



Invitation Letter to Extraordinary General Meeting of Shareholders No.1 for the year 2021.

On Wednesday 17th February 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 the Extraordinary General Meeting of Shareholders No. 1 for the year 2021 .

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

Enclosure:

1. Capital Increase Report Form (Form F53-4).
2. Summary of information (K-W1) in QR Code format.
3. The Company's Articles of Association relating to the shareholders' meeting.
4. Proxy Form A, Form B and Form C.
5. Evidence required to show the right to attend the meeting, Proxy, registration and voting.
6. Location Map.

The Board of Directors of Kingsmen C.M.T.I. Public Company Limited (the Company) in its meeting No. 6/2020 on December 17, 2020 resolved to convene the the Extraordinary General Meeting of Shareholders no.1/2021 to be held on Wednesday, February 17, 2021, at 2:00 p.m. (BKK time), at the Gallery room on the 1stfloor 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, to consider the following agenda items:

Agenda No.1: The issues to be raised by the Chairman.

Agenda No.2: To consider and approve the decrease of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the company.

Facts and reasons:

To be in accordance with the provisions of the Public Limited Company Act B.E. 2535 (1992) (including any amendments thereto) which specified that a company may increase its registered capital when all shares have been sold and fully paid-up or in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants. The Company is, therefore, required to decrease its registered capital before the Company is able to proceed with the increasing of its registered capital as subsequently mentioned in agenda 3.

In this regard, the Company is required to decrease its registered capital by Baht 211 from the existing registered capital of Baht 119,999,992 to Baht 119,999,781 by canceling its 422 unsold ordinary share at a par value of THB 0.50 per share prior to the decreasing of its registered capital.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate for the Extraordinary General Meeting of Shareholders No. 1/2021 consider and approve the decrease of the registered capital of the company which have not been sold by THB 211 from the existing registered capital of THB 119,999,992 to THB 119,999,781 and approve the amendment to Article 4 (Registered Capital) of the company's memorandum of association to be in line with the decrease of the registered capital of the company.

"No 4, Registered Capital	119,999,781 Baht	(One hundred nineteen million Baht)
Divided into	239,999,562 Shares	(Two hundred thirty- nine million shares)
Par value per	0.50 Baht	(Fifty stang)
Divided by:		
Common Stocks	239,999,562 Shares	(Two hundred thirty-nine million shares)
Preferred Stocks	-	Shares (-)

In This regard, the Board of Directors authorized any person appointed and delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to undertake any relevant and necessary acts in orders to complete the registration of the Memorandum of Association.

Remark:

The resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes of the shareholders attending the Meeting and being entitled to vote.

Agenda No.3: To consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

Facts and reasons:

The Company plans to use the proceeds derived from the capital increase to be used as working capital for various incoming projects in the year 2021. the Company, therefore, intends to increase the registered capital of the company from the existing registered capital of THB 119,999,781 to THB 239,999,562 by issuing 239,999,562 newly-issued ordinary shares at the par value of THB 0.50 per share, in order to (1) accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), together with (2) Reserve for exercise rights in accordance to warrant to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) to the existing shareholders of the company who subscribe and paid up newly-issued ordinary shares as proportionate to their respective shareholdings (Rights Offering) at value of THB 0.00. In this regard, the details of the allocation of the newly-issued ordinary shares will be further present in Agenda 4 and detailed as specified in capital increase form (F53-4) in the Enclosure No.1.

Board of Directors' Opinion:

The Board of Directors has considered and deemed that the increase of the registered capital of the Company is appropriate, reasonable and most beneficial to the Company and the shareholders. The Company has plan to be used as working capital for various incoming projects in the year 2021. In this respect, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 consider and approve the increase the registered capital of the company from the existing registered capital of THB 119,999,781 to THB 239,999,562 by issuing 239,999,562 newly-issued ordinary shares at the par value of THB 0.50 per share, in order to (1) accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), together with (2) Reserve for exercise

rights in accordance to warrant to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) to the existing shareholders of the company who subscribe and paid up newly-issued ordinary shares as proportionate to their respective shareholdings (Rights Offering) at value of THB 0.00 and approve the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase in the registered capital of the company.

"No 4, Registered Capital	239,999,562 Baht	(Two hundred thirty- nine million Baht)
Divided into	479,999,124 Shares	(Four hundred seventy-nine million shares)
Par value per	0.50 Baht	(Fifty Stang)
Divided by:		
Common Stocks	479,999,124 Shares	(Four hundred seventy-nine million shares)
Preferred Stock	-	Shares (-)

In This regard, the Board of Directors authorized any person appointed and delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to undertake any relevant and necessary acts in orders to complete the registration of the Memorandum of Association.

Remark:

The resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes of the shareholders attending the Meeting and being entitled to vote.

Agenda No.4: To consider and approve the allocation of the newly-issued ordinary shares in order to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. (Rights Offering)

Facts and reasons:

To be consistence with increased registered capital as mentioned in agenda 3 and being practice following by law. The Company's management shall propose to Board of Directors consider and approve the allocation of not exceeding 239,999,562 newly-issued ordinary shares at the par value of THB 0.50 per share.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate for the Extraordinary General Meeting of Shareholders No. 1/2021 consider and approve the allocation of the newly issued ordinary shares of not more than 239,999,562 shares at the par value of 0.50 baht per share and the details of the allocation of new shares are as follows ;

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the newly issued ordinary shares for not more than 119,999,781 shares with a par value of 0.50 baht per share to be offered to the existing shareholders of the company proportional to the number of shares held by each individual (Rights Offering) in the ratio of 2 existing ordinary shares to 1 newly issued ordinary share, the offering price is 0.50 baht per share and any fractions of shares shall be discarded.

2. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of not more than 119,999,781 newly issued ordinary shares to accommodate the exercise of the Warrants No.1 of Kingsmen C.M.T.I. Public Company Limited (K -W1) to the existing shareholders of the company subscription and payment of the newly issued ordinary shares in proportion to their shareholding (Rights Offering) without charge of the offering value (Offering price per unit equal to THB.0.00) with the allocation ratio of 1 newly issued ordinary share per 1 unit of warrant. The warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) and will be valid for 1 year and 6 months from the date of issuance and offering. The exercise price is THB.1.00 per share.

The shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (Oversubscription), whereby oversubscribed shares will be allocated to the existing shareholders who oversubscribe for the shares only if there are shares remaining from the allocation to the existing shareholders who completely subscribe for the shares in accordance with their rights.

