company's Independent Director.
5. Company's Articles of Association relating to the Shareholders' Meeting.
6. Proxy Form A, Form B and Form C.
7. Evidence required to show the right to attend the meeting, Proxy, registration and voting.
8. Location Map.
9. Annual Report request form.

The Board of Directors of Kingsmen C.M.T.I. Public Company Limited (the Company) No.1/2021 held on February 25, 2021 resolved to convene the Annual General Meeting of Shareholders for the year 2021 on Wednesday, April 28, 2021, at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, No. 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka District, Pathum Thani 12150, to consider the agendas as follows:

Agenda No.1: To acknowledge the operating performance of the year 2020.

Facts and reasons:

The Company has prepared the report of the year 2020 ended December 31, 2020 performance to the Board of Directors and the Board of Directors have considered that it was correct and sufficient. There will be a report on the financial results of the company for the year 2020 ended December 31, 2020 as presented in the Annual Report that sent to shareholders together with the notice of this meeting in Enclosure 1.

Board's Opinion:

Agreed to report the operating results of the Company for the year 2020 at the Annual General Meeting of Shareholders for acknowledgment.

Votes for passing resolutions: acknowledge agenda, there was no vote.

Agenda No.2: To consider and approve the Company's financial statements for the year ended December 31, 2020.

Facts and reasons:

Board of Directors has prepared a financial statement for the fiscal year ended December 31, 2020 and certified by the auditor to propose to the shareholders' meeting for consideration and approval in the annual general meeting under Section 112 of the Public Limited Companies Act B.E.2535 as shown in annual report, Enclosure 1.

Board's Opinion:

It deemed appropriate to propose to the shareholders' meeting to consider approving the company's financial statements for the fiscal year ended on December 31, 2020, which have been audited by the auditor and reviewed by the Audit Committee.

Votes for passing resolutions: this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda No.3: To consider and approve omitted dividend payment.

Facts and reasons:

According to the Public Limited Companies Act B.E. 2535, Section 115 stipulates that the company will pay dividends from profits only and Section 116 requires the company to allocate a portion of the annual net profit as reserve not less than 5 percent of the annual net profit. Until the reserve is not less than 10 percent of the registered capital.

The company's policy is to pay dividends at no less than 30% of the net profit of the separate financial statements after deducting corporate income tax and various reserves, in accordance with the Company's Articles of Association.

However, such dividend payments are subject to change depending on necessity and other suitability as the Board of Directors deems appropriate.

The Company's operating results for the fiscal year ended December 31, 2020, the Company's revenue amount of THB. 602,735,625 from the separate financial statements and there is net loss in the amount of THB 130,554,155 from the separate statements. Therefore, it is appropriate to refrain from paying dividends for the year 2020 performance.

Details of the dividend payment	2019	2020	2021
1. Net profit for the year according to the specific financial statements	73,979,973	(144,255,694)	(130,554,155)
2. Number of shares at the year end.	239,999,562	239,999,562	239,999,562
3. Annual dividend per share	0.10	-	-
3.1 Annual dividend (baht / share)	23,999,956.20	-	-
4. Total amount of dividends paid. (%)	32.44	-	-

Board of Directors' Opinion:

The Board of Directors deems it appropriate to propose to the shareholders' meeting consider and approve the omission of dividend payment for the 2020 operating results as proposed.

Votes for passing resolutions: This agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda No.4: To consider and approve the re-appointment of directors retired by rotation.

Facts and reasons:

According to the Company's Articles of Association, Clause 17 stipulates in the Annual General Meeting of Shareholders One- third of the directors shall vacate their positions at the rate or the closest number to one-third. In this case, the director who has been in office for the longest time will retire first. Directors who retired from office, may be re-elected as a director for another term. There are 2 directors retiring at this AGM, as follows;

- | | |
|---------------------------|-----------------------|
| 1. Mr. Chayawat Pisessith | Chairman of the Board |
| 2. Mr. Sanguan Srinakarin | Director |

The company provides opportunities for shareholders to propose agenda and nominate a qualified persons to be elected as directors. However, no shareholders nominate any person to be elected as the Company's director.

Board of the Nomination, Compensation and Corporate Governance' Opinion:

Nomination and Remuneration Committee having considered in accordance with the recruiting criteria and methods which appear in the 2020 Annual Report (Enclosure 1) based on qualifications according to the Public Limited Company Law B.E.2535 and the announcement of the Securities and Exchange Commission and relevant announcements of the Stock Exchange of Thailand.

The 2 directors who retired by rotation are a person who has qualifications and director's skill and experience and able to express their opinions freely during the past period.

Both directors does not have any prohibited and does not operate any business or hold shares in any business in competition with the company's operations.

The Nomination and Compensation Committee deems it appropriate to propose the 2 directors to be re-elected to serve as directors of the company for another term. The profiles of the 2 directors appear in Enclosure 2.

Board of Directors' Opinion:

It deemed appropriate to propose to the Annual General Meeting of Shareholders of the year 2021 to elect the 2 directors who retired by rotation to serve as directors of the company for another term. The definition of independent director and profiles of the 2 directors are in Enclosure 2 and 4, respectively.

Votes for passing resolutions: this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda No. 5: To consider and approve the director's remuneration for the year 2021.

Facts and reasons:

According to the Public Limited Companies Act B.E. 2535 (including amendments), Section 90 and Article 22 of the Company's Articles of Association, Company Directors are entitled to receive compensation in the form of awards, director fees, bonuses or other types of compensation.

The shareholders' meeting will consider and pass a resolution with no less than two-thirds of the total number of votes of the shareholders present at the meeting.

Board of the Nomination, Compensation and Corporate Governance' Opinion:

Nominating Committee meeting No. 1/2021 on February 23, 2021, the remuneration of directors and sub-committees was carefully considered taking into account the various suitability, including comparable to organizations in the same industry and similar business sizes, performance and responsibilities of the Board of Directors and committees Including the overall business situation and proposed to the Board of Directors in the meeting No. 1/2021 held on February 23, 2021.

