

SGC 008/2024

20 March 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders

To Shareholders

SG Capital Public Company Limited

- Enclosure
1. Form 56-1 One Report Year 2023 in QR Code format as provided in the Notice of Meeting Form (Registration Form with QR Code)
  2. Document for Agenda Item 4: Profiles and Work Experience of Auditors
  3. Document for Agenda Item 5: Profiles and Work Experience of Candidates Nominated for Election as Directors and Definition of Independent Director of the Company
  4. Required Documentary Evidences for Registering before Attending the Meeting
  5. Information of Independent Directors for Appointing as the Proxy of Shareholders
  6. Proxy Form A, Form B and Form C
  7. Articles of Association of the Company relating to the Shareholders Meeting
  8. Map of Meeting Venue
  9. Acceptance form the Atten the Meeting by Electronic Device
  10. Advance Enquiry Submission Form

The Board of Directors Meeting No. 3/2024 of SG Capital Public Company Limited (the "Company"), held on 14 March 2024, resolved to schedule the 2023 Annual General Meeting of Shareholders to be held on 18 April 2024 at 10:00 a.m., at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (**Hybrid Meeting**), to consider the agendas as follows:

**Agenda 1 To acknowledge the Company's performance report for the year 2023 ended 31 December 2023**

Pursuant to Article 45 (1) of the Articles of Association of the Company, the Board of Directors shall report the Company's operating performance in the past year to the annual general meeting of shareholder. To comply with such article, the shareholders' meeting is acknowledged the Company's performance report for the year 2023 ended 31 December 2023. The details are as set forth under section Subject "Management Discussion and Analysis" of the Form 56-1 One Report Year 2022 in QR Code format, as per Enclosure 1.

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to report to the shareholders' meeting for the the Company's performance report for the year 2023 ended 31 December 2023

**Remark:** This Agenda is for acknowledgement thus no casting of vote is required in this agenda.

**Agenda 2 To consider and approve the Company's financial statements for the year 2023 ended 31 December 2023**

Pursuant to Article 45 (2) of the Articles of Association of the Company, requires the Board of Directors to prepare a balance sheet. and an accurate and complete profit and loss account as of the end of the Company's fiscal year to be submitted to the shareholders' meeting at the annual general meeting for consideration and approval. The board must arrange for an auditor to complete the audit of the balance sheet and profit and loss account before presenting them to the shareholders' meeting to consider and approve the Company's financial statements for the end of its fiscal year. To comply with such article, the shareholders' meeting will be proposed to consider and approve the Company's financial statements for the year 2023 ended 31 December 2023 which have been audited by the Certified Public Accountant and reviewed by the Audit Committee. The details are as set forth under section Subject "Financial Statements" of the Form 56-1 One Report Year 2023 in QR Code format, as per Enclosure 1. The summary of key information in comparison with the previous year is as follows:

Financial Statements	Fiscal Years Ended 31 December	
	2022	2023
Total Assets (Million Baht)	17,783.36	13,454.87
Total Liabilities (Million Baht)	12,031.97	10,333.43
Total Shareholders' Equity (Million Baht)	5,751.40	3,121.44
Total Revenues (Million Baht)	2,438.76	2,169.49
Net Profit – the portion attributable to equity holders of the Company (Million Baht)	667.24	(2,275.28)
Earnings per Share – the portion attributable to equity holders of the Company (Baht/Share)	0.27	(0.70)

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the Company's financial statements for the year 2023 ended 31 December 2023 which have been audited by the Certified Public Accountant and reviewed by the Audit Committee.

Remark: Thusagenda requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 3 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended December 31, 2023**

According to the Public Limited Companies Act, B.E. 2535, Section 115 and the Company's Articles of Association No. 54, the Company is required to pay dividends from profits only, with no dividends being paid in cases where the Company still has accumulated losses. The Company has a policy to pay the dividend to its shareholders at the rate of not less than 50% of the net profit according to the Company's separate financial statements after deducting of taxes and reserve funds as specified in the laws and Articles of Associations of the Company each year. However, there shall not be accumulated loss in the shareholders' equity according to the Company's separate financial statements. The Company, however, may determine the dividend payment rate that is different from the rate specified above, depending on operating performance, financial status, cash flow, need for working capital in business operation, investment plan and business expansion, liabilities as well as conditions and restrictions as specified in the loan contact, including other factors relating to the business management of the Company which the Board of Directors deems appropriate and such dividend payment does not cause the significant impact on the Company's normal operations.

In this regard, such action shall be in the best interest of the shareholders and in accordance with relevant laws, regulations, criteria or notifications.

In 2023, the Company had a net loss from operating results according to the separate financial statements as of December 3, 2023, in the amount of 2,275.28 million baht. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider the non-distribution of dividends for the operating results for the year 2023. and refraining from allocating profits as legal reserves due to the Company has operating losses.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the general meeting of shareholders to consider the non-payment of dividends for the 2023 operating results and refraining from allocating profits as legal reserves due to the Company has operating results at a loss. According to the law, the Company is not allowed to pay dividends and its cashflow required to be reserved for liquidity and used for the company's working capital.

Remark: The resolution for this agenda requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 4 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024**

Pursuant to Article 45 (5) of the Articles of Association of the Company, the Board of Directors shall propose to the annual general meeting of shareholder to consider and approve the appointment of auditors and the determination of audit fee. To comply with such article, the shareholders' meeting is proposed to consider and approve the appointment of auditors and the determination of audit fee for the year 2023. The details are as follows:

In appointment of auditors for the year 2023, the Audit Committee has selected auditors in accordance with the criteria of the Public Limited Companies Act B.E. 2535 (1992) (including amended version) and the relevant Notifications of the Capital Market Supervisory Board. In this regard, the Audit Committee has reviewed the performance of the auditors of KPMG Poomchai Audit Limited for the previous year and views that the auditors of KPMG Poomchai Audit Limited are independent and qualified to act as the auditors of the Company, and that they have performed their duties responsibly. The Audit Committee, therefore, has recommended to the Board of Directors to propose to the shareholders' meeting to consider and approve the appointment of the auditors of KPMG Poomchai Audit Limited as the Company's auditors for the year 2023, where any of the following auditors shall be authorized to review and give opinions on the Company's financial statements:

- (1) Mr. Chokechai Ngamwutikul, Certified Public Accountant (Thailand) No. 9728 (who signed the Company's financial statements for the year 2021-2023); Audit for the Company 3 years or
- (2) Ms. Phanthip Kulsantithumrong, Certified Public Accountant (Thailand) No. 4208 (who has never signed the Company's financial statements); or
- (3) Ms. Thitima Pongchaiyong, Certified Public Accountant (Thailand) No. 10728 (who has never signed the Company's financial statements).

None of the proposed auditors has any relationship with, or any interest in the Company, parent company, directors, executives, major shareholders, or any related persons thereof, and therefore, they are independent to audit and give opinions on the Company's financial statements and they have not audited, reviewed, or given opinions on the Company's financial statements for 7 fiscal years. Therefore, all of the proposed auditors possess the qualifications as required by the relevant Notification of the Capital Market Supervisory Board. Profiles and work experience of the 3 auditors are as set out in **Enclosure 2**.