In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) on this occasion, in the case that there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings, the company will allocate such remaining newly-issued ordinary shares to the existing shareholders wishing to oversubscribe for the shares proportionate to the existing shareholding at the same offering price as the shares allocated in accordance with the rights, as well as to the existing shareholders who are related parties of the company, wishing to oversubscribe for the shares proportionate to the shareholdings. The details are specified as follows;

(a) In case the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is higher than or equivalent to the number of shares oversubscribed for by the existing shareholders proportionate to their shareholding, the company will allocate such remaining shares to all oversubscribing shareholders who make payment of the total subscription price in accordance with the number of shares for which they wish to oversubscribe.

(b) In case the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is lower than the number of shares oversubscribed for by the existing shareholders proportionate to their shareholding, the company will allocate such remaining shares to all oversubscribing shareholders in accordance with the following stipulations;

(1) The company will allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining shares, resulting in the number of shares which each oversubscribing shareholder will be entitled to be allocated. Any fraction of shares will be discarded and the number of shares allocated will not exceed the number of shares for which each shareholder subscribes and makes payment of the subscription price;

(2) In case that there are shares remaining from the allocation under item (b)(1), the company will allocate such remaining shares to each oversubscribing shareholder who has not been completely allocated shares in accordance with the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding percentage of each oversubscribing shareholder

by the number of remaining shares, resulting in the number of shares which each oversubscribing shareholder will be entitled to be allocated. Any fraction of shares shall be discarded and the number of shares allocated will not exceed the number of shares for which each shareholder subscribes and makes payment of the subscription price. The Company will allocate the shares to the oversubscribing shareholders in accordance with the procedures under this item until there are no shares remaining from the allocation.

In this regard, the allocation of shares to the existing shareholders who oversubscribe for the shares will in no case cause any shareholder (including any person of such shareholder under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto)) to hold shares in the following manners;

(a) Holding of shares in a number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto) (the "Tor Chor. 1212554 Notification") (with the exception of the case that such shareholder is exempted from making a tender offer for all securities of the business as specified in the Tor Chor. 12/2554 Notification); or

(b) Holding of shares in violation of the limitations on foreign shareholding specified in the Company's articles of association.

However, if there are newly-issued ordinary shares remaining from the allocation to the existing shareholders of the company proportionate to their respective shareholdings (Rights Offering) and the allocation to the oversubscribing shareholders (Oversubscription), the company will decrease its registered capital by cancelling the newly-issued ordinary shares remaining from the offering for sale and amendment to the Memorandum of Association of the Company Clause 4 to be in accordance with such increase of registered capital.

In addition, the Board of Directors resolved to approve that the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) is scheduled for February 25, 2021.

In allocating the company's newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Board of Directors and/or the Managing Director and/or any person appointed and delegated by the Board of Directors and/or Managing Director is authorized to undertake any relevant or necessary acts as appropriate in order to complete the issuance and allocation of the newly-issued ordinary shares of the Company proportionate to their respective shareholdings (Rights Offering). The authorization includes, without limitation, the following acts;

(a) to determine the details relating to the allocation of the newly-issued ordinary shares to offer them for sale to the existing shareholders proportionate to their respective shareholding (Rights Offering) in order to be in line with the laws and regulations relating to the issuance and offering for sale of securities under the Thai law. In this regard, the company reserves the right not to offer for sale the newly-issued ordinary shares to any existing shareholders if such offering for sale of the newly-issued ordinary shares will cause the Company to be in breach of the foreign laws or regulations;

(b) to determine or amend the methods for the allocation of the newly-issued ordinary shares, e.g., whether the newly-issued ordinary shares will be allocated all at once or over a number of occasions,

the offering period, the offering proportion, the offering price, the payment method for the share price, or other details relating to the allocation and offering for sale of the shares, i.e. the change of the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares;

(c) to sign application forms for permission or granting of waiver, notices, and documentation relating to the allocation of the newly-issued ordinary shares, to liaise with and to submit documentation to an officer or a representative of any relevant authority, to list the company's newly-issued ordinary shares on the Stock Exchange of Thailand, and to undertake any acts necessary and relating to the allocation of the newly-issued ordinary shares in all respects in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings under the relevant laws;

(d) to register the change of the paid-up capital with the Department of Business Development, Ministry of Commerce, and to be authorized to undertake any necessary acts in line with the order of the registrar in order to complete the registration of the change of the paid-up capital;

(Please refer to the additional details in the Capital Increase Report Form (F53-4) in the Enclosure 1.)

Remark:

The resolution on 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 issuance and Offering of Warrants to Subscribe for Newly-Issued Ordinary Shares of the Company to the existing shareholders of the company who subscribe and paid up newly-issued ordinary shares as proportionate to their respective shareholdings.

Facts and reasons:

To be consistent with increased registered capital of the Company as mentioned in agenda 3 and 4 and for the purpose of upgrade and modify a machinery and working capital of the Company. The Company has necessary to issuance and offering of warrant to subscribe for Newly Issued Ordinary Shares of the Company (K-W1) to existing shareholders who subscribe and paid up newly issued ordinary shares as proportionate to their respective shareholdings.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate for the Extraordinary General Meeting of Shareholders No. 1/2021 consider and approve the issuance and offering of warrants to purchase the company's newly- issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W1) in the amount of not more than 119,999,781 units without value (Offering price per unit equal to THB.0.00), which is the number of ordinary shares allocated to support the exercise of warrants, not more than 119,999,781 shares at the rate of 1 newly issued ordinary share that have subscribed and paid for the newly issued ordinary shares. The company issued and offered to the existing shareholders in accordance with the percentage of shareholding that each shareholder holds (Right Offering) per 1 unit of warrant of Kingsmen C.M.T.I. Public Company Limited No.1 (K- W1) and if there are fractions of the warrants (K-W1) arising from the calculation, such fractions shall be discarded. The exercise ratio of the warrants of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) 1 unit of warrant (K-W1) per 1

ordinary share, the warrant of Kingsmen C.M.T.I. Public Company Limited (K-W1) will be valid for 1 year and 6 months from the issuance and offering date. The right to convert to ordinary shares is every 3 months and the exercise price is 1 baht per share, please consider the details in the summary of the issuance and offering of warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited to the existing shareholders of the company who subscribe and pay for the newly issued ordinary shares issued and offered to the existing shareholders in accordance with the percentage of their shareholding that each shareholder holds (Right Offering) (K-W1) Enclosure 2.

In this regard, the issue of warrants to subscribe for newly issued ordinary shares Kingsmen C.M.T.I. Public Company Limited (K-W1) appoint the Board of Directors and/or the Managing Director and/or any person appointed and delegated by the Board of Directors and/or the Managing Director is authorized to undertake any relevant or necessary acts as appropriate.