Board of Directors' Opinion:

Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the remuneration of the company's directors and sub-committees for the year 2021 according to the proposal of the Nominating Committee as follows:

▪ **Monthly compensation.**

-None

▪ **Director fees paid one time per meeting (Unit: Baht)**

Board of Director & Audit Committee			
Position	2020	2021	Change from 2020
Chairman of the Board	30,000	30,000	- Remains the same -
Directors	20,000	20,000	- Remains the same -

Note: The Executive Director of the company waive meeting allowances.

Nomination, Compensation, and Corporate Governance Committee and Risk Management Committee			
Position	2020	2021	Change from 2020
Chairman of the Board	20,000	20,000	- Remains the same -
Directors	10,000	10,000	- Remains the same -

Note: The Executive Director of the Company waive meeting allowances.

▪ **Directors' bonus**

The Company will consider paying the annual directors' bonus depending on overall performance. Total not more than 3 million baht per year (Executive director does not receive such bonus.)

- **Other benefits**

-None-

Votes for passing resolutions: this agenda shall be passed by votes of no less than two-thirds of the total votes of the shareholders attending the Meeting and being entitled to vote.

Agenda No.6: To consider and approve the appointment of the auditor and remuneration for the year 2021.

Facts and reasons:

In order to comply with the Public Limited Companies Act, the annual general meeting of shareholders is obligated to appoint the auditor and fix the audit fee every year. Having consider qualifications and audit fee by The Audit Committee and it deemed appropriate to appoint.

Auditor's Name	Certified Public Accountant (Thailand) No.	Auditor Company	Number of years That audits for the company
1. Mr. Pradit Rodloytuk	218	AST Master Company Limited	5
2. Ms. Nongram Laohaareedilok	4334		4
3. Ms. Pornthip Lertthanongsak	7633		1
4. Ms. Chamaporn Rodloytuk	9211		1
5. Ms. Sunantha Kamsook	8207		0

Being the Company's auditor for the year 2021 and fixing the audit fee of THB 1,120,000, which is the same rate as the previous year and without any other service fees.

Not being the persons who have relationship and/or conflict of interest with the company/ Subsidiary / Management / Major Shareholders or related to such person of the said persons

* The auditor of company's subsidiary not affiliated with the same but the director will ensure that the financial statements can be prepared in time *

Board of Directors' Opinion:

The Board of Directors agrees with the proposal of the Audit Committee and propose to the Annual General Meeting of Shareholders for the year 2021 to appoint the auditor as proposed and fix the audit fee of the company, totaling THB 1,120,000.

Votes for passing resolutions: this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda No.7: To consider and approve the transfer of share premium to clear the accumulated loss of the company.

Facts and reasons:

In order to clear the retained deficit in the separate financial statements of the Company, refer to the provisions under Section 119, the Public Company Act BE 2535 (and the amendment) (the Public Company Act), the Company can compensate for the retained deficit with reserves, in accordance with the provision stipulating that compensation shall be deducted from other reserves first, then deduct the legal reserve, and the share premium reserve, respectively. As shown in the separate financial statements of the year ended December 31, 2020.

The company has the retained deficit of THB 220,735,925.00, refer to the Extraordinary General meeting of Shareholders No. 1/2021 on February 17, 2021, the previous resolution approved the transfer of legal reserve amount of THB 12,000,000 and the share premium of THB 165,145,062, totaling 177,145,062 baht to clear the accumulated loss, resulting in the company has the remaining accumulated loss as of December 31, 2020 in the amount of THB 43,590,863.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate to propose in the Annual General Meeting of Shareholders 2021 to consider and approve the transfer of share premium in the amount of THB 43,590,863 to compensate the accumulated loss of the company according to the audited separate financial statements as of December 31, 2020.

After such transfer of share premium to compensate the accumulated loss as aforementioned, the company shall have accumulated loss remaining in the amount of THB 0.00. However, this capital reduction will not affect any change in the shareholders' equity since it is merely the offset in accounting transactions as per the following details;

Components of Shareholders' Equity	As of 30 September 2020 (separate financial statements)	
	Prior to the Compensation of the Accumulated Loss (Baht Million)	After the Compensation of the Accumulated Loss (Baht Million)
Issued and fully paid-up share capital	119,999,781.00	119,999,781.00
Share premium	277,491,764.00	112,346,702.00
Discount on share	-	-
Appropriated legal reserve	12,000,000.00	-
Accumulated loss	(177,145,062.00)	-
Surplus from capital reduction	-	-
Other components of shareholders' equity	-	-
Total shareholders' equity	232,346,483.00	232,346,483.00

Components of Shareholders' Equity	As of 31 December 2020 (separate financial statements)		
	Prior to the Compensation of the Accumulated Loss (Baht Million)	Net Profit	After the Compensation of the Accumulated Loss (Baht Million)
Issued and fully paid-up share capital	119,999,781.00		119,999,781.00
Share premium	277,491,764.00		68,755,839.00
Discount on share	-		-
Appropriated legal reserve	12,000,000.00		-
Accumulated loss	(220,735,925.00)	(43,590,863.00)	-
Surplus from capital reduction	-		-
Other components of shareholders' equity	-		-
Total shareholders' equity	188,755,620.00		188,755,620.00

Votes for passing resolutions: this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda No.8: Other matters (if any).

We would like to invite the shareholders to attend the meeting on the date, time and place mentioned above. If any shareholder wishes to appoint the person to attend and vote in this meeting. Please prepare the proxy form as specified and bring to the registration officer prior to attending the meeting. The Company will facilitate in affixing the stamp duty at registration point.