Furthermore, the Audit Committee has considered the proposed audit fee of KPMG Poomchai Audit Limited for the year 2024 and views that it is appropriate and suitable for the scope of audit. The Audit Committee, therefore, has recommended to the Board of Directors to propose to the shareholders' meeting to consider and determine the audit fee of the Company for the year 2024 in the amount of 3,200,000 million Baht, an increase of 180,000 Baht from the previous year.

Details of the Company's audit fee in comparison with the previous year are as follows:

Auditors' Fee	Fiscal Year ended 31 December 2023	Fiscal Year ending 31 December 2024
Fee for the audit and review of financial statements (Audit Fee)	3,020,000 Baht	3,200,000 Baht
Fee for other service (Non-Audit Fee)	-None-	-None-

Remark: The Company has no subsidiary.

**Opinion of the Board of Directors:**

The Board of Directors has considered the recommendation of the Audit Committee, which has carefully and appropriately considered the matter, and deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the auditors of KPMG Poomchai Audit Limited, namely Mr.Chokechai Ngamwutikul and Ms.Phanthip Kulsantithumrong and Ms.Thitima Pongchaiyong as the Company's auditors for the year 2024 and determine the audit fee of the Company in the amount of 3,200,000 Baht as per the above details.

**Remark:**

The resolution for this agenda requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 5 To consider and approve the election of directors to replace the directors being retired by rotation**

According to Article 21 of the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the annual general meeting of shareholder in each year and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third shall retire and the retired directors is eligible for re-election and pursuant to Article 45 (4) of the Articles of Association of the Company, the Board of Directors shall propose to the annual general meeting of shareholder to consider and approve the election of new directors to replace the directors who are due to retire by rotation. To comply with such article, the shareholders' meeting is proposed to consider and approve the election of directors to replace the directors being retired by rotation.

There are 2 directors who shall be retired by rotation at the 2024 Annual General Meeting of Shareholders, namely:

Name	Proposed Position
(1) Mr. Bibit Bijaisoradat	Independent Director
(2) Mr. Narathip Wirunechatapant	Director

1. Mr. Bibit Bijaisoradat has held the position of Independent Director of the Company for 3 years and if he is re-elected as the Independent Director of the Company for another term of office and completes this term of office, he will hold the position of Independent Director for 6 years in total.
2. Mr. Narathip Wirunachatapant has held the position of Director of the Company for 1 years and if he is re-elected as the Independent Director of the Company for another term of office and completes this term of office, he will hold the position of Director for 4 years in total.

In compliance with the principles of good corporate governance, the Company invited the shareholders to nominate candidates to be elected as directors at the 2024 Annual General Meeting of Shareholders during the period from 1 October 2023 to 31 December 2023 as per the details disclosed on the Stock Exchange of Thailand's website and the Company's website on 29 September 2023. Nonetheless, no shareholders nominated any candidates for election as directors at this meeting.

Nomination and Remuneration Committee (by the Nomination and Remuneration Committee who have no conflict of interest) has considered the qualifications of directors who will retire from office upon completion of their terms at the 2024 Annual General Meeting of Shareholders according to the process set by the company and whose qualifications are in accordance with relevant rules. and suitable for the Company's business operations, including carefully considering each individual's qualifications and seeing that the two directors who were due to retire from their positions upon the expiration of their terms Is a person who has knowledge, ability, experience, and has expertise from many professions. Including having qualifications and not having any prohibited characteristics by law. Related announcements and have performed their duties as directors and sub-committee members very well throughout, including directors who have been nominated to be independent directors The Nomination and Remuneration Committee has considered Consider that the person to be nominated as an independent director has the qualifications in accordance with the law regarding the requirements regarding independent directors. Including being able to express opinions independently and in accordance with relevant criteria and also holding the position of independent director of the company for not more than 9 consecutive years from the date of first appointment. (Including the agenda proposed for appointment this time) The information and brief history of the two persons and the definition of independent directors of the company appear in **Enclosure 3**. Therefore, it is proposed that the shareholders' meeting consider approving the election. Mr. Bibit Bijaisoradat and Mr. Narathip Wirunachatapant Return to the position of director of the company for another term.

**Opinion of the Board of Directors:** The 2 candidates nominated for election as directors of the Company have undergone the reviewing process by the Board of Directors. The Board of Directors (by the directors having no conflict of interest) has reviewed the qualifications of these 2 persons and concurred with the Nomination, Remuneration and Governance Committee that they have the qualifications suitable for being the Company's director, and the independent directors can express their opinions independently, in line with the relevant criteria.

Therefore, the Board of Directors deems it appropriate to propose to the shareholders'

meeting to consider and approve the re-election of Mr. Bibit Bijaisoradat as the directors of the Company for another term of office by holding the position of the Independent Director, and approve the re-election of Mr. Narathip Wirunechatapant as the directors of the Company

**Remark:** The resolution for this agenda requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 6** To consider and approve the remunerations for the directors and members of sub-committees for the year 2024

Pursuant to Article 45 (4) of the Articles of Association of the Company, the Board of Directors shall propose to the annual general meeting of shareholder to consider and approve the remunerations for the directors. To comply with such article, the shareholders' meeting is proposed to consider and approve the remunerations for the directors and members of sub-committees for the year 2024. The details are as follows:

The Company sets out the rules and procedures for determination of the directors' remuneration, in which the Nomination, Remuneration and Governance Committee shall review the remuneration of the directors and members of sub-committees on an annual basis and make recommendation thereof to the Board of Directors to further propose to the shareholders' meeting for determination of remuneration of the directors and members of sub-committees.

In this regard, the Nomination, Remuneration and Governance Committee has considered the remuneration of the directors and members of sub-committees by taking into account the Company's operating results, the size of the business, and the responsibilities of the Board of Directors and subcommittees in comparison with other companies listed on the Stock Exchange of Thailand with a similar market capitalization and other listed companies within the same industry. Thus, the shareholders' meeting is proposed to determine the remuneration of the directors and members of sub-committees for the year 2024 as following details:

- (1) Monetary Remuneration
  - (1.1) Fixed remuneration to be quarterly paid for each position

Position	Remuneration for the year 2023 )Baht/Year(	Proposed Remuneration for the year 2024 )Baht/Year(	Changed
Chairman of the Board of Directors	593,775	593,775	-
Director	371,175	371,175	-
Chairman of the Audit Committee	223,650	223,650	-
Member of the Audit Committee	179,550	179,550	-
Chairman of the Nomination and Remuneration Committee	63,525	63,525	-
Member of the Nomination and Remuneration Committee	38,325	38,325	-
Chairman of the Risk Management Committee	63,525	63,525	-
Member of the Risk Management Committee	38,325	38,325	-
Chairman of the Environment, Social and Governance (ESG) Committee	63,525	63,525	-
Member of the Environment, Social and Governance (ESG) Committee	38,325	38,325	-

**Remark** Fixed remuneration shall be paid to directors and members of sub-committees who are not the executive of the Company only.

(1.2) Directors' bonus

-None-

(2) Other benefits

-None-

Details of the remuneration of the directors and members of sub-committees paid in the year 2023 are as set forth under section "Details of Monetary Remuneration of Directors for the Year 2023" of the Form 56-1 One Report Year 2023 in QR Code format, as per **Enclosure 1**.