Remark:

The resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda No.6: To consider and approve the transfer of legal reserve and 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 by referring 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 appropriated legal reserve, and the share premium reserve, respectively, as shown in the separate financial statements of the Company ended September 30, 2020. The Company has the retained deficit of THB.177, 145,062.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate for the Extraordinary General Meeting of Shareholders No. 1/2021 consider and approve the transfer of appropriated legal reserve in the amount of THB. 12,000,000 and share premium in the amount of THB. 165,145,062 accounting to an aggregate amount of THB. 177,145,062 to compensate the accumulated loss of the company according to the reviewed separate financial statements as of 30 September 2020. Whereas, the company has the accumulated loss in the amount of THB. 177,145,062. After such transfer of appropriated legal reserve and 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	
	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

Remark:

The resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda No.7: 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 delivered to the registration officer prior attending the meeting. The Company will facilitate in affixing the stamp duty at registration point.

Best regards,



(Mr. Chayawat Pisessith)
Chairman of the Board

(F53-4)

Capital Increase Report Form.
Kingsmen C.M.T.I. Public Company Limited
17 December 2020.

We, Kingsmen C.M.T.I. Public Company Limited (the Company), would like to report the resolutions passed by Board of Directors Meeting No. 6/2020, held on 17 December 2020, with respect to the decrease of the registered capital, increase of the registered capital, issuance and offering of newly-issued ordinary shares and issue warrants to purchase the common shares, details are as follows:

1. Capital Decrease and Capital Increase

1.1 Board of Directors Meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021. The meeting will be held on February 17, 2021 to consider approving the decrease of the Company's registered capital of 211 baht from the existing registered capital of 119,999,992 baht to 119,999,781 baht.

1.2 Board of Directors Meeting Has passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021. The meeting will be held on February 17, 2021 to consider and approve the increase of the Company's registered capital. From the existing registered capital of 119,999,781 baht to a new registered capital of 239,999,562 baht by issuing new ordinary shares for not exceeding of 239,999,562 shares at the par value of 0.50 baht per share, a total of 119,999,781 baht, with the capital increase in the following manners:

Type of Capital Increase	Type of shares	Number of Shares	Par Value (THB/share)	Total (THB)
Specifying the Purpose of Proceeds Utilization	Ordinary	239,999,562	0.50	119,999,781
General Mandate				

2. Allocation of the Newly-issued Ordinary Shares

2.1 Specifying the purpose of utilizing the funds.

Allocated to	Number of Shares	Ratio (Old : New)	Offering Price (THB/share)	Subscription and Payment Period	Remark
1. Existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering)	Not exceeding 119,999,781	2 existing shares to : 1 newly-issued shares	0.50	22-26 March 2021	Please see Remarks below
2. To support the exercise of warrants that are allocated to existing shareholders of the company who subscribe and payment for and are allocated newly issued ordinary shares in the Rights Offering	Not exceeding 119,999,781	Exercise ratio Warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) 1 existing ordinary shares per 1 new ordinary share	Without offering value 1 unit of Kingsmen C.M.T.I. Public Company Limited (K-W1) will be entitled to purchase ordinary shares at the price of THB 1 per share	the Board of Directors and/or the Managing Director and/or any person appointed and delegated by the Board of Directors and/or the Managing Director is authorized to undertake any relevant or necessary acts as appropriate	Please see Remarks below

Remarks:

1. Board of Directors Meeting approved the allocation of new ordinary shares in the amount not exceeding 119,999,781 shares with a par value of 0.50 baht per share to be offered to the existing shareholders of the company. In proportion to the number of shares held by each individual (Rights Offering) in the ratio of 2 existing ordinary shares to 1 newly issued ordinary shares. The offering price is 0.50 baht per share and any fractions of shares shall be discarded.

2. Board of Directors Meeting approved the allocation of newly issued ordinary shares in the amount not exceeding 119,999,781 shares at the par value of 0.50 baht per share to accommodate the exercise of Kingsmen C.M.T.I. Public Company the warrants (K-W1) offered to the existing shareholders of the company (Right Offering) that has been allocated newly issued ordinary shares, for those who subscribed and paid for the subscription of the newly issued ordinary shares of the company in proportion to their shareholding without charge of the offering value (Offering price per unit equal to 0.00 baht) at the ratio of 1 new ordinary share per 1 unit of warrant and any fraction of shares shall be discarded The exercise price is 1 baht per share.
3. The shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), whereby oversubscribed shares will be allocated to the existing shareholders who oversubscribe for the shares only if there are shares remaining from the allocation to the existing shareholders who completely subscribe for the shares in with their rights.

In allocating the newly-issued-ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) on this occasion, in the case that there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings, the company will allocate such remaining newly-issued ordinary shares to the existing shareholders wishing to oversubscribe for the shares proportionate to the existing shareholding at the same offering price as the shares allocated in accordance with the rights, as well as to the existing shareholders, who are a connected persons of the Company, wishing to oversubscribe for the shares proportionate to the shareholdings. The details of which are specified as follows:

- (a) In the case the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is higher than or equivalent to the number of shares oversubscribed for by the existing shareholders proportionate to their shareholding, the Company will allocate such remaining shares to all oversubscribing shareholders who make payment of the total subscription price in accordance with the number of shares for which they wish to oversubscribe.
- (b) In the case the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is lower than the number of shares oversubscribed for by the existing shareholders proportionate to their shareholding, the Company will allocate such remaining shares to all oversubscribing shareholders in accordance with the following stipulations:
 - (1) The company will allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining shares, resulting in the number of shares which each oversubscribing shareholder will be entitled to be allocated, Any fraction of shares will be discarded and the number of shares allocated will not exceed the number of

shares for which each shareholder subscribes and makes payment of the subscription price;

- (2) In the case that there are shares remaining from the allocation under item (b)(1), the company will allocate such remaining shares to each oversubscribing shareholder who has not been completely allocated shares in accordance with the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining shares, resulting in the number of shares which each oversubscribing shareholder will be entitled to be allocated. Any fraction of shares will be-discarded and the number of shares allocated will not exceed the number of shares for which each shareholder subscribes and makes payment of the subscription price. The company will allocate the shares to the oversubscribing shareholders in accordance with the procedures under this item until there are no shares remaining from the allocation.
4. In this regard, the allocation of shares to the existing shareholders who oversubscribe for the shares will in no case cause any shareholder (including any person of such shareholder under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto)) to hold shares in the following manners:
 - (a) Holding of shares in a number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor Chor. 1 2/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto) (the "Tor Chor. 1212554 Notification") (with the exception of the case that such shareholder is exempted from making a tender offer for all securities of the business as specified in the Tor Chor. 1 2/2554 Notification); or
 - (b) Holding of shares in violation of the limitations on foreign shareholding specified in the Company's articles of association.