Best regards,



(Mr. Chayawat Pisessith)
Chairman of the Board

Information of persons nominated for election as directors in place of those retiring by rotation**Profiles of Directors Nominated for Election as Directors**

Name-Surname	Mr. Chayawat Pisessith
Position	Chairman of the Board
Date of appointment as a director First time	6 January 2015
Age	70 years
Number and percentage of shareholding in the company	62,009,235 shares
Family relationship Between the executives	Poonsook Pisessith's husband
Education Qualifications	Bachelor of Science in Medical Science Chulalongkorn University
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD)	Director Accreditation Program (DAP) Class 97/2012 Audit Committee Program (ACP) Class 41/2012
Significant work history in listed companies	1989 - Present Founder and Chairman of the Board, Kingsmen C.M.T.I. Plc. 2002 - Present Independent Director / Audit Committee / Member of the Good Corporate Governance Committee / Member of the Nomination and Remuneration Committee Chularat Hospital Plc.
non-listed companies	2014 - Present President, Contract Bridge League of Thailand 2018 - Present Registrar, Thai Environmental and Community Development Association
Holding a position in other businesses that may Causing a conflict of interest	-
Meeting attendance in 2020 Criteria / Recruitment Method	Attendance of the Board of Directors' Meetings 6/6 times Considered suitability by the Nomination, Compensation and Corporate Governance Committee.



Profiles of Directors Nominated for Election as Directors

Name-Surname Mr. Sanguan Srinakarin

Position Director

Date of appointment as a director First time Year 2002

Age 68 years

Number and percentage of shareholding in the company - shares

Family relationship Between the executives -

Education Qualifications Bachelor's Degree (Business Administration),
California State University
Economics And agricultural administration
Relevant training Organized by the Institute for Promotion Thai Company Director (IOD) Director Accreditation Program (DAP) Class 114/2015

Significant work history in listed companies 2002 - Present Director, Kingsmen C.M.T.I. Plc.

non-listed companies 2015 - Present Director, C&S Bangkok (2015) Company Limited
2015 - Present Director, C&S Pattaya 2015 Company Limited
2015 - Present Executive Director, The Hideaway Company Limited
1988 - Present Director of Polymer Engineering and Trading Company Limited
1985 - Present Partnership Manager Fuyee Thai Electricity Authority 2014


Holding a position in other businesses that may Causing a conflict of interest -without-

Meeting attendance in 2020 Criteria / Recruitment Method Attendance of the Board of Directors' Meetings 6/6 times
Considered suitability by the Nomination, Compensation and Corporate Governance Committee.



Information of Independent Directors for Appointment of Proxy for Shareholders

Name-Surname	Pol.Gen.Wichean Potephosri	
Position	Independent Director Chairman of the Audit Committee	
Age	69 years	
Number and percentage of shareholdings in the company	506,181 shares	
Family relationship with the executives.	-	
Education Qualifications	Master of Arts (Economic Law), Chulalongkorn University Master of Business Administration Kasetsart University Master of Public Administration National Institute of Development Administration. Bachelor of Public Administration (Police), Royal Cadet Academy, Police.	
Relevant training Organized by Thai Institute of Director Association (IODX)	Director Accreditation Program (DAP) Class 31/2015 Director Certification Program (DCP) Class 46/2004 Advance Audit Committee Program (AACP) Class 2/2004 Role of the Chairman Program (RCP) Class 33/2014 Financial Statements for Directors (FSD) Class 23/2014	
Significant work history in listed companies	2015 - Present Independent Director / Chairman of the Audit Committee Kingsmen C.M.T.I. Plc. 2014 - Present Independent Director / Audit Committee Vanachai Group Plc. 2014 - Present Independent Director / Chairman of the Audit Committee Asian Insulators Plc. 2014 - Present Chairman of Advisor, CP Land Plc. 2014 - Present Chairman of the Board, Pacific Pipe Plc.	
Non-listed companies	2015 - Present Chairman of the Aircraft Accident Investigation committee of Thailand, Ministry of Transport 2016 - Present Chairman of the Ethics Committee of the Office of the Permanent Secretary, Ministry of Transport. 2012 - 2013 Permanent Secretary, Ministry of Transport. 2011 - 2012 Secretary General, National Security Council 2010 - 2011 Commissioner of the Royal Thai Police	
Holding a position in other businesses which may cause a conflict of interest	-None-	
Meeting attendance in 2020	Attendance of the Board of Directors' Meetings 6/6 times Attendance of Audit Committee meetings 5/5 times	

Name-Surname	Arjarn Teerataht Poshyanonda	
Position	Independent Director Audit Committee Nomination, Remuneration, Corporate Governance Committee	
Age	58 years	
Number and percentage of shareholding in the company	- shares	
Family relationship with the executives	-	
Education Qualifications	Master of Business Administration (Marketing), Oklahoma City University, USA Bachelor of Commerce and Accountancy Chulalongkorn University	
Relevant training Organized by Thai Institute of Director Association (IOD)	Director Accreditation Program (DAP) Class 31/2015.	
Significant work history in listed companies	2015 – Present Independent Director / Audit Committee / Chairman of Risk Committee / Nomination Compensation and corporate governance Committee, Kingsmen C.M.T.I. 2020 - Present Chairman of the Board, Venture Incorporation Plc. 2018 - Present Chairman of the Audit Committee / Independent Director Venture Incorporation Plc. 2014 - Present Chairman of Advisor, CP Land Plc. 2014 - Present Chairman of the Board, Pacific Pipe Plc. 2020 - Present Chairman of the Audit Committee / Independent Director and Member of the Nomination and Remuneration Committee Chairman of the Audit Committee / Independent Director, Nusasiri Plc.	
Non-listed companies	2007 - Present Accounting and Finance Director Trepax Innovation Co., Ltd. 1990 - 2007 Director / Executive Director of Accounting and Finance Reppack Construction Co., Ltd. 2000 - Present, Lecturer at Assumption University	
Holding a position in other businesses which may cause a conflict of interest	-None-	
Meeting attendance in 2020	Attendance of the Board of Directors' Meetings 6/6 times Attendance of Audit Committee meetings 5/5 times	