**Opinion of the Board of Directors:** The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee, which has carefully considered the matter by taking into account the various factors, and deems it appropriate to propose to the shareholders'



meeting to consider and approve the remunerations for the directors and members of sub-committees as per the above details.

Remark: The resolution for this agenda requires a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

**Agenda 7 To consider other business (if any)**

According to Section 105 of the Public Limited Companies Act B.E. 2535 (1992) (including amended version), after the meeting of shareholders considers the agenda items as set out in the invitation, shareholders, individually or collectively holding not less than one-third of the Company's total issued shares, may propose to the meeting to consider any matters other than those proposed in the invitation.

In compliance with the principles of good corporate governance, the Company invited the shareholders to propose agenda items for the 2023 Annual General Meeting of Shareholders during the period from 1 October 2023 to 31 December 2023 as per the details disclosed on the Stock Exchange of Thailand's website and the Company's website on 29 September 2023. Nonetheless, no shareholders proposed any agenda item for this meeting.

In the event that the shareholders are unable to attend the meeting, the shareholders may appoint an independent director of the Company as proxy to attend the meeting and cast the votes on their behalf, the details of the independent directors of the Company are as set out in **Enclosure 5**. In this regard, the Company has enclosed Proxy Form B for the shareholders as per **Enclosure 6** and the shareholders can also download Proxy Form A, Form B or Form C from the Company's website at <https://www.sgcapital.co.th>. The Company kindly requests for the shareholders' cooperation to submit the proxy forms and the registration documents to the Company within Tuesday 17 April 2024 for the attention of the Company Secretary Department at the Company's address as follows:

SG Capital Public Company Limited

Company Secretary Department

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd. Bang Rak, Bang Rak, Bangkok 10500

Registration will be opened from 9.00 a.m. on the meeting date onwards. Since the Company will use the barcode system for the registration and vote count at the meeting, the shareholders and proxies are requested to bring the Notice of Meeting Form (Registration Form with QR Code) on the meeting date. The required documentary evidences for registering before attending the meeting are as set out in **Enclosure 4**. The Company will conduct the meeting in accordance with the meeting procedures and the Articles of Association of the Company as per **Enclosure 7**.

Therefore, please cordially be invited to attend 2024 Annual General Meeting of Shareholders on 18 April 2024 at 10:00 a.m., at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (**Hybrid Meeting**) on the date, time and venue as mentioned above. To attend the meeting, the shareholders are required to register at least 7 days prior to the meeting date. The registration period for the meeting is open from 11- 17 April, 2024.

Please be informed accordingly.

Sincerely yours,

SG Capital Public Company Limited

*-Signature-*

(Mr. Bibit Bijaisoradat)

Chairman of the Board of Directors

Remarks:

1. This Notice of Invitation and its Attachments are also posted on the Company's website <https://www.sgcapital.co.th> from 20 March 2024. For any queries, please forward your questions (if any) to E-mail address: [comsec@sgcapital.co.th](mailto:comsec@sgcapital.co.th) or the Company's address.
2. The Company attached proxy form (Form A, B and C) on the Company's website at <https://www.sgcapital.co.th> In addition, the shareholders can send the proxy form via email at [comsec@sgcapital.co.th](mailto:comsec@sgcapital.co.th)

Profiles and Work Experience of Auditors

Mr. Chokechai Ngamwutikul

KPMG Phoomchai Audit Ltd.

Certified Public Accountant (Thailand) No. 9728



Profiles and Work Experience

Professional Qualification

- Member of the Federation of Accounting Professions under the Royal Patronage;
- Certified Public Accountant, the Federation of Accounting Professions under the Royal Patronage;
- Auditor approved by the Securities and Exchange Commission of Thailand

Academic Qualification

- Master of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University;
- Bachelor of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University

Work Experience

He is an auditor of listed companies for more than 20 years performing auditing works for various types of businesses, namely electronic, manufacturing, commercial service, banking, leasing, non-life insurance businesses and not profit organizations, etc., including

- For auditing of financial statements, the scope of work covers Thai accounting standards, international financial reporting standards (IFRS), regulations of the Bank of Thailand, and regulations of the Office of Insurance Commission.

Contact Details

KPMG Phoomchai Audit Ltd.

50<sup>th</sup> Floor, Empire Tower. No. 1, South Sathorn Road, Yan Nawa, Sathorn, Bangkok 10120

Tel: 02-677-2000

Fax: 02-677-2222

## Profiles and Work Experience of Auditors

Ms. Phanthip Kulsantithumrong

KPMG Phoomchai Audit Ltd.

Certified Public Accountant (Thailand) No. 4208



## Profiles and Work Experience

## Professional Qualification

- Certified Public Accountant, the Federation of Accounting Professions under the Royal Patronage;
- Auditor approved by the Securities and Exchange Commission of Thailand

## Academic Qualification

- Master of Accountancy, Chulalongkorn University
- Bachelor of Accountancy, Thammasat University

## Work Experience

She is an auditor of listed companies for more than 34 years performing auditing works for various types of businesses, namely financial institution, banking, insurance, life insurance, securities, fund management and leasing businesses, etc., including

- Auditing of adequacy of risk-based capital;
- For management – insurance project consultant and being an advisor to the working group for preparing the implementation of accounting standards and financial reporting standards in relation to insurance contract phase 1;
- For auditing of financial statements, the scope of work covers Thai accounting standards, international financial reporting standards (IFRS), regulations of the Bank of Thailand, and regulations of the Office of Insurance Commission.

## Contact Details

KPMG Phoomchai Audit Ltd.

50<sup>th</sup> Floor, Empire Tower. No. 1, South Sathorn Road, Yan Nawa, Sathorn, Bangkok 10120

Tel: 02-677-2000

Fax: 02-677-2222

## Profiles and Work Experience of Auditors

Ms. Thitima Pongchaiyong

KPMG Phoomchai Audit Ltd.

Certified Public Accountant (Thailand) No. 10728



## Profiles and Work Experience

## Professional Qualification

- Certified Public Accountant, the Federation of Accounting Professions under the Royal Patronage;
- Auditor approved by the Securities and Exchange Commission of Thailand

## Academic Qualification

- Bachelor of Accountancy (First Class Honor), Bangkok University

## Work Experience

She is an auditor of listed companies for more than 18 years performing auditing works for various types of businesses, namely electronic, manufacturing, commercial service, banking, leasing, non-life insurance businesses and not profit organizations, etc., including

- For consultancy works - experiencing in advising on internal control audits for the Banks in Thailand;
- For quality supervision – providing auditing services for various companies to comply with IFRS, US, GAAP standards and regulations of the Stock Exchange of Thailand. In addition, she supervises audit work for clients in various business groups and experienced in issuing reports on the performance as mutually agreed for banks and financial companies.

## Contact Details

KPMG Phoomchai Audit Ltd.