However, if there are newly-issued ordinary shares remaining from the allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) and the allocation to the oversubscribing shareholders (Oversubscription), the Company will decrease its registered capital by cancelling the newly-issued ordinary shares remaining from the offering for sale.

- 5 The Board of Directors resolved to approve that the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) is scheduled on 25 February 2021.
- 6 In allocating the company's newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Board of Directors and/or the Managing Director and/or any person appointed and delegated by the

Board of Directors and/or the Managing Director is authorized to undertake any relevant or necessary acts as appropriate in order to complete the issuance and allocation of the newly-issued ordinary shares of the Company proportionate to their respective shareholdings (Rights Offering). The authorization includes, without limitation, the following acts:

- (a) to determine the details relating to the allocation of the newly-issued ordinary shares to offer them for sale to the existing shareholders proportionate to their respective shareholding (Rights Offering) in order to be in line with the laws and regulations. The company may reserve the right not to offer new shares to any existing shareholders of the company, such action will make the company violate foreign laws or regulations.
 - (b) to determine or amend the methods for the allocation of the newly-issued ordinary shares, e.g, whether the newly-issued ordinary shares will be allocated all at once or over a number of occasions, the offering period, the offering proportion, the offering price, the payment method for the share price, or other details relating to the allocation and offering for sale of the shares, i.e. the change of the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares;
 - (c) to sign application forms for permission or granting of waiver, notices, and documentation relating to the allocation of the newly-issued ordinary shares, to liaise with and to submit documentation to an officer or a representative of any relevant authority, to list the company's newly-issued ordinary shares on the Stock Exchange of Thailand, and to undertake any acts necessary and relating to the allocation of the newly-issued ordinary shares in all respects in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings under the relevant laws;
 - (d) to register the change of the paid-up capital with the Department of Business Development, Ministry of Commerce, and to be authorized to undertake any necessary acts in line with the order of the registrar in order to complete the registration of the change of the paid-up capital.
- 7 Board of Directors Meeting Approve the issuance and offering of warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1), not exceeding 119,999,781 units, free of charge for the offering. (Offering price per unit equal to 0.00 baht), which is the number of ordinary shares allocated to support the exercise of warrants, not exceeding 119,999,781 shares in the ratio of 1 ordinary share. The company subscribed and paid for the newly issued ordinary shares that issued and offered to the existing shareholders in proportion to the shareholding that each shareholder holds (Right Offering) per 1 unit of warrant to purchase shares for the capital increase of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) and if there are fractions of the warrants (K-W1) arising from the calculation, such fractions shall be discarded and the exercise ratio according to the warrants to purchase the newly

issued ordinary shares of Kingsmen C,M,T, I. Public Company Limited No. 1 (K-W1) 1 unit of warrants to purchase the newly issued ordinary shares of Kingsmen C.M,T.I. Public Company Limited No. 1 (K-W1) per 1 ordinary share, whereby the warrants will purchase the newly-issued ordinary shares of Kingsmen C.M.T. I. Public Company Limited No. 1 (K-W1) will be valid for 1 year and 6 months from the date of issuance and offering and the exercise price is 1.0 baht per share. Please consider the details in the summary of the issuance and offering of warrants to purchase the newly-issued ordinary shares of Kingsmen, C.M.T.I. Public Company Limited to the existing shareholders of the company. Subscription and allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (K-W1) Attachment 2

2.2 Actions in case there is a fraction of shares.

In case that there are fractions of shares from the allocation of the newly issued ordinary shares and / or the warrant of Kingsmen C.M.T.I. Public Company Limited (K-W1) arising from the calculation, the whole amount of such shares shall be discarded.

3. Schedule for shareholders meeting to approve the capital increase and allocation of newly issued

The date, time and venue for the Extraordinary General Meeting of Shareholders No. 1/2021 on February 17, 2021 at 2:00 p.m. at Gallery Room, Floor 1, No. 9/19, Moo 7, Lam Lukka Liab Klong 6 Road, Bueng Kham Proi subdistrict, Lam Luk Ka District, Pathum Thani Province 12150 by.

Determining the names of shareholders who are entitled to attend the Extraordinary General Meeting

book closing date to suspend the transfer of shares for the right to purchase new shares on

4. Application for Approval for the Capital Increase / Allocation of the Newly-Issued Shares with the Relevant Government Authorities, and the Conditions for the Application.

4.1 The shareholders meeting must approve the company's issuance and offering for sale of newly issued ordinary shares to existing shareholders of the company in proportion of each shareholders in Right Offering (RO) together with issuance and offering of warrants to subscribe for newly issued ordinary shares in the capital increase of the company to who subscribe and paid up for increase ordinary shares for existing shareholder (Right Offering).

4.2 The shareholders meeting must approve the company's issuance and offering for sale of newly issued ordinary shares for issuance and offering of warrants.

4.3 The Company will file an application for the decrease of the registered capital, the increase of the registered capital, the amendment to the memorandum of

association, and the change to the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.4 The Company will file an application with the Stock Exchange of Thailand for the listing of the newly-issued shares as securities listed on the Stock Exchange of Thailand (SET) or the Market for Alternative Investment (MAI) in accordance with the relevant rules and regulations.

5. Objective of the Capital Increase and Plan to Use the Proceeds Derive from the Capital Increase.

The company intends to issue newly-issued ordinary shares and issuance of warrant for subscribe newly-issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1). On this occasion have been fully subscribed together with fully subscribed newly issued of warrants, the company will be able to raise funds in the amount of approximately THB 179,999,671.50 which separate to (Newly issued ordinary shares for THB 59,999.890.50 and subscribed of newly issued of warrants for THB 199,999,781) The Company plans to use the proceeds derived from the capital increase to be used as working capital for various incoming projects in the year 2021 for the amount of THB 59,999.890.50 within December 31,2021.

6. Benefits to the Company from the Capital Increase / Allocation of the Newly-Issued Shares

The Company will obtain the following benefits from the issuance and offering for sale of the newly-issued ordinary shares together with fully subscribed newly issued of warrants to its existing shareholders in order to increase the liquidity of working capital in business operations.

In this regard, the above plan to use the capital increase of the company is in accordance with the current business plan to allocate the proceeds from this offering of capital increase shares. The actual payment may be less than the number of shares that the company has intends to offer which may cause the company earned less than expected, in such case the company's capital increase plan may differ from the payment plans stated in section 5 above.

7. Benefits to the Shareholders from the Capital Increase/Allocation of the Newly-Issued Shares

The subscribers for the newly-issued ordinary shares on this occasion will be entitled to a dividend payment from the operating results of the company, starting from the date on which such subscribers have been registered as shareholders of the company and their names appear in the share register book of the company, and the company has announced the dividend payment in accordance with the relevant laws and rules.