Name-Surname	Assoc.Prof.Dr.Theeraporn Verathaworn	
Position	Independent Director Audit Committee Chairman of Nomination, Remuneration, Corporate Governance Committee	
Age	68 years	
Number and percentage of shareholding in the company	1,000,000 shares	
Family relationship with the executives	-	
Education Qualifications	PhD in Statistics The University of Michigan, USA Master's Degree in Statistics Michigan State University, USA Bachelor of Science in Mathematics Second Class Honors, Chulalongkorn University	
Relevant training Organized by Thai Institute of Director Association (IOD)	Director Accreditation Program (DAP) Class 114/2015	
Significant work history in listed companies	2015-Present Independent Director / Audit Committee / Risk Committee / Chairman of Nomination Compensation and corporate governance Committee, Kingsmen C.M.T.I. 2009 - Present Independent Director / Audit Committee, Muang Thai Life Assurance PCL.	
Non-listed companies	2014 - Present Retired Chief of Staff Chulalongkorn University 2011 - Present Advisor to the Board of Education, Triam Udom Suksa School. 2016 - Present Audit Committee, Burapha University	
Holding a position in other businesses which may cause a conflict of interest	-None-	
Meeting attendance in 2020	Attendance of the Board of Directors' Meetings 6/6 times Attendance of Audit Committee meetings 5/5 times	

Definition of Independent Committee.

1. Hold less than 1% of the total ordinary shares of the company, subsidiaries, major shareholder joint venture or authorized director of the company. The count must be inclusive of shares belong to the independent director's associates.
2. Never or used to be executive director, employee, consultant with fixed salary or the companies, corporations, subsidiary's, joint venture's, same level subsidiary's authorized person, majority shareholders or the company's authorized person, except being exempt from the above characteristic for at least 2 years prior to submitting the permit to the Securities and Exchange Commission Office. The above prohibited characters exclude the independent director who is a government employee or consultant who is majority shareholders or authorized director of the company.
3. Don't have a relationship directly or legally married to executives, majority shareholders, authorized person or person who has been nominated an executive position or subsidiary, including not being parents, siblings, children, and being in-law of such person as stated above.
4. Never or used to have business relationship with the company, corporation, subsidiary, majority shareholders, joint venture, majority shareholders or company's authorized person of which obstructed independent judgment, including not being or used to be significant shareholders or an authorized person having business relationship with corporation, subsidiary, joint venture, majority shareholders or the company's authorized person, except being exempt from the above characteristics at least two years before submitting application to Securities and Exchange Commission Office.
5. Never or used to be the company's, corporation's, joint venture's, major shareholders' auditor or the authorized person of the company and not a significant shareholder, authorized person or partner of the auditing firm that the company, corporation, subsidiary, joint venture, major shareholder auditor or authorized person of the company belong, except for being exempt from the above characteristic for at least 2 years before submitting application to Securities and Exchange Commission Office.
6. Never or used to be a professional service provider whose business includes legal or financial consultation, who receives more than 2 million baht per annual service fee from the company, corporation, subsidiary, joint venture, major shareholders or authorized person of the company and not a significant shareholders, authorized person or partner of the professional service provider, except for being exempt from the above characteristic for at least 2 years before submitting application to Securities and Exchange Commission Office.
7. Not an appointed committee by the representative of the company's director, major shareholders or shareholders who associate with majority shareholders of the company.
8. Not operate the same business and a significant competitive business with the company or subsidiary or not a significant partner in partnership or an executive director of such business, employees who earn fixed salary or hold more than 1% of the overall ordinary share of another company which operates the same business and be a significant competitor with the company or subsidiary.
9. No other characteristics preventing the independent opinion on the company's operation.

Articles of Association
Kingsmen C.M.T.I. Public Company Limited.
Related to the Shareholders' meeting.

Section 5
Board of Directors

- Article 15. For carrying out its business operations, the company shall have the board of directors comprising at least five (5) directors. Not less than one-half of the total number of directors and must have residence in the Kingdom of Thailand.
- A director may or may not be a shareholder of the company.
- Article 16. The shareholders meeting shall elect directors in accordance with the following rules and procedures:
- (1) A shareholder shall have one (1) vote per one (1) share;
 - (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as director, but may not divide his/her votes to any of such persons;
 - (3) The persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors required at such meeting. In case several persons receive equal votes, causing the number of directors to exceed the required number, the chairman of the meeting shall have a casting vote.
- Article 17. At every annual general meeting, one-third (1/3) of directors at that time shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office.
- The directors retiring from office may be re-elected.
- The directors to retire from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the directors having held office longest shall retire.
- Article 18. Apart from retirement by rotation, the directors shall vacate office upon:
- (1) Death;
 - (2) Resignation;
 - (3) Lack of qualifications, or possession of prohibited characteristics as specified by the laws governing public limited companies and the laws governing securities and exchange;
 - (4) Removal by a resolution of the shareholders meeting under Article 20;
 - (5) Removal by a court order.
- Article 19. Any director who wishes to resign from the company shall submit a resignation letter to the company. The resignation letter will be by effective from the date of the resignation letter.

A director who resigns under the first paragraph may also notify the Registrar of his resignation.

- Article 20. The shareholders meeting may pass a resolution removing any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote, and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote.
- Article 21. In the event that the position of the director is vacant for any reason other than the expiration of the term. The committee shall select the qualified persons who does not have prohibited characteristics under the public limited companies act and the securities and exchange act to be a replacement director at the next board meeting, unless
- The remaining term of that director shall be less than two (2) months, and the person who is replaced by the said director may hold office for only the remaining term of the director whom he or she replaces.
- The resolution of the committee under the first paragraph must be made by a vote of not less than three-fourths (3/4) of the remaining number of directors.
- Article 22. The directors shall be entitled to receive remuneration from the company in the form of reward, meeting allowance, as considered and approved by the shareholders meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the company's regulations.
- Article 23. The committee shall elect one member to be the chairman of the board.
- In the event that the Board deems it appropriate The Board may elect one or more directors to be the Vice Chairman. The Vice Chairman has duties in accordance with the regulations of the affairs assigned by the Chairman.
- Article 24. At the board meeting, the director must be present of not less than half (1/2) of the number of directors in order to form a quorum and the chairman of the board shall act as the chairman of the board meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties, if there is a vice chairman. The Vice Chairman of the Board shall chair the meeting and the decision of the committee meeting shall be made by a majority of votes. One of the judges has one (1) vote. Voting, unless the director who has interests in any matter has no right to vote on that matter. If the votes are equal the chairman of the meeting shall have an additional vote (1) as a casting vote.
- Article 25. In calling a meeting of the board of directors The Chairman or the person who has been assigned shall send the notice calling for the meeting. To directors no less than seven (7) days before the meeting date. Except in the urgent case need to protect the rights and interests of the company, the chairman will notify the meeting by other methods and set a meeting date earlier.
- Article 26. In operating of the company, the directors must perform their duties in accordance with the laws, objectives and regulations of the company. As well as resolutions of the

shareholders' meeting with honesty and carefully to protect the interests of the company.