50<sup>th</sup> Floor, Empire Tower. No. 1, South Sathorn Road, Yan Nawa, Sathorn, Bangkok 10120

Tel: 02-677-2000

Fax: 02-677-2222

**Profiles and Work Experience of Candidates Nominated for Election as Directors**


Mr. Bibit Bijaisoradat

**Type of Director Nominated for** Independent Director

**Age** 63 Year

**Nationality** Thai

**Current Positions in the Company**

- Chairman of the Board of Directors

(22 February 2021 – Present)

- Independent Director

(22 February 2021 – Present)

- Chairman of the Nomination and Remuneration Committee

(27 September 2021 – Present)

**Profiles and Work Experience**  
**Educational Qualifications and Training**  
**Program Beneficial to Duties**

- Master of Business Administration, National Institute of Development Administration
- Bachelor of Political Science, Major in International Relations, Chulalongkorn University
- Participated in: Director Certification Program, Class 24/2002
- Participated in: Audit Committee Program, Class 2/2004
- Participated in: Improving the Quality of Financial Reporting, Class 2/2009

**Shareholding in the Company**  
(Including related persons) 100,000 Shares (0.0031%)

**Current positions in other listed companies** 1 Company  
2002 – Present  
Chairman of the Board of Directors  
SAMMAKORN Public Company Limited

**Current positions in other companies and organizations** 8 Company  
2016 – Present Director CHITCHAROEN Property CO., LTD.  
2012 – Present Director TINY Wheels CO., LTD.  
2002 – Present Director SRIBATHANA CO., LTD.  
2002 – Present Director SRIDHARANI CO., LTD.

2002 – Present Director DANU Thai Holding CO., LTD.

2002 – Present Director The Spare Mining CO., LTD.

2001 – Present Director SUVARNACHAD CO., LTD.

2000 – Present MONGKHOL CHAIPATTANA CO., LTD.

Current directorship / executive position in other companies potentially having conflict of interest or in competition with the Company

-None-

Meeting attendance in the past year

● Board of Directors: 13/13 Meetings (100%)

● Nomination and Remuneration Committee :

7/7 Meetings (100%)

Number of years in office

3 Years (Should he be re-elected as a director, his entire tenure will be 6 years)

**Profiles and Work Experience of Candidates Nominated for Election as Directors**


Mr. Narathip Wirunechatapant

Type of Director Nominated for Director

Age 46 Year

Nationality Thai

Current Positions in the Company

-Director

(9 May 2023 – Present)

-Chairman of the Executive Committee

(9 May 2023 – Present)

-Member of the Nomination and Remuneration Committee

(9 May 2023 – Present)

-Authorized Directors

Profiles and Work Experience

Educational Qualifications and Training

Program Beneficial to Duties

- Master of Business Administration, Shinawatra University
- Master of Arts (Communication Arts), Chulalongkorn University
- Bachelor of Architecture (B.Arch.), Chulalongkorn University
- Participated in: Director Certification Program, Class 350/2023
- Participated in: The Roles of Management and Employees in Combating Anti-corruption

Shareholding in the Company

(Including related persons)

-None-

Current positions in other listed companies

1 Company

May 2023 - Present

Director /Chief Executive Officer /Investment and Risk

Management Committee

Singer Thailand Public Company Limited

Current positions in other companies and organizations

-None-



Current directorship / executive position in other companies potentially having conflict of interest or in competition with the Company	-None-
Meeting attendance in the past year	<ul style="list-style-type: none"> <li>● Board of Directors: 5/5 Meetings (100%)</li> <li>● Nomination and Remuneration Committee : 1/1 Meetings (100%)</li> <li>● Executive Committee : 8/9 Meetings (88.88%)</li> </ul>
Number of years in office	1 Years (Should he be re-elected as a director, his entire tenure will be 4 years)

### Definition of Independent Director of the Company

1. Holding shares of not exceeding 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, including the shares held by related persons of that independent director.
2. Not being or having been an executive director, employee, staff, advisor who receives a regular salary or a controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder, or controlling person of the Company. Unless he or she has retired from such a position for not less than 2 years before being appointed as a director. However, such prohibited characteristics do not include the case where independent directors used to be government officials, advisors to a government agency that is a major shareholder or a controlling person of the Company.
3. Not being a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including the spouse of a child of other directors, senior executives, major shareholders, controlling person, or a person who will be nominated as a director, senior management or a controlling person of the Company or its subsidiaries.
4. Not having or having had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder, or a controlling person of the Company in a manner that may obstruct the exercise of his independent judgment. Including not being or having been a significant shareholder or a controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company. Unless he or she has retired from such a position for not less than 2 years before the date of appointment as a director. Above business relationship include commercial transactions that are normally done for the business of renting or renting real estate, transactions relating to assets or services or providing or receiving financial assistance by accepting or lending, guaranteeing, or providing assets as collateral for liabilities including other similar behaviors. As a result, the Company or the parties to the contract have debts that must be paid to the other party from 3 percent of the net tangible assets of the Company or over 20 million Baht, whichever is lower. However, in considering such indebtedness, it shall include the indebtedness incurred during the 1 year prior to the date of business relationship with the same person.
5. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder, or a controlling person of the Company. The person shall not be a significant shareholder, controller, or partner of the audit firm which are auditors of the Company, parent company, subsidiary company, associated company, major shareholder, or the controlling person of the Company. Unless he or she has retired from such a position for at least 2 years before the date of appointment as a director.

6. Not being or having been a professional service provider, including legal advisory services or financial advisor, which receives service fees of more than 2 million Baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company and not being a significant shareholder, controller or partner of that professional service provider as well. Unless he or she has retired from such a position for not less than 2 years before the date of appointment as a director.
7. Not being a director who has been appointed as a representative of the Company's directors, major shareholders or shareholders who are related to major shareholders.
8. Does not operate a business with the same condition and is a significant competition with the business of the Company or a subsidiary and not a partner with shares in a partnership or being an executive director, employee, staff, advisor who receives a regular salary or holding more than 1% of shares with voting rights of any other company operating a business of the same nature and in significant competition with the business of the Company or its subsidiaries.
9. Having no other characteristics that make it impossible to express independent opinions on the operations of the Company.

### Required Documentary Evidences for Registering before Attending the Meeting

1. Attending the meeting at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok

#### 1.1 The required documentary evidences for registering before attending the meeting

The shareholders or proxies who wish to attend the meeting at the meeting place must provide the following documents for registering before attending the meeting. In case of changing the name – surname so that it differs to the name – surname showing in the required documentary evidences, the certificate of name – surname change must be supported.

##### 1.1.1 Attending the meeting in person

A copy of valid identity card of the shareholder issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the shareholder.

##### 1.1.2 Attending the meeting by proxy

###### (1) Shareholder is a natural person

- The Proxy Form A or Proxy Form B which is filled in completely and signed by the shareholder and the proxy, and affixed with THB 20 duty stamp;
- A copy of valid identity card of the shareholder issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the shareholder; and
- A copy of valid identity card of the proxy issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the proxy.

###### (2) Shareholder is a juristic person

- The Proxy Form A or Proxy Form B which is filled in completely and signed by the authorized representative affixing with its seal )if any (and the proxy, and affixed with THB 20 duty stamp;
- A copy of the affidavit or registration certificate of the juristic person issued by the Ministry of Commerce or other relevant authorities no later than 6 months before the meeting date, which is certified true by the authorized representative and affixed with its seal (if any);
- A copy of valid identity card of the authorized representative who sign in the proxy form, which issued by the governmental authorities, such as identification card, driving license or passport that is certified true by such person;

- A copy of valid identity card of the proxy issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the proxy; and
- In case of juristic person registered in other countries, it must be enclosed by the translation of the above documents into English and/or Thai which is certified true by the authorized representative and affixed with its seal (if any).