The Company has the policy to allocate its annual profit by means of making a dividend payment to the shareholders upon the following circumstances;

- (1) The Company's operating results show a profit;
- (2) The Company has no remaining accumulated loss;
- (3) The Company has sufficient cash flow for the dividend payment; and
- (4) The dividend payment will take into account the company's investments in various projects.

8. Other details necessary for the shareholders to make a decision on the allocation of the newly issued shares.

8.1 Control Dilution.

In the case that all existing shareholders exercise their subscription rights for the whole number of newly-issued shares in accordance with their existing rights, there will be no effect on the voting rights of the company's shareholders (Control Dilution). In the case that no existing shareholders exercise their rights to purchase any newly-issued shares, the company will decrease its registered capital by cancelling the newly-issued ordinary shares remaining from the offering for sale, which will result in the number of paid-up shares remaining unchanged and there being no effect on the voting rights of company's shareholders (Control Dilution). In the case that no shareholders choose not to use their subscription rights for the newly-issued ordinary shares in accordance with their rights, and other shareholders exercise their subscription rights for the newly- issued ordinary shares in accordance with their rights and/or subscribe for the newly- issued ordinary shares in excess of their rights (oversubscription) until the number of newly- issued ordinary has been fully subscribed, there will be an effect on the voting rights of the company's shareholders (Control Dilution) as follows:

$$\begin{aligned}
 &= \frac{\text{Number of Newly-issued Ordinary Shares Offered for Sale to the Existing Shareholders} \times 100}{\text{Number of Newly-issued Ordinary Shares Offered for Sale to the Existing Shareholders} + \text{Number of Paid-up Shares}} \\
 &= \frac{(239,999,562) \times 100}{(239,999,562 + 239,999,562)} \\
 &= 50 \text{ percent}
 \end{aligned}$$

8.2 Price Dilution

A) After the offering of the newly issued ordinary shares in the company's capital increase, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants of Kingsmen C.M.T.I. Public Company Limited (K-W1), there will be a price dilution, which will reduce by approximately 7.32 percent. Details of how the price dilution is calculated are as follow;

$$= \frac{\text{Pre-Offering Market Price} - \text{Post-Offering Market Price} \times 100}{\text{Pre-Offering Market Price}}$$

whereby:

- The pre-offering market price is calculated based on the weighted average purchase price for a period of 15 business days prior to the date of the Board of Directors Meeting on 17 December 2020. The purchase price calculated between 25 November 2020 and 16 December 2020 is equivalent to THB 0.785.
- the post-offering market price is calculated as follows:

$$= \frac{(\text{Market Price} \times \text{Number of Paid-up Shares}) + \text{Offering Price} \times \text{Number of Shares for this Offering}}{\text{Number of Paid-up Shares} + \text{Number of Shares for this Offering}}$$

$$= \frac{(0.785 \times 239,999,562) + (0.50 \times 239,999,562)}{239,999,562 + 239,999,562}$$

$$= 0.643 \text{ Baht per share}$$

Therefore, the price dilution is equivalent to

$$= \frac{(0.785 - 0.643) \times 100}{0.785}$$

$$= 18.15 \text{ percent}$$

B) After the offering of the newly issued ordinary in the company's capital increase, in case of the total number of newly issued ordinary shares is fully subscribed and warrants of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) is fully exercised, there won't be a price dilution due to exercise price is not less than 90% of the average price 15 days before shareholders meeting, company will-calculate and in form shareholders after calculation.

$$= \frac{(\text{Pre-Offering Market Price} - \text{Post-Offering Market Price}) \times 100}{\text{Pre-Offering Market Price}}$$

- the pre-offering market price is calculated based on the weighted average purchase price for a period of 15 business days prior to the date of the Board of Directors Meeting on 17 December 2020. The purchase price calculated between 25 November 2020 and 16 December 2020 is equivalent to THB 0.785 per share.

$$= (\text{Pre-Offering Market Price} \times \text{Number of paid up shares}) + \text{Offering price of new ordinary share in the Right Offering} \times \text{Number of new ordinary shares offered in the Rights Offering} + (\text{Exercise price of K-W1} \times \text{Number of ordinary shares for the exercise of K-W1})$$

(Number of paid up shares + Number of new ordinary share in the Right Offering + Number of shares for the exercise of K-W1)

8.3 Earnings per share dilution.

After the issuance and offering for sale of the newly-issued ordinary shares offers sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), there will be no earnings per share dilution due to deficits presented in the Company's statement of comprehensive income for the year ending 31 December 2019, coupled with the company's remaining accumulated losses.

9. Opinions of the Board of Directors

9.1 Reason and Necessity of the capital Increase.

The Board of Directors is of the view that the company is obliged to increase its registered capital and issue the newly-issued ordinary shares in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) together with subscribe of warrant for newly-issued ordinary shares. On this occasion the company plans to use the proceeds derived from the capital increase for the purposes as specified in item 5 above.

9.2 Possibility of the Plan to Use the Proceeds derived from the capital Increase.

It is expected that the company will issue and offer for sale all of the newly-issued res to the existing shareholders proportionate to their respective shareholding (Rights Offering) fully subscribed newly issued of warrants, and obtain the proceeds derived from the offering for sale of such newly-issued shares, by March 2021. The Company will use the proceeds derived from the capital increase for the purpose as specified in item 5 above.

9.3 Reasonableness of the capital Increase, the plan to use the proceeds, and the projects to be operated, as well sufficiency of source of funds in the case that the proceeds derived from the offering for sale of shares not cover the total budget to be used for the implementation of such plan or projects.

The Board of Directors is of the view that the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) together with exercise of warrant to newly-ordinary shares on this occasion is appropriate, reasonable, and for the utmost benefit of the company and all shareholders because the company plans to use the proceeds derived from the capital increase for the purposes as specified in item 5 above.

In the case that all newly-issued ordinary shares issued and offered for sale by the Company and fully subscribed newly issued of warrants to the existing shareholders proportionate to their respective shareholdings (Rights Offering) on this occasion have been fully subscribed, the company will be able to raise funds in the amount of approximately THB 179,999,671.50 The company plans to use the proceeds derived from the capital increase for the purposes as specified in item 5 above.

9.4 Expected impact on the business operations of the company, as well as its financial position and operating results due to the capital increase and implementation of the plan to use the proceeds for the projects.

The Board of Directors is of the view that the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) together with fully subscribed newly issued of warrants. On this occasion will enable to the company to use the proceeds derived from the capital increase for the purposes as specified in item 5 above. The performance of the said purposes will be beneficial to the company and will have no adverse effect on its business, financial position, and operating results.