- Article 27. It is prohibited for the directors to operate the same nature of the company's business and competing with the main business of the company or being a partner with unlimited liability in a limited partnership or be a director of a limited company or any other public company limited that operating the same nature of business. Whether for one's own benefit or benefit others, unless he has informed the shareholders' meeting before a resolution is passed to appoint such director.
- Article 28. Directors must notify the company without delay. In the event that a director has interests, either directly or indirectly. In any contract makes by the company or in the event that the number of shares or debentures of the company or affiliates or affiliates held by the director is increased or decreased.
- Article 29. The board of directors must meet at least once per three (3) months in the province where the company's headquarters is located or nearby provinces or at any other place by setting the date, time and place in accordance with the chairman of the board.
- Article 30. The authorized directors are (2) directors who sign together and the company's seal. The meeting of the board of directors shall have the power to determine and amend the names of the authorized directors to bind the company.

Section 6

Meeting of Shareholders

- Article 31. The board of directors shall arrange for an annual general meeting of shareholders within four (4) months from the last day of the accounting year of the company.

Shareholders meetings other than mentioned in the first paragraph shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders at any time it deems appropriate.

Shareholders holding an aggregate number of shares not less than one-fifth (1/5) of the total shares sold, or not less than 25 shareholders holding an aggregate number of shares not less than one tenth (1/10) of the total shares sold, may at any time jointly sign and submit a written request to the board of directors for the convening of an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this case, the board of directors shall arrange for the shareholders meeting within one (1) month from the date of receiving the request from the shareholders.

- Article 32. In calling shareholders meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The shareholders meeting may be held in the province in which the head office of the company is located or in any other place as specified by the board of directors.

- Article 33. At a shareholders meeting, at least twenty-five (25) shareholders and proxies, or not less than one-half of the total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.
- At any shareholders meeting, in case where one (1) hour has passed since the time which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.
- Article 34. The chairman of the board shall preside over the shareholders meeting. In case the chairman of the board is absent or unable to perform his/her duties, the vice chairman shall act as the presiding chairman. If there is no vice chairman, or the vice chairman is absent or unable to perform his/her duties, the meeting shall elect a shareholder present at the meeting as the presiding chairman.
- Article 35. In vote casting at the shareholders meeting, each share shall be counted as one vote. Any shareholder having particular interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders meeting shall require:
- (1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) A vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:
- (a) Sale or transfer of the entire or partial material business of the company to another person;
 - (b) Mergers and Acquisitions of other private company or public company limited;
 - (c) Making, amending or terminating the lease of all or significant parts of the company's business. Assigning any other person to manage the company's business or merging with other parties for the purpose of sharing profits and losses.
 - (d) Amendment to the Memorandum of Association or Articles of Association;
 - (e) Increase or decrease of the registered capital of the company;
 - (f) Dissolution of the company;
 - (g) Issuance of debentures of the company;
 - (h) Merger of business with other company;

Article 36. Businesses to be duly transacted at the Annual General Meeting are as follows:

- (1) To acknowledge the report of the board of directors on the company's business operations during the previous year.
- (2) To consider and approve the financial statement and the profit and loss statement.
- (3) To approve the appropriation of profits and dividend payment.
- (4) To elect directors in place of those retired by rotation.
- (5) To consider the remuneration of directors.
- (6) To appoint auditors and to fix audit fee; and
- (7) To consider other businesses.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form A

เขียนที่

Written at

วันที่..... เดือน พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ

I / we nationality

อยู่บ้านเลขที่..... ถนน ตำบล / แขวง.....

Reside at Road Sub-district

อำเภอ / เขต จังหวัด รหัสไปรษณีย์

District Province Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท คิงส์เมน ซี.เอ็ม.ที.ไอ.จำกัด (มหาชน)

I am/are a shareholder of Kingsmen C.M.T.I. Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้นและออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 Holding altogether shares with the right to vote for Votes as follow:

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Common stock.....Shares with the right to vote for.....votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. อายุ ปี อยู่บ้านเลขที่.....

Age years, reside at

ถนน ตำบล / แขวง อำเภอ/เขต

Road Sub-district District

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal code or

2. อายุ ปี อยู่บ้านเลขที่.....
 Age years, reside at
 ถนน ตำบล / แขวง อำเภอ/เขต
 Road Sub-district District
 จังหวัด รหัสไปรษณีย์ หรือ
 Province Postal code or

3. อายุ ปี อยู่บ้านเลขที่.....
 Age years, reside at
 ถนน ตำบล / แขวง อำเภอ/เขต
 Road Sub-district District
 จังหวัด รหัสไปรษณีย์
 Province Postal code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
 ประจำปี 2564 ในวันพุธที่ 28 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกา
 เลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the General Meeting of
 Shareholders for the year 2021, on Wednesday 28th April 2021 at 2:00 p.m. (BKK time), at the Gallery room on
 the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
 Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ / signed ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ / signed ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ / signed ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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

โปรดติดอากรแสตมป์ 20 บาท /Please affix Baht 20 Duty Stamp.

หนังสือมอบฉันทะแบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดยัดเจนตายตัว)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

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

I/We nationality reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-district District

จังหวัด.....รหัสไปรษณีย์.....

Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท คิงส์เมน ซี.เอ็ม.ที.ไอ. จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....