(2) Custodian

- The Proxy Form C which is filled in completely and signed by the authorized representative of the Custodian affixing with its seal (if any) (and the proxy, and affixed with THB 20 duty stamp;
- A copy of the affidavit of the Custodian issued by the Ministry of Commerce or other relevant authorities no later than 6 months before the meeting date, which is certified true by the authorized representative of the Custodian and affixed with its seal (if any);
- A copy of documentary evidence certifying the operation of Custodian business, which is certified true by the authorized representative of the Custodian and affixed with its seal (if any);
- A copy of valid identity card of the authorized representative of the Custodian who sign in the proxy form, which issued by the governmental authorities, such as identification card, driving license or passport that is certified true by such person;
- The Power of Attorney by shareholder authorizing the Custodian to sign the proxy form on his or her behalf. It must be enclosed by the identity card of shareholder being supporting document for such Power of Attorney which is certified true by the shareholder; and
- A copy of valid identity card of the proxy issued by the governmental authorities, such as identification card, driving license or passport which is certified true by the proxy.

The shareholder wishing to grant proxy to other person to attend the meeting on his/her behalf can grant a proxy to anyone as his/her intention or to the Company's independent directors. The information of independent directors for appointing as the proxy of shareholders is shown in **Enclosure 5**. In this regard, the shareholders is requested to submit the proxy form which is completely filled in together with the required documentary evidences to the Company's head office at:

SG Capital Public Company Limited

Company Secretary Department

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak,

Bangkok 10500

Within 4.30 p.m. of 17 April 2024 in order to provide sufficient time for Company's staff to verify.

## 2. Attending the meeting via electronic device

### 2.1 The requisition for attending the meeting via electronic device

The shareholders and proxies who wish to attend the meeting via electronic device, please follow the below instruction:

2.1.1 Please notify your intention to attend the meeting via electronic device by submitting the following documents to the Company:

(1) The documentary evidences as stipulated in No. 1.1 “The required documentary evidences for registering before attending the meeting” above; and

(2) The Acceptance Form for Attending the Meeting via Electronic Means )Enclosure 9(. Please specify your email and telephone no. explicitly.

2.1.2 Please deliver the documents in )1( and )2( above to the Company from 11-17 April 2024 by the following means:

(1) Email channel: [comsec@sgcapital.co.th](mailto:comsec@sgcapital.co.th) or

(2) Postal channel: by delivering to the Company’s head office at

SG Capital Public Company Limited

Company Secretary Department

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak,

Bangkok 10500

After the Company completes the verification of name of shareholders as of 28 March 2024 which is the date to determine the list of shareholders being entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date). The electronic conferencing service provider will send the Meeting Link and Manual for attending the meeting to the email that the Company has been informed. The Meeting Link will be sent at least two day in advance of the meeting date.



### 2.2 The meeting attendance via electronic device

2.2.1 After the shareholder and proxy who notified their intention to attend the meeting via electronic device have been verified, the electronic conferencing service provider will send the Meeting Link and Manual for attending the meeting to them at least 2 day in advance of the meeting date. Please study the Meeting Manual attentively. In case that the shareholder and proxy have not received such email within 16 April 2024, please contact the Company immediately at [comsec@sgcapital.co.th](mailto:comsec@sgcapital.co.th)

2.2.2 Meeting attendance and vote casting via electronic device can be smoothly completed through Computers / Notebooks / Tablet and Mobile Phones on Web Browser: Chrome with 4 G internet speed or basic home internet.

Remark:

A. In case of attending the meeting via Tablet or Mobile Phones, Zoom Cloud Meeting program must be installed prior to attending the meeting, which can be downloaded from the following QR Code:

iOS System	Android System
	
<p><a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a></p>	<p><a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a></p>

B. The electronic meeting system will be opened for registering 1 hours before the scheduled time. However, the live broadcast will start at the time of the meeting only.

C. The shareholder account no. and identification card no. will be used for entering the electronic meeting system.

D. With regard to vote casting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately.

E. If attendees have any problems in using the electronic meeting system, you can contact OJ International Company Limited at the telephone no. specified in the email that sends you the Meeting Manual.

Information of Independent Directors for Appointing as the Proxy of Shareholders

The 2024 Annual General Meeting of Shareholders



1 Name : Mr. Suranit Sorasuchart  
 Position : Independent Director  
 Age : 64  
 Address : No. 72 NT Bangrak Tower, 20 Fl.  
 Charoen Krung Rd. Bang Rak,  
 Bang Bangkok 10500  
 Special conflict of interest in meeting agendas : Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024



2 Name : Mr. Pongsak Achakulwisut  
 Position : Independent Director  
 Age : 61  
 Address : No. 72 NT Bangrak Tower, 20 Fl.  
 Charoen Krung Rd. Bang Rak,  
 Bang Rak, Bangkok 10500  
 Special conflict of interest in meeting agendas : - Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024



3 Name : Mr. Pisit Puapan, PhD  
 Position : Independent Director  
 Age : 49  
 Address : No. 72 NT Bangrak Tower, 20 Fl.  
 Charoen Krung Rd. Bang Rak,  
 Bang Rak, Bangkok 10500  
 Special conflict of interest in meeting agendas : Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024



## PROXY FORM A (SIMPLE FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E. 2550

Duty Stamp 20 Baht
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Written at .....

Date ..... Month ..... Year.....

(1) I / We ..... Nationality .....

Address No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code.....

(2) Being a shareholder of **SG Capital Public Company Limited**,

Holding the total amount of ..... shares with the voting right of ..... votes as follow:

 Ordinary share ..... shares with the voting right of ..... votes Preferred share ..... shares with the voting right of ..... votes

(3) Do hereby appoint either one of the following persons:

 (1) ..... Age ..... Years

Address No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code..... or

 (2) Mr. Suranit Sorasuchart ..... Age ..... 64 ..... Years Position ..... **Independent Director** .....

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500 or

 (3) Mr. Pongsak Achakulwisut ..... Age ..... 61 ..... Years Position ..... **Independent Director** .....

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500 or

 (4) Mr. Pisit Puapan ..... Age ..... 49 ..... Years Position ..... **Independent Director** .....

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500

Only one person above is my/our proxy to attend and vote on my/our behalf at **the 2024 Annual General Meeting of Shareholders to be held on Thursday 18 April 2024 at 10:00 a.m.**, at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting) or at any adjournment thereof to any other date, time and venue or other methods.

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respect.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

**Remark:**

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

**PROXY FORM B (SPECIFIC DETAILS FORM)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (No.5) B.E. 2550**

Duty Stamp 20 Baht
-----------------------

Written at .....

Date .....Month .....Year.....

(1) I / We ..... Nationality .....

Address No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(2) Being a shareholder of **SG Capital Public Company Limited**,

Holding the total amount of ..... shares with the voting right of ..... votes as follow:

 Ordinary share ..... shares with the voting right of ..... votes Preferred share ..... shares with the voting right of ..... votes

(3) Do hereby appoint either one of the following persons:

 (1) ..... Age ..... Years

Address No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....or

 (2) Mr. Suranit Sorasuchart Age 64 Years Position Independent DirectorNo. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500 or (3) Mr. Pongsak Achakulwisut Age 61 Years Position Independent DirectorNo. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500 or (4) Mr. Pisit Puapan Age 49 Years Position Independent DirectorNo. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500

Only one person above is my/our proxy to attend and vote on my/our behalf at **the 2024 Annual General Meeting of Shareholders to be held on Thursday 18 April 2024 at 10:00 a.m.**, at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting) or at any adjournment thereof to any other date, time and venue or other methods.