10. Confirmation of the Board of Directors with respect to the Capital Increase.

In the case that any director of the company fails to comply with the law, or the objectives and the Articles of Association of the company, as well as the resolutions of the shareholders meetings, with integrity and due care, in order to preserve the benefits of the company with respect to the capital increase by means of any act or omission which is tantamount to the non-performance of duties or causes damage to the company, the company may claim for compensation from such director. However, if the company fails to make any claim for compensation, one or more shareholders holding an aggregate number of not less than five percent of the total sold shares may notify the company to claim for compensation. In the case that the company fails to take any action as notified by the shareholders, such shareholders may institute legal action to claim for compensation from such director on behalf of the company under Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto). In addition, if an act or omission by any director which is tantamount to the non-performance of duties in compliance with the law, or the objectives and the articles of Association of the Company, as well as the resolutions of the shareholders meetings, with integrity and due care, in order to preserve the benefits of the company with respect to the capital increase, causes the directors, executives, or related parties to obtain undue benefits, the company may institute legal action against such director to return such benefits to the company, or one or more shareholders holding an aggregate number of not less than five percent of the total sold shares may notify the company to institute legal action against such director. If the company fails to take any action as notified by the shareholder within one month of the date of receipt of notice, such shareholders may exercise their rights to institute legal action in order to recover such benefits from such director on behalf of the company under section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto),

11. Schedule in the Case that the Capital Increase / Allocation of the Newly-Issued Shares is Approved by the Board of Directors.

No.	Procedure	Day/Month/Year
1	Board of Directors Meeting No. 6/2020 resolves on the capital increase and allocation of the newly-issued shares in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering)	17 December 2020.
2	Date to determine the names of the shareholders who are entitled to attend the 2020 Annual General Meeting of shareholders (Record Date).	4 January 2021.
3	The Extraordinary General Meeting of Shareholders No. 1/2021.	17 February 2021.
4	Registration of the resolutions on the capital decrease, capital increase, and amendment to the Memorandum of Association with the Ministry of Commerce.	Within 14 days of the date on which approval is granted by the shareholders meeting.
5	Date to determine the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering) (Record Date)	25 February 2021.
6	Subscription period for the newly-issued ordinary shares.	22-26 March 2021.
7	Registration of the increase in the paid-up capital with the Ministry of Commerce.	Within 14 days of the subscription period for the newly-issued shares

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

Best regards,



(Mr. Chayawat Pisessith)

Chairman of the Board

Summary of the Issuance and Offering of Warrants to Subscribe for Newly Issued Ordinary Shares in the capital Increase of Kingsmen C.M.T.I. Public Company Limited No.1 to Existing Shareholders who Subscribe for and Allocated Newly Issued Ordinary Shares in the Rights Offering (K-W1).

Details of the issuance and offering of warrants to subscribe for newly issued ordinary shares in the capital increase of Kingsmen C.M.T.I. Public Company Limited (the "Company") offered to existing shareholders who subscribe for and are allocated newly issued ordinary shares in the Rights Offering ("K-W1") are discussed below:

1. Details of the Offering

The Board of Directors' Meeting No. 6/2020, held on 17 December 2020, resolved to approve the proposal to Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and offering of warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K- W1), the amount not exceeding 119,999,781 units, free of charge for the offering. (Offering price per unit equal to 0.00 baht), which is the number of ordinary shares allocated to support the exercise of warrants of not more than 119,999,781 shares by allocated to the shareholders who have subscribed and paid the subscription price. The ratio of 1 new ordinary share per 1 unit of warrant (K-W1) and if there are fractions of the warrants (K-W1) arising from the calculation, such fractions shall be discarded. There is an exercise ratio according to the warrants to purchase the newly-issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) 1 unit per 1 ordinary share by the warrants to purchase the newly-issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) will be valid for 1 year and 6 months from the date of issuance and offering and the exercise price is 1 baht per share.

2. Details of the warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1)

2.1 Type and Category of warrants to purchase newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1)	Warrants entered in a named certificate to subscribe for the company's ordinary shares. The warrants are transferrable.
2.2 Number of warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) offered.	Not exceeding 199,999,781 units.
2.3 Par value of the shares reserved for the warrants to purchase the newly issued	THB 0.50

<p>ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1)</p>	
<p>2.4 Offering price per unit.</p>	<p>THB 0.00</p>
<p>2.5 Allocation method, names and type of investors.</p>	<p>To be allocated to existing shareholders of the Company who subscribe for and are allocated newly issued ordinary shares of the Company date to determine the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering) (Record Date) on 25 February 2021 that subscribed and paid up newly issued ordinary shares for the Company in proportion 2 ordinary share to 1 newly-issued ordinary share <u>together with warrants</u> without consideration in ratio of 1 existing ordinary share to 1 units of warrant Therefore, in case of shareholders may subscribed newly issued ordinary share higher or lower than their right as proportion of existing share. Shareholder may be allocated units of warrant as proportion decrease or increase as sample below; <u>Example of computation</u></p> <p>Assuming a shareholder currently holds 10 ordinary share in the Company is eligible to subscribe for 5 Right offering share of newly-issued ordinary share together with 5 units of warrants. (For example below)</p> <ol style="list-style-type: none"> 1. If the shareholders subscribes for Right Offering of newly issued ordinary share only in the amount according to his/her eligibility right (does not exercise the excess right) (Over and <u>Not oversubscribe</u>) <ul style="list-style-type: none"> • Shareholder intends to subscribe such for 10 Right Offering of newly issued ordinary share <u>together with</u>