Am/ are a shareholder of Kingsmen C.M.T.I Public Company Limited, holding altogether

หุ้นและออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

shares with the right to vote for votes as follow:

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

Common stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. อายุ ปี อยู่บ้านเลขที่.....

Age years, reside at

ถนน ตำบล / แขวง อำเภอ / เขต

Road Sub-district District

จังหวัด รหัสไปรษณีย์

Province Postal code หรือ/Or

2. พลตำรวจเอกวิเชียร พจน์โพธิ์ศรี อายุ 69 ปี, อยู่บ้านเลขที่ 88/128 หมู่ 3
 Pol.Gen.Wichean Potephosri age 69 years, reside at 88/128 Moo.3
 ตำบล/แขวง ศรีสาครใหญ่ อำเภอ/เขต บางเสาธง จังหวัด สมุทรปราการ
 Sub-district SrisaJorakaeyai District Bangsaothong Province Samutprakan
 รหัสไปรษณีย์ 10540 หรือ
 Postal code 10540 Or
3. รศ.ดร.ธีระพร วีระถาวร อายุ 68 ปี, อยู่บ้านเลขที่ 383
 Assoc.Prof.Dr.Theeraporn Verathaworn age 68 years, reside at 383
 ถนน ลาดพร้าว ซอย 101 ตำบล/แขวง คลองเจ้าคุณสิงห์ อำเภอ/เขต วังทองหลาง
 Road Ladprao 101 Sub-district Chaokhunsingha District Wangthonglang
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10310 หรือ
 Province Bangkok Postal code 10310 Or
4. อาจารย์ธีรธัช โปษยานนท์ อายุ 58 ปี อยู่บ้านเลขที่ 200
 Arjarn Teerataht Poshyanonda age 58 years, reside at 200
 ถนน ท่าดินแดง 10 ตำบล/แขวง คลองสาน อำเภอ/เขต คลองสาน
 Road Thadindang 10 Sub-district Klongsan District Klongsan
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10600
 Province Bangkok Postal code 10600

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น ประจำปี 2564 ในวันพุธที่ 28 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกา เลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the General Meeting of Shareholders for the year 2021, on Wednesday 28th April 2021 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 In this meeting, I/we grant my /our proxy to consider on my/our behalf as follows.

วาระที่ 1 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2563

To acknowledge the operating performance of the year 2020.

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปี 2563 สิ้นสุดวันที่ 31 ธันวาคม 2563

To consider and approve the Company's financial statements for the year ended 31 December 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

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

วาระที่ 3 พิจารณานุมัติงดจ่ายปันผล

To consider and approve omitted dividend payment.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

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

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

To consider and approve the re-appointment of directors retired by rotation.

1. นายชยวัฒน์ พิเศษสิทธิ์

Mr. Chayawat Pisessith

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

2. นายสงวน ศรีนาครินทร์

Mr. Sanguan Srinakarin

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

วาระที่ 5 พิจารณานุมัติจ่ายค่าตอบแทนกรรมการประจำปี 2564

To consider and approve the director's remuneration for the year 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

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

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2564

To consider and approve the appointment of the auditor and remuneration for the year 2021

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติโอนส่วนเกินมูลค่าหุ้น เพื่อล้างขาดทุนสะสมของบริษัทฯ

To consider and approve the transfer of share premium to clear the accumulated loss of the company.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (หากมี)

Other matters (if any).

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case of the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intention as specified herein, shall be deemed to be the action performed by myself/ourselves.

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

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

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

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

หมายเหตุ:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

Note:

1. The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not spilt the number of his or her shares between many proxies in order to spilt his or her votes.
2. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

ในการประชุมผู้ถือหุ้นประจำปี 2564 ในวันพุธที่ 28 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนน
ลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
For the General Meeting of Shareholders for the year 2021, on Wednesday 28th April 2021 at 2:00 p.m. (BKK time), at
the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab
Klong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani or such other date, time and place
as the Meeting may be held.

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it
deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapproved

Abstain

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems
appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ ไม่เห็นด้วย

☐ ไม่เห็นด้วย

☐ ไม่เห็นด้วย

Disapproved

Disapproved

Disapproved

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems
appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ไม่เห็นด้วย

Disapproved

☐ไม่เห็นด้วย

Disapproved

☐งดออกเสียง

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ไม่เห็นด้วย

Disapproved

☐ไม่เห็นด้วย

Disapproved

☐ไม่เห็นด้วย

Disapproved

หนังสือมอบฉันทะแบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For the shareholders who are specified in the register as a foreign investors and have appointed a custodian in Thailand to be a share depository and keeper)

Proxy Form C

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.

Date Month Year

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

I/We

nationality

reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road

Sub-district

District

จังหวัด.....รหัสไปรษณีย์.....

Province

Postal code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (custodian) ให้กับ

As the Custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ จำกัด (มหาชน) (“บริษัทฯ”)

Who is a shareholder of Kingsmen C.M.T.I Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total number of shares with the right to vote for votes as follow:

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

Common stock

shares with the right to vote for

votes

(2) ขอมอบฉันทะให้

Hereby appoint (please choose one of following)

1. อายุ ปี อยู่บ้านเลขที่.....
Age years, reside at
ถนน ตำบล / แขวง อำเภอ / เขต
Road Sub-district District
จังหวัด รหัสไปรษณีย์
Province Postal code

หรือ /Or

2. อายุ ปี อยู่บ้านเลขที่.....
Age years, reside at
ถนน ตำบล / แขวง อำเภอ / เขต
Road Sub-district District
จังหวัด รหัสไปรษณีย์
Province Postal code

คนหนึ่งคนใดเพียงคนเดียว / Anyone of these persons



2. มอบฉันทะให้กรรมการอิสระของบริษัท Appoint Independent Directors of Company

- พลตำรวจเอกวิเชียร พจน์โพธิ์ศรี / Pol.Gen.WicheanPotephosri
- อาจารย์ธีรวัช โพษยานนท์ / Teerataht Posyanonda

(รายละเอียดประวัติกรรมการที่เป็นผู้รับมอบฉันทะปรากฏตามเอกสารแนบ ในหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563 หน้า 153-155)

(Profiles of above directors are specified in the Notice of the 2020 Annual General Meeting of Shareholders page 153-155)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นประจำปี 2564 ในวันพุธที่ 28 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกา เลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the General Meeting of Shareholders for the year 2021, on Wednesday 28th April 2021 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani

(3) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we grant my /our proxy to consider on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

☐ มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

☐ หุ้นสามัญหุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and have the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง

Total rights to vote equal to

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we grant my /our proxy to consider on my/our behalf as follows:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

วาระที่ 1 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2563

To acknowledge the operating performance of the year 2020.