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

**Agenda 1 To acknowledge the Company's performance report for the year 2023 ended 31 December 2023**

No casting of votes in this agenda

**Agenda 2 To consider and approve the Company's financial statements for the year 2023 ended 31 December 2023**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Approve       Disapprove       Abstain

**Agenda 3 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended December 31, 2023**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Approve       Disapprove       Abstain

**Agenda 4 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Approve       Disapprove       Abstain

**Agenda 5 To consider and approve the election of directors to replace the directors being retired by rotation**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
- Elect the entire group of nominated directors
- Approve       Disapprove       Abstain
- Elect each nominated director individually
1. Mr. Bibit Bijaisoradat
- Approve       Disapprove       Abstain
2. Mr. Narathip Wirunachatapant
- Approve       Disapprove       Abstain

**Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Approve       Disapprove       Abstain

**Agenda 7 To consider other matters (if any)**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Approve       Disapprove       Abstain

(5) Vote of the proxy in any Agenda which is not in accordance with this Proxy Form shall be invalid and shall not be the vote of mine/us as the shareholders.

(6) In the case that I did not specify a vote in an agenda or such vote is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my/our behalf as the proxy deems appropriate.

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

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

**Remark:**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In case there is any further agenda apart from specified above brought into consideration in the meeting, the Grantor may use the Regular Continued Proxy Form B as attached.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholders of SG Capital Public Company Limited

At the 2024 Annual General Meeting of Shareholders to be held on Thursday, April 18, 2024 at 10:00 a.m., at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting) or at any adjournment thereof to any other date, time and venue or other methods.

-----

Agenda No. .... Subject .....

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

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

Approve       Disapprove       Abstain

Agenda No. .... Subject .....

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

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

Approve       Disapprove       Abstain

Agenda No. .... Subject .....

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

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

Approve       Disapprove       Abstain

Agenda No. .... Subject .....

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

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

Approve       Disapprove       Abstain

Agenda No. .... Subject .....

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

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

Approve       Disapprove       Abstain

PROXY FORM C  
(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)  
According to Regulation of Department of Business Development  
Re: Form of Proxy (No.5) B.E. 2550

Duty Stamp  
20 Baht

Written at .....

Date ..... Month ..... Year .....

(1) I / We ..... Nationality .....

Address No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

As a custodian for .....

Being a shareholder of **SG Capital Public Company Limited**,

Holding the total amount of ..... shares with the voting right of ..... votes as follow:

Ordinary share ..... shares with the voting right of ..... votes

Preferred share ..... shares with the voting right of ..... votes

(2) Do hereby appoint either one of the following persons:

(1) ..... Age ..... Years

Address No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code ..... or

(2) ... Mr. Suranit Sorasuchart ..... Age ..... 64 ..... Years Position ..... **Independent Director** .....

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500 or

(3) ... Mr. Pongsak Achakulwisut ..... Age ..... 61 ..... Years Position ..... **Independent Director** .....

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500 or

(4) ... Mr. Pisit Puapan ..... Age ..... 49 ..... Years Position ..... **Independent Director** .....

No. 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd., Bang Rak, Bang Rak, Bangkok 10500

Only one person above is my/our proxy to attend and vote on my/our behalf at the **2024 Annual General Meeting of Shareholders to be held on Thursday 18 April 2024 at 10:00 a.m.**, at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting) or at any adjournment thereof to any other date, time and venue or other methods.

(3) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
  - Ordinary share ..... shares with the voting right of ..... votes
  - Preferred share ..... shares with the voting right of ..... votes
  - Total ..... votes

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

**Agenda 1 To acknowledge the Company’s performance report for the year 2023 ended 31 December 2023**

No casting of votes in this agenda

**Agenda 2 To consider and approve the Company’s financial statements for the year 2023 ended 31 December 2023**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Approve .....votes     Disapprove .....votes     Abstain .....votes

**Agenda 3 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended December 31, 2023**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Approve .....votes     Disapprove .....votes     Abstain .....votes

**Agenda 4 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Approve .....votes     Disapprove .....votes     Abstain .....votes

**Agenda 5 To consider and approve the election of directors to replace the directors being retired by rotation**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction:
  - Elect the entire group of nominated directors
  - Approve .....votes     Disapprove .....votes     Abstain .....votes



Elect each nominated director individually

1. Mr. Bibit Bijaisoradat

Approve .....votes  Disapprove .....votes  Abstain .....votes

2. Mr. Narathip Wirunechatapant

Approve .....votes  Disapprove .....votes  Abstain .....votes

**Agenda 6 To consider and approve the remunerations for the directors and members of sub-committees for the year 2024**

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

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

Approve .....votes  Disapprove .....votes  Abstain .....votes

**Agenda 7 To consider other matters (if any)**

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

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

Approve .....votes  Disapprove .....votes  Abstain .....votes

(5) Vote of the proxy in any agenda which is not in accordance with this Proxy Form shall be invalid and shall not be the vote of mine/us as the shareholders.

(6) In the case that I did not specify a vote in an agenda or such vote is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my/our behalf as the proxy deems appropriate.

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

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

**Remark:**

1. This Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In case there is any further agenda apart from specified above brought into consideration in the meeting, the grantor may use the Regular Continued Proxy Form C as attached.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholders of SG Capital Public Company Limited

At the 2024 Annual General Meeting of Shareholders to be held on Thursday 18 April 2024 at 10:00 a.m., at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting) or at any adjournment thereof to any other date, time and venue or other methods.

-----  
 Agenda No. .... Subject .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my/our following instruction:

Approve .....votes  Disapprove .....votes  Abstain .....votes

Agenda No. .... Subject .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my/our following instruction:

Approve .....votes  Disapprove .....votes  Abstain .....votes

Agenda No. .... Subject .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my/our following instruction:

Approve .....votes  Disapprove .....votes  Abstain .....votes

Agenda No. .... Subject .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my/our following instruction:

Approve .....votes  Disapprove .....votes  Abstain .....votes

Agenda No. .... Subject .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my/our following instruction:

Approve .....votes  Disapprove .....votes  Abstain .....votes

**Articles of Association of the Company in relation to the Shareholder Meeting**

Article 17. During twenty-one (21) days prior to each shareholder meeting date, the Company may refrain from accepting share transfer registration. In this regard, the announcement shall be made to the shareholders in advance at the head office and all branch offices of the Company not less than fourteen (14) days prior to the suspension date of share transfer registration. In the event that the Company does not choose to refrain the acceptance of share transfer registration, the Board of Directors may set the date on which shareholders shall have the right to attend the meeting and vote (Record Date) in accordance with the criteria and procedures prescribed by the securities and exchange laws.

However, the Record Date set by the Board of Directors under the first paragraph shall be not over two (2) months prior to the shareholder meeting date, but not before the date that the Board of Directors has scheduled as shareholder meeting date. When the Board of Directors has set the date for determining the names of shareholders who are entitled to attend the meeting and vote (Record Date), it cannot be changed.