	<ul style="list-style-type: none"> • Shareholder is eligible to receive 10 units of warrants at the same time <p>2. if the shareholder subscribe for Right Offering newly issued ordinary share less than his/her eligibility right;</p> <ul style="list-style-type: none"> • Shareholder intends to subscribe only in partial share for 4 Right Offering newly issued ordinary share <u>together with</u> • Shareholder is eligible to receive 4 units of warrants at the same time. However, fraction will be rounded off. So, shall be receive only 4 unit of warrant. <p>3. If the shareholder subscribe for Right Offering newly issued ordinary share greater than his/her eligibility right(Oversubscribe)</p> <ul style="list-style-type: none"> • Shareholder intends to subscribe Right Offering for 5 newly issued ordinary share based on his/her eligibility right and receive for 2 newly issued ordinary share with Grand total 7 newly issued ordinary shares <u>together with</u> • Shareholder is eligible to receive for 5 units of warrants based on his/her eligibility right and warrants for 2 units or warrants based on his/her excess right with Grand total 7 units of warrant. However, fraction will be rounded off. So, shall be receive only 7 unit of warrant <p>In case of shareholders who subscribe, the oversubscription shares may be allocated to such oversubscribing shareholders only when there are shares left after allocation to all shareholders who have subscribed to shares proportionately to their shareholding percentage.</p>
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<p>2.6 Exercise ratio</p>	<p>One unit of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) is exercisable for one ordinary share. However, this exercise ratio is subject to change in accordance with the conditions about right adjustment.</p>
<p>2.7 Exercise price (per unit)</p>	<p>THB 0.50 (Fifty Satang Only) However, this exercise price is subject to change in accordance with the conditions about right adjustments. If the exercise price is adjusted, the adjusted exercise price must not be lower than the prevailing par value of the Company's shares at the time of the adjustment.</p>
<p>2.8 Date of Issue and Offering of Warrants to Purchase the Newly Issued Ordinary Shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1)</p>	<p>the Board of Directors and/or the Managing Director and/or any person appointed and delegated by the Board of Directors and/or the Managing Director is authorized to undertake any relevant or necessary acts as appropriate</p>
<p>2.9 Term of the warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1)</p>	<p>Valid for 1 year and 6 months from the issue and offering date to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited. (K-W1)</p>
<p>2.10 Number of ordinary shares to be allocated and reserved for the exercise of Kingsmen C.M.T.I. Public Company Limited. (K-W1)</p>	<p>Not excess 199,999,781 shares In this regard, the company will complete the offering of shares for the exercise of warrants according to the term of the warrants to purchase the newly issued ordinary shares of Kingsmen, C.M.T.I. Public Company Limited No. 1 (K-W1)</p>
<p>2.11 Rights adjustment</p>	<p>The company will adjust the exercise price and/or the exercise ratio according to the conditions for rights adjustment, and/or issue and allocate newly issued ordinary shares to accommodate for the rights adjustment (by seeking the approval from the general meeting of shareholders for the issuance and allocation of new ordinary shares to</p>

	<p>accommodate for the rights adjustment before adjustment (the rights) upon occurrence of any of the events provided under the Terms and Conditions of Kingsmen C.M.T.I. Public Company Limited No1 (K-W1), which event described under Clause 11 (4) (Khor) of the Notification of the Capital Market Supervisory Board No. Tor Chor 34/2551 re: Application and Approval for the Offering of Warrants to Subscribe Newly Issued Shares, and New Shares for the Exercise of Warrants, including other notifications or regulations as may be issued to amend or replace such notification. These events are, for example</p> <ul style="list-style-type: none"> (a) Change to the par value of the company's shares as a result of consolidation or split of shares; (b) offering of newly issued shares by the Company at discount; (c) Offering of convertible debentures of warrants by the Company at discount; (d) Payment to shareholders of all or part of dividends in form of newly issued shares; (e) Payment of dividend in case to exceed the rate provided under the Terms and Conditions; (f) Such other events as are similar to those described under (a) to (e) which could cause holders of Kingsmen C.M.T.I. Public Company Limited no.1. (K-W1) warrants to receive less benefits upon exercise.
<p>2.12 Methods and periods of exercise, Maturity</p>	<p>The warrant Holders shall be entitled under the Warrants to purchase the newly issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1)</p> <p>On the last Business day of every quarter after the issuance date. The first exercise date will be the last business day of the first quarter after the issuance date which falls on June 30, 2021 and the last exercise date will be valid for 1 year and 6 months from the issuance and offering date.</p>

	In the event that any exercise date (Including the last exercise date) is not a Business day, such exercise date shall be rescheduled to the preceding Business day.
2.13 Periods for notification of intention to exercise	During the Exercise Periods, holders of K-W1 may notify the company of their intention to exercise K-W1 to subscribe for the company's ordinary shares between 9.00 am and 3.00 pm of the company's business days. The notification must be made 5 business days before the exercise date. Notification of intention to exercise Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) warrants on the Last Exercise Date Must is made to the Company 15 days before the Last Exercise Date.
2.14 Notification of intention to exercise may not be cancelled	Holders of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) may not cancel the notification of intention of exercise K-W1 that is made to the company
2.15 Secondary market for K-W1	The company will list K-W1 on the stock Exchange of Thailand (the "SET").
2.16 Secondary market for ordinary shares from the exercise of Kingsmen C.M.T.I. Public Company Limited. (K-W1)	The Company will list ordinary shares from the exercise of K-W1 on the SET or MAI.
2.17 Registrar	Thailand Securities Depository Co., Ltd.

3. Objectives of the Issuance of Warrants and Planned Use of Proceeds.

Details are provided in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares in the Capital Increase of Kingsmen C.M.T.I. Company Limited to Existing Shareholders in Proportion to their Shareholding (Rights Offering) (Enclosure 2)

4. Possible impacts of this offering of warrants on existing shareholders.

- (1) Price Dilution
- (2) (2) Earnings Per Share Dilution and
- (3) (3) Control Dilution are discussed in details in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares in the Capital Increases Report

Form of Kingsmen C.M.T.I. Public Company Limited to Existing Shareholders in Proportion to their Shareholding. (Rights Offering)(Enclosure 1)

5. Possible impact of this offering of newly issued ordinary shares on existing shareholders

Please see details in the Capital Increase Report Form. (F53-4) (Enclosure 1)

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..... ถนนตำบล / แขวง.....

Reside at Road Sub-district

อำเภอ / เขต จังหวัด รหัสไปรษณีย์

District Province Postal code

(2) เป็นผู้ถือหุ้นของ บริษัท คิงส์แมน 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

ถนนตำบล / 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1 ประจำปี 2564 ในวันพุธที่ 17 กุมภาพันธ์ 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1 for the year 2021, on Wednesday 17thFebruary 2021 at 2:00 p.m. (BKK time), at the Gallery room on the 1stfloor 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 ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
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 คิงส์แมน 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 พงษ์โพธิ์ศรี อายุ 69 ปี, อยู่บ้านเลขที่ 88/128 หมู่ 3
 Pol.Gen.Wichean Potephosri age 69 years, reside at 88/128 Moo.3
 ตำบล/แขวง ศรีษะจรเข้ใหญ่ 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. อาจารย์ธีรรัช โปษยานนท์ อายุ 58 ปี อยู่บ้านเลขที่ 200
 ArjarnTeerataht 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1 ประจำปี 2564 ในวันพุธที่ 17 กุมภาพันธ์ 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1 for the year 2021, on Wednesday 17th February 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 เรื่องที่ประธานแจ้งให้ทราบ

The issues to be raised by the Chairman.