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปี 2563 สิ้นสุดวันที่ 31 ธันวาคม 2563

To consider and approve the Company's financial statements for the year ended 31 December 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติงดจ่ายปันผล

To consider and approve omitted dividend payment.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

To consider and approve the re-appointment of directors retired by rotation.

1. นายชยวัฒน์ พิเศษสิทธิ์

Mr. Chayawat Pisessith

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

2. นายสงวน ศรีนครินทร์

Mr. Sanguan Srinakarin

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติจ่ายค่าตอบแทนกรรมการประจำปี 2564

To consider and approve the director's remuneration for the year 2021.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2564

To consider and approve the appointment of the auditor and remuneration for the year 2021

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติโอนส่วนเกินมูลค่าหุ้น เพื่อล้างขาดทุนสะสมของบริษัทฯ

To consider and approve the transfer of share premium to clear the accumulated loss of the company.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (หากมี)

Other matters (if any).

- (7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case of the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intention as specified herein, shall be deemed to be the action performed by myself/ourselves.

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

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

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

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

หมายเหตุ:

1. หนังสือมอบฉันทะแบบ ค นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งคัสโตเดียน (custodia) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ
 - 2.1 หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - 2.2 หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

Note:

1. The proxy form C is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. The documents needed to be attached to this proxy form C are
 - 2.1 Power of attorney from the shareholder empowering the custodian to sign this proxy form C on his/her behalf.
 - 2.2 Document confirming that the person who signed this Proxy Form C is permitted to operate the custodian business.
3. The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not spilt the number of his or her shares between many proxies in order to spilt his or her votes.
4. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this proxy Form C provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท คิงส์แมน ซี.เอ็ม.ที.ไอ จำกัด (มหาชน)

A proxy is granted by a shareholder of Kingsmen C.M.T.I Public Company Limited.

ในการประชุมผู้ถือหุ้นประจำปี 2564 ในวันพุธที่ 28 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
For the General Meeting of Shareholders for the year 2021, on Wednesday 28th April 2021 at 2:00 p.m. (BKK time), at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani or such other date, time and place as the Meeting may be held.

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapproved

☐ งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ ไม่เห็นด้วย

Disapproved

☐ ไม่เห็นด้วย

Disapproved

☐ ไม่เห็นด้วย

Disapproved

☐ วาระที่..... เรื่อง

Agenda Item No. Re.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ ไม่เห็นด้วย

Disapproved

☐ ไม่เห็นด้วย

Disapproved

☐ งดออกเสียง

- ☐ วาระที่..... เรื่อง

Agenda Item No. Re.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ ไม่เห็นด้วย

Disapproved

☐ ไม่เห็นด้วย

Disapproved

☐ ไม่เห็นด้วย

Disapproved

Documents required to show the right to attend the meeting.

Proxy, registration and voting methods.

Documents required prior to attending the meeting.

Natural person,

1. Self- Attending.

Show documents issued by government such as an ID card, government official ID card, driver's license or passport including the evidence of name change or last name's change (if any).

2. Proxy.
 - 2.1 Proxy form as attached in Notice (Form A or B), which completely filled in and signed by the shareholder and proxy.
 - 2.2 A certified copy of ID card, government official ID card, driver's license or passport of the shareholder.
 - 2.3 A certified copy of ID card, government official ID card, driver's license or passport of the proxy.

Juristic person.

1. Self-Attending by representative of shareholder (authorized director)
 - 1.1 Show documents issued by government, as specified in item 1.
 - 1.2 A copy of the shareholder's affidavit, certified true copy by the shareholder representative (authorized director) showing that the shareholder representative has authority to act on behalf of the juristic person shareholder.
2. Granting proxy to the proxies to attend the meeting.
 - 2.1 The Proxy Forms as attached in Notice (Form A or Form B) which completely filled in and signed by the juristic person shareholder and affixed company seal (if any).
 - 2.2 A copy of the shareholder's affidavit, certified true copy by the shareholder representative and affixed company seal (if any showing that the shareholder representative has authority to act on behalf of the juristic person shareholder.
 - 2.3 Documents issued by the government of the proxy, as specified in item 1.
3. For Foreign Investor Appointing the Custodian in Thailand.
 - 3.1 Documents as juristic person as specified in Item 1 or Item 2.
 - 3.2 Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf. The supporting document require are :
 - 1) Power of Attorney by foreign investor shareholders authorizing the Custodian to sign the proxy form on his/ her behalf.
 - 2) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business. In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the

shareholder (in case of natural person) or the authorized representative(s) of shareholder (in case of juristic person).

Proxy

The Company has attached three types of proxy forms: Form A, Form B, and Form C that specified by the Department of Business Development, The Ministry of Commerce as follows.

Form A a general and simple Form.

Form B a form with fixed and specific details authorizing proxy.

Form C for the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

In the event that a shareholder is unable to attend the shareholders' meeting in person, he/she may appoint a proxy by proceeding as follows:

1. Use only one type of the proxy forms, as follows

The shareholder shall use only one Proxy Form as provided by the Company only.