Article 20. The shareholder meeting shall elect directors according to the following criteria and methods:

- (1) Each shareholder shall has the votes equal to one (1) share per one (1) vote;
- (2) Each shareholder may use all the votes that he/she has under (1) to elect one or more persons to be directors. In the case of electing several persons to be directors, the votes cannot be divided among several candidate;
- (3) For the candidates who receive a majority vote of the total number of votes of the shareholders attending the meeting and casting the vote and receive the highest number of votes in descending order, they will be elected as directors equal to the numbers of directors required or to be elected at the meeting. In the event that the elected persons in descending order have equal votes causing the number of directors exceed the number of directors required or to be elected at that time, the chairman of the meeting shall have a deciding vote;

Article 21. At least one-third (1/3) of the total number of directors shall retire by rotation at the annual general meeting of shareholder in each year and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third shall retire.

The retired directors are eligible for re-election.

The directors to be retired in the first and second years after the registration of the company shall be decided by drawing. For the subsequent years, the directors who have been in office for longest time shall retire.

Article 24. In the event that the director position becomes vacant due to reasons other than the completion of the office term, the Board of Directors may appoint the qualified person having no prohibited characteristics under the relevant laws as director to replace such vacant position at the next meeting of the Board of Directors, unless the remaining term of that director is less than two (2) months. The appointed director shall hold the directorship only for the remaining term of the director that he/she replaces.

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourths (3/4) of the number of remaining directors.

In the case that the number of directors become vacant until the number of directors is less than the number required for a quorum. The remaining directors shall temporarily act on behalf of the Board of Directors only for arranging for the shareholder meeting to elect directors to fill all vacant position within one (1) month from the date on which vacant until the number of directors is less than the number required for a quorum. The elected director shall hold the directorship only for the remaining term of the director that he/she replaces.

Article 34. The Company is prohibited from paying money or other assets to directors unless it is paid as remunerations for directors. The directors are entitled to receive remunerations from the Company according to the criteria and Articles of Association of the Company or as the shareholder meeting considers and approves with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The directors' remuneration may be determined in a fixed amount or set as specific criteria, and may be fixed from time to time or effective forever until the shareholder meeting resolves to change otherwise.

The statement in the first paragraph shall not affect the rights of directors appointed from employees of the Company to receive salary and benefits as employees of the Company.

Article 38. The Board of Directors shall hold the general meeting of shareholders within four (4) months from the end of the Company's fiscal year. This meeting is called the annual general meeting of shareholders.

The other meetings of shareholders apart from the first paragraph is called the extraordinary general meeting of shareholders. The Board of Directors may convene the extraordinary general meeting of shareholders whenever it deems suitable.

One or several shareholders holding aggregate number of shares of not less than ten (10) percent of the total number of paid-up shares may submit the letter requesting the Board of Directors to hold extraordinary general meeting of shareholders at any time. In this regard, the issue and reason for calling the said meeting shall be clearly specified in such letter.

In this case, the Board of Director shall schedule the meeting date within forty-five (45) days from the date of receiving such request.

If the Board of Directors fails to hold a meeting within the period under the third paragraph, all shareholders who submit the letter or other shareholders, holding the aggregate number of shares as required above, may jointly call and schedule the meeting date within forty-five (45) days from the expiration of such period under the third paragraph. In such case, it shall be deemed that the meeting of shareholders is called by the Board of Directors. The Company shall be responsible for necessary expenses arising from the arrangement of the meeting and reasonable facilitation.

In the case where, at the shareholder meeting called by the shareholders under the fourth paragraph, the number of shareholders attending the meeting does not constitute a quorum as stipulated in this Articles of Association, the shareholders under the fourth paragraph shall jointly be responsible to and compensate the Company for the expenses incurred from holding of such meeting.

Article 39. With regard to calling a shareholder meeting, the Board of Directors shall prepare a meeting notice indicating the place, date, time, agenda items, and the matters including appropriate detail for being proposed to the shareholder meeting. In this connection, the proposed matters shall be resolved by the Board of Directors' meeting and shall state clearly whether it was proposed for acknowledgment, approval, or consideration, as the case may be, together with opinions of the Board of Directors on each matter. The meeting notice shall be submitted to the shareholders and registrar not less than seven (7) days prior to the meeting date. The publication of the meeting notice shall also be made in a newspaper for a period of not less than three (3) consecutive days at least three (3) days prior to the meeting date.

Article 40. The meeting of shareholders may be held in the form of electronic conferencing by conducting the meeting via electronic media. In this regard, the security measures for electronic conferencing shall be in accordance with the relevant laws and regulations.

Article 41. In the shareholder meeting, the quorum of the meeting shall consist of the shareholders or proxies (if any) attending the meeting of not less than twenty-five (25) persons or holding the aggregate number of shares of not less than one-half (1/2) of the total paid-up shares, and shall hold the aggregate number of shares of not less than one-third (1/3) of the total paid-up shares, so that a quorum is constituted.

In the event that, at any shareholder meeting, the number of shareholders attending the meeting does not constitute a quorum as stipulated in the first paragraph after one (1) hour has passed since the scheduled meeting time, if the meeting was requested by the shareholders, such meeting shall be cancelled. If such meeting was not called by the request of shareholders, such meeting shall be re-convened. In this case, the meeting notice shall be submit to the shareholders not less than seven (7) days prior to the meeting date. The re-convened meeting shall not require a quorum.

Article 42. In the shareholder meeting, the shareholders may authorize other persons to attend the meeting and vote on their behalf. The proxy shall be made in writing and signed by the grantor, and follow the form prescribed by the registrar. In this connection, the proxy shall be given to the Chairman of the Board of Director or the designated person at the meeting place before attending the meeting. The proxy shall contain at least following items:

- (1) Number of shares held by the grantor;
- (2) Name of the proxy; and
- (3) Time of the meeting where a proxy is granted to attend and cast the vote.

Proxy may be made by electronic means instead provided that the method used shall be safe and reliable to ensure that the proxy is executed by the shareholder.

Article 43. The Chairman of the Board of Directors shall act as the chairman of shareholder meeting. If the Chairman of the Board of Directors is not present at the meeting or cannot perform his duty, the Vice Chairman of the Board of Directors shall act as the chairman of the meeting. If there is no Vice Chairman of the Board of Directors or if he/she cannot perform his/her duty, the shareholder meeting shall elect a shareholder present at the meeting to act as the chairman of the meeting.

Article 44. In casting votes at a shareholder meeting, it shall be deemed that one (1) share has one (1) vote.

Voting shall be made openly, unless at least five (5) shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

Aside from the election of directors, any shareholder who have a conflict of interest in any matter, such shareholder shall not be entitled to vote on that matter.