วาระที่ 2 พิจารณานุมัติให้การลดทุนจดทะเบียนจากทุนจดทะเบียนของบริษัทฯ และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

To consider and approve the decrease of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the company.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 พิจารณานุมัติให้การเพิ่มทุนจดทะเบียนจากทุนจดทะเบียนของบริษัทฯ และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

To consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจัดสรรหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน จำนวนหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Rights Offering)

To consider and approve the allocation of the newly-issued ordinary shares in order to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. (Rights Offering)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าเข้าได้ทุกประการตามที่เห็นสมควร

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 5 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่จองซื้อและชำระค่าหุ้นสามัญเพิ่มทุนตามสัดส่วนการถือหุ้น

To consider and approve the issuance and Offering of Warrants to Subscribe for Newly Issued Ordinary Shares of the Company to the existing shareholders of the company who subscribe and paid up newly-issued ordinary shares as proportionate to their respective shareholdings.

(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 6 พิจารณานุมัติให้โอนทุนสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้น เพื่อล้างขาดทุนสะสมของบริษัทฯ

To consider and approve the transfer of legal reserve and 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 7 เรื่องอื่นๆ (ถ้ามี)

Other matters (if any).

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. ในกรณีที่มีวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. 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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1 ประจำปี 2564 ในวันพุธที่ 17 กุมภาพันธ์ 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 Extraordinary General Meeting of Shareholders No. 1 for the year 2021, on Wednesday 17th February 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

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 ไม่เห็นด้วย งดออกเสียง
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 ไม่เห็นด้วย ไม่เห็นด้วย
Disapproved Disapproved 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
 - อาจารย์ธีรรัช โปษยานนท์ / Teerataht Posyanonda

(รายละเอียดประวัติกรรมการที่เป็นผู้รับมอบฉันทะปรากฏตามเอกสารแนบ ในหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562 หน้า 102-104)

(Profiles of above directors are specified in the Notice of the 2019 Annual General Meeting of Shareholders page 102-104)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1 ประจำปี 2564 ในวันพุธที่ 17 กุมภาพันธ์ 2564 เวลา 14.00 น. ณ ห้องประชุม Gallery ชั้น 1 เลขที่ 9/19 หมู่ที่ 7 ถนนลำลูกกาเลียบคลอง 6 ตำบลบึงคำพร้อย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

One of them represents as my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1 for the year 2021, on Wednesday 17th February 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าเจ้าในการประชุมครั้งนี้ 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าเจ้าในการประชุมครั้งนี้ 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 เรื่องที่ประธานแจ้งให้ทราบ

The issues to be raised by the Chairman.

วาระที่ 2 พิจารณาอนุมัติให้การลดทุนจดทะเบียนจากทุนจดทะเบียนของบริษัทฯ และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

To consider and approve the decrease of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the decrease of the registered capital 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 3 พิจารณานุมัติให้การเพิ่มทุนจดทะเบียนจากทุนจดทะเบียนของบริษัทฯ และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

To consider and approve the increase of the company's registered capital and the amendment to Article 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the registered capital 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 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจัดสรรหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน จำนวนหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Rights Offering)

To consider and approve the allocation of the newly-issued ordinary shares in order to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. (Rights Offering)

(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 5 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่จองซื้อและชำระค่าหุ้นสามัญเพิ่มทุนตามสัดส่วนการถือหุ้น

To consider and approve the issuance and Offering of Warrants to Subscribe for Newly Issued Ordinary Shares of the Company to the existing shareholders of the company who subscribe and paid up newly-issued ordinary shares as proportionate to their respective shareholdings.

(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 6 พิจารณานุมัติให้โอนหุ้นสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้น เพื่อล้างขาดทุนสะสมของบริษัทฯ

To consider and approve the transfer of legal reserve and 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:

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

วาระที่ 7 เรื่องอื่นๆ (ถ้ามี)

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. ในกรณีที่มิววาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. 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.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1 ประจำปี 2564 ในวันพุธที่ 17 กุมภาพันธ์ 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 Extraordinary General Meeting of Shareholders No. 1 for the year 2021, on Wednesday 17th February 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) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามความเห็นสมควร

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) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามความเห็นสมควร

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

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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 Monday February 15, 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

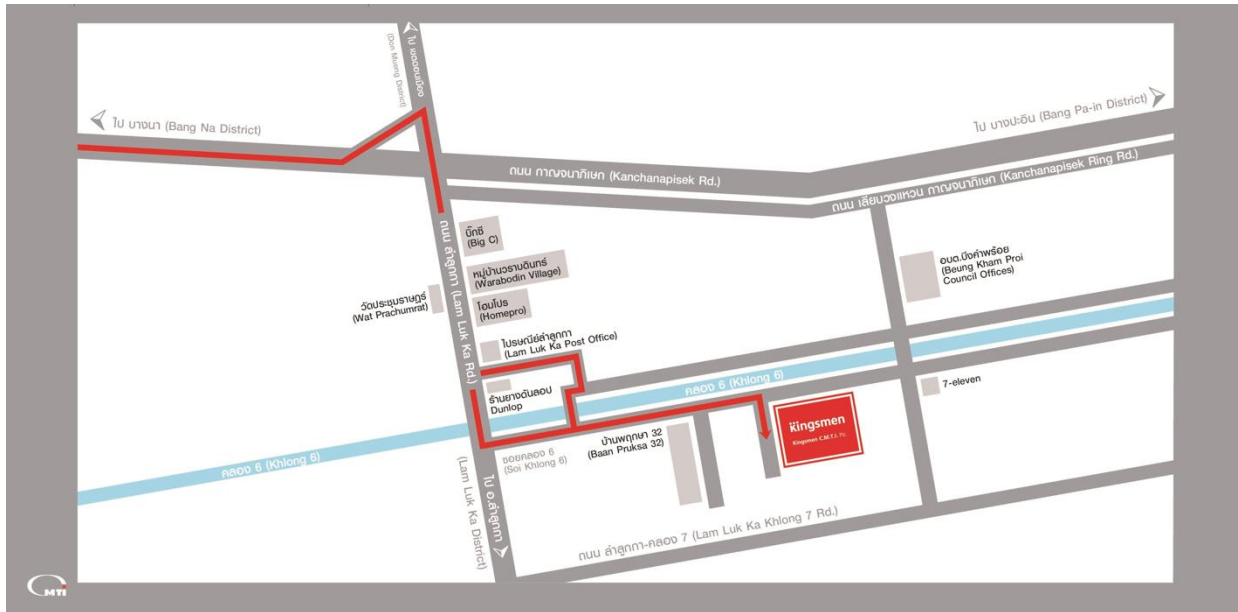
1. The Chairman of the meeting shall ask the shareholders or proxies to vote on each agenda item one by one.
2. The shareholders who wish to vote against or abstaining on any agenda by marking in the box in the ballot form and have to raise their hands to enable the officers to collect the execution 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





Kingsmen

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>