- 1.1 The general shareholders shall use either Proxy Form A or Form B as provided by the company only.
- 1.2 Foreign Investor appointing the Custodian in Thailand to be a share depository and keeper shall use any one of the proxy form. (Form A, Form B, or Form C.)
2. The shareholder may either appoint any one person, or any one independent director of the company in the proposed list as proxy to act as per the objectives of the shareholder by indicating the name and details of the person the shareholder intends to appoint as proxy to attend the meeting.
3. Affix a 20 baht stamp duty and cross out the date of such proxy. The company has prepared stamp duty at the registration point.
4. Return the completed proxy form with supporting documents to the company as below details;

**Kingsmen C.M.T.I. Public Company Limited.
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district,
Lam Luk Ka District,
Pathum Thani 12150, Thailand
Attention: company secretary**

By Friday April 23, 2021 or hand to the meeting at least one hour before the meeting is declared open. So the company officers can verify the documents.

However, only one of them is eligible to attend and vote at the meeting on behalf of the shareholder, and allocation of shares to several proxies to vote at the meeting is not allowed.

Registration for Meeting Attendance

The Company will allow the shareholders to register for meeting attendance at least one hour before the meeting is declared open or from 13.00 hrs. onward at the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka , District, Pathum Thani as shown in the map attached.

Voting in shareholders' meetings

Voting procedure

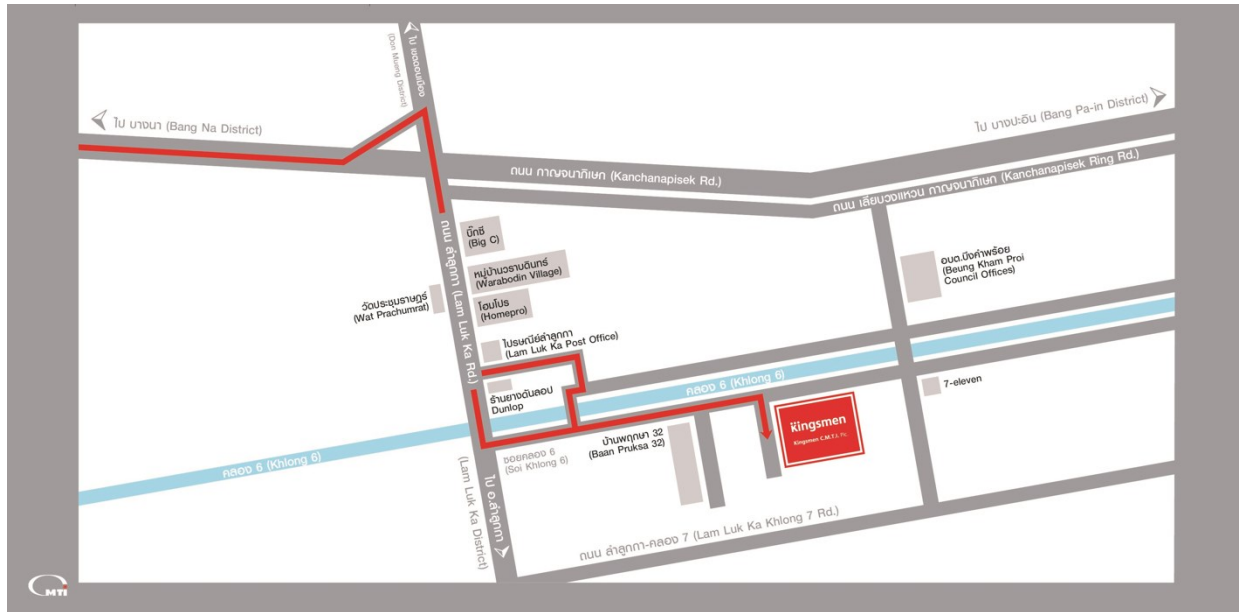
1. The Chairman of the meeting shall ask the shareholders or proxies to vote on each agenda item one by one.
2. The shareholders who wish to vote against or abstaining on any agenda by marking in the box in the ballot form and have to raise their hands to enable the officers to collect the execution the ballots and counting votes by barcode system.
3. The shareholders who agree by not marking in the box in the ballot form will be counted as announced by the Chairman of the meeting. All ballots shall be collected from those who attend the meeting at the end of the meeting.

Vote Counting Rules

1. To count one share as one vote. The majority votes of the shareholders who attend the meeting and have the right to vote. In case of tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Only votes cast by those voting against of abstaining on any agenda would be counted. The number of these votes would be deducted from the total number of votes cast by shareholders present at the meeting.
3. In case of shareholder wishes to leave the meeting room by voting in advance. Please contact the company staff. Unless wishing to be deemed to vote for approval.
4. Vote result shall be announced the meeting after completion of vote counting on each agenda item which counted from the total number of shareholders present the meeting.

Location Map.

At the Gallery room on the 1st floor of the Company's headquarters building, located at 9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Proi Sub-district, Lam Luk Ka , District, Pathum Thani.
12150 Tel. 02-052-8008



Dear shareholders,

The Company has prepared the Annual Report for the year 2020 which contains information according to the regulations of the Securities and Exchange Commission in the form of QR Code and has delivered to the shareholders together with this invitation letter.

If you shareholders wish to receive the annual report 2020 published in hard copy format. Please inform the details through the channels specified below to the company. To deliver to you according to your next request as well

My name is surname.....
Residing at home numberRoad..... Sub-district
District..... Province Postal code
Contact phone number Email

Shareholders can send details of requesting documents to the company at:

Tel. 02 052 8008 ext. 335 or e-mail: companysecretary@kingsmen-cmti.com

Or contact to request / or Send it back to the company at

**Kingsmen C.M.T.I. Public Company Limited.
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district,
Lam Luk Ka District,
Pathum Thani 12150, Thailand
Attention: company secretary**



Kingsmen C.M.T.I. Plc.



Kingsmen C.M.T.I. Public Company Limited
9/19 Moo 7, Lam Luk Ka Leab Khlong 6 Road,
Bueng Kham Proi Sub-district, Lam Luk Ka, District, Pathum Thani.
Tel: 02-052-8008
Website: <http://www.kingsmen-cmti.com/>
Facebook: <https://www.facebook.com/kingsmencmtiplc>