The resolution of the shareholder meeting shall consist of the following votes;

- (1) In general, a resolution shall be passed by a majority vote of shareholders attending the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have one (1) additional deciding vote.
- (2) To determine the directors' remuneration, a resolution shall be passed by a vote of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.
- (3) For the following agenda items, a resolution shall be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.
  - (3.1) To sell or transfer the whole or important parts of the business of the Company to other persons;
  - (3.2) To acquire or accept the transfer of a business of other private companies or public companies by the Company;
  - (3.3) To enter into, revise, or terminate the agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing the profits and losses;
  - (3.4) To amend the Memorandum of Association or the Articles of Association of the Company;
  - (3.5) To increase or decrease the registered capital of the Company;
  - (3.6) To dissolve the Company;
  - (3.7) To issue the debentures of the Company for public offering;
  - (3.8) To amalgamate the Company's business with other companies;
  - (3.9) To perform other matters as required the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

Article 45. The businesses that the annual general meeting of shareholders shall conduct are as follows:

- (1) To acknowledge the Board of Directors' report on the Company's business operation in the past year;
- (2) To consider and approve the balance sheets or statement of financial positions and profit and loss accounts at of the end of the company's fiscal year;



- (3) To consider and approve the allocation of net profit and payment of dividend;
- (4) To consider and approve the election of new directors to replace the directors who are due to retire by rotation and the determination of remunerations for the directors;
- (5) To consider and approve the appointment of auditors and the determination of audit fee;
- (6) To consider other matters.

Article 48. The Board of Directors shall prepare the accurate and complete balance sheets and profit and loss accounts at the end of the Company's fiscal year for proposing to the annual general meeting of shareholders for approval. The Board of Directors shall arrange for the auditors to review the balance sheets and profit and loss accounts before proposing them to the shareholder meeting.

In this regard, the Board of Directors shall ensure that the annual financial statements that have been audited by the auditors and the quarterly financial statements that have not been audited by the auditors are prepared in accordance with the relevant criteria and within the period prescribed by relevant laws.

Article 50. The annual general meeting of shareholders shall appoint the auditor of the Company and determine the audit fee for such auditors. The retired auditors may be re-elected.

The auditor shall not be a director, employee or person holding any position in the Company.

In this regard, the Company will consider to rotate the auditors to be in accordance with the criteria set forth in the securities and exchange laws including other relevant laws.

Article 54. It is prohibited to pay the dividend from money other than profit. In the event that the Company still has accumulated losses, the dividend payment is prohibited. The Board of Directors shall determine the amount of dividend as deemed appropriate.

The dividend shall be distributed according to the number of shares, each share equally, except in the case where the Company issues preferred shares that requires different rate from ordinary shares, the Company shall pay the dividend for preferred shares as specified. The dividend payment shall be approved by the shareholder meeting unless it is an interim dividend payment.

The Board of Directors may occasionally pay interim dividend to shareholders if the Board of Directors opines that the Company had sufficient profit to do so. The payment of interim dividend shall be reported to the shareholder meeting at the next meeting.

In the event that the Company has not completely sold all of its shares according to the number of registered shares or the Company has registered for increasing of its registered

capital, the Company may pay dividend in whole or in part by allocating new ordinary shares to shareholders with the approval of the shareholder meeting.

The payment of dividend shall be made within one (1) month from the date received an approval from the shareholder meeting or the Board of Directors. In this regard, the notice of dividend payment shall be sent in writing to the shareholders and shall also be advertised in a newspaper for at least three (3) consecutive days.

Article 55. The Company shall allocate part of the annual net profit as a reserve fund of not less than five (5) percent of the annual net profit deducted by the accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than ten percent (10) of the registered capital. In addition to the aforementioned reserve funds, the Board of Directors may propose to the shareholder meeting to resolve to allocate other reserves as it deems appropriate for the Company's business operations.

Map of Meeting Venue

SG Capital has determined the 2024 Annual General Meeting of Shareholders on 18 April 2024 at 10:00 a.m., at the meeting room on No. 72, NT Bangrak Tower, Floor 30, Charoen Krung Road, Bangrak, Bangkok 10500 and via electronic media according to the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws (Hybrid Meeting). The shareholders and proxies who wish to attend the meeting at the meeting venue, please study the map of meeting venue as follows:



Bus: Line 1, 16, 35, 36, 45, 75, 93 and 162

BTS: The nearest station is Saphan Taksin Station. Please connect to other public transportation.

MRT: The nearest station is Hua Lamphong Station. Please connect to other public transportation.

Boat: Si Phraya Pier

เอกสารตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เอสจี แคปปิตอล จำกัด (มหาชน)

Acceptance Form for Attending the Meeting via Electronic Device of SG Capital Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We Identification Card/Passport No.

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอสจี แคปปิตอล จำกัด (มหาชน)

Being a shareholder of SG Capital Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น

Holding the total amount of shares.

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

I would like to attend and cast the vote at the 2024 Annual General Meeting of Shareholders via electronic device:

เข้าร่วมประชุมด้วยตัวเอง

Self-attending

มอบฉันทะให้ (นาย/นาง/นางสาว)..... เข้าร่วมการประชุมดังกล่าว

Proxy to

to attend the meeting.

(3) ข้อมูลในการจัดส่ง Link และคู่มือการใช้งานระบบประชุม

Please send the Link and Manual for attending the meeting via below channels:

อีเมล.....(โปรดระบุ)

E-Mail

Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Phone No.

Please fil in the blank.

(4) จัดส่งเอกสารและหลักฐานเพื่อยืนยันตัวตน ตามเอกสารแนบ 4 ได้ตั้งแต่วันที่ 11-17 เมษายน 2567

Please submit the required document per an Enclosure 4 form 11- 17 April 2024.

(5) เมื่อได้รับการยืนยันตัวตน ผู้ให้บริการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์จะจัดส่ง Link สำหรับเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the service provider will send the Link and Manual for attending the meeting via your given email.

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account No. and your Identification Card No. for log in to the meeting system.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

แบบฟอร์มส่งคำถามล่วงหน้า

Advance Enquiry Submission Form

ข้าพเจ้า (โปรดกรอกชื่อ-สกุล ด้วยตัวบรรจง) .....

I/We (Please fill in full name with proper handwriting)

ที่อยู่เลขที่..... หมู่..... ซอย.....

Address No Moo Soi

หมู่บ้าน..... ถนน.....

Village Road

ตำบล /แขวง.....อำเภอ/เขต.....

Sub-District District

จังหวัด.....รหัสไปรษณีย์.....

Province Postal code

โทรศัพท์.....อีเมล (ถ้ามี).....

Phone Number E-mail (if any)

มีความประสงค์จะสอบถามเกี่ยวกับบริษัท หรือ ระเบียบวาระการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ดังนี้

Please make inquiries about the company or agenda of the 2024 Annual General Meeting of Shareholders via electronic device as follows:

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.....

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.....

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

จากนั้น โปรดส่งแบบฟอร์มนี้มายังบริษัท ทาง E-mail : [comsec@sgcapital.co.th](mailto:comsec@sgcapital.co.th) ภายในวันที่ 17 เมษายน 2567

ทั้งนี้ หากเป็นคำถามที่ไม่เกี่ยวกับบริษัท หรือ ระเบียบวาระการประชุมในครั้งนี้ บริษัทขอสงวนสิทธิใน การไม่ตอบคำถามดังกล่าว

Please send this completely filled via e-mail: [comsec@sgcapital.co.th](mailto:comsec@sgcapital.co.th) within 17 April 2024. Regarding your enquiries, the Company reserves its right not to answer any question being unrelated to the Company or agendas of the 2024 Annual General Meeting of Shareholders via electronic device.