



(Translation)

March 8, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of i-Tail Corporation Public Company Limited (“the Company”)

Enclosed:

1. The Articles of Association concerning the Shareholders’ Meeting (Page 13-16)
2. Copy of Minutes of the 2022 Annual General Meeting of Shareholders (Page 17-33)
3. Profiles of candidates nominated for election as directors of the Company (Page 34-38)
4. Information for appointment of the Company’s independent auditor (Page 39-40)
5. Regulations for attending the shareholders' meeting by electronic meeting, and identification documents to confirm the shareholder or representative of the shareholder (Page 41-43)
6. Profile of independent directors for proxy case (Page 44)
7. Proxy Form A, B and C (Proxy Form B is recommended) (Page 45-52)
8. Request Form for the 2022 Annual Report (56-1 One Report) in Hard Copy (Page 53)
9. Privacy Notice (Page 54)

The Board of Directors Meeting No. 1/2023 unanimously resolved to convene the 2023 Annual General Meeting of Shareholders on Wednesday, April 5, 2023, at 1:00 p.m. via electronic media platform (E-AGM) broadcast live from i-Tail Corporation Public Company Limited, SM Tower, Phaholyothin Road, Bangkok.

For the purpose of setting the agenda for the 2023 Annual General Meeting of Shareholders, the Company announced on its website and through the Electronic Company Information Disclosure system of the Stock Exchange of Thailand to allow shareholders to propose important matters to be considered as agenda items between December 28, 2022, and February 3, 2023, in accordance with the principles of good corporate governance for listed companies. However, no shareholder proposed any agenda items for the 2023 Annual General Meeting of Shareholders during this period. Therefore, the Company would like to inform the meeting agenda for the 2023 Annual General Meeting of Shareholders in accordance with the Board of Directors' resolutions as follows:

Agenda 1 To certify the minutes of the 2022 Annual General Meeting of Shareholders

Background and Rationale: Copy of Minutes of the 2022 Annual General Meeting of Shareholders in Enclosure 2 (Page 17-33).

Board of Directors’ Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to certify the minutes of the 2022 Annual General Meeting of Shareholders on March 31, 2022, which were accurately prepared.

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

Agenda 2 To consider and acknowledge the Company’s annual report and the operational results for year 2022.

Background and Rationale: The Company’s operating results for 2022 and other important information are presented in the 2022 Annual Report (56-1 One Report), which has been distributed to the shareholders along with this Notice of the Meeting.

Board of Directors' Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge the 2022 Annual Report (56-1 One Report) and operational results for the year 2022.

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

Agenda 3 To consider and approve the financial statements for the fiscal year ending 31 December, 2022 and the independent auditor report.

Background and Rationale: The Company's financial statements for the fiscal year ending December 31, 2022, and the independent auditor report were audited by the Company's independent auditor and reviewed by the Audit Committee. The financial statements have been included in Section 3 - Financial Statements of the 2022 Annual Report (56-1 One Report). Shareholders are able to download the report using the QR Code provided in this Notice of the Meeting. The summary details are as follows:

(Unit: Million THB)

Items	2022 (Current Proposal)	2021
Total Assets	25,749.59	14,933.79
Total Liabilities	3,143.45	10,602.32
Total Shareholders' Equity	22,606.14	4,331.47
Paid-up Capital	3,000.00	360.00
Total Revenue from Sales	22,528.47	7,107.87
Net Profit	4,469.73	1,575.85
Earnings per share (Baht per share)	2.52	4.44 ⁽¹⁾

Remark:

1. Earnings per share for the year ending December 31, 2021 was based on share capital of 360 million shares.

Board of Directors' Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the Company's financial statements for the fiscal year ending December 31, 2022, and the independent auditor report thereon. The financial statements were audited by the Company's independent auditor in accordance with Section 112 of the Public Limited Companies Act B.E. 2535. The auditor's opinion is that the proposed financial statements are accurate and comply with the generally accepted accounting principles. The report was also reviewed by the Audit Committee and presented to the Board of Directors' meeting.

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

Agenda 4 To consider and approve the allocation of retained earnings and net profit for 2022 operating results.

Background and Rationale: According to the audited operating results for the fiscal year ending December 31, 2022, the Company and its subsidiaries had a net profit of 4,469.73 million THB and a net profit attributable to owners of the parent of 4,470.18 million THB. In addition, the Board of Directors' Meeting No.6/2022 held on August 5, 2022, approved an allocation of net profit to



a legal reserve of 264 million THB, representing 5.91% of the annual net profit. The total legal reserve is 300 million THB, representing 10% of registered capital, which is the amount required as a reserve according to the laws and the Company's articles of association. After the allocation of net profit to a legal reserve, the Company had net profit and available retained earnings to allocate the dividend payment to shareholders. Therefore, the Board of Directors proposed to the shareholders for dividend payment for the year 2022 of 7,560 million THB (at the average rate of 2.52 THB per share based on the registered and paid-up capital of 3,000 million shares, at a par value of 1 THB per share.)

However, the Board of Directors approved the interim dividend payments in Q1 – Q3 for the year 2022 as follows:

- The Board of Directors' Meeting No.2/2022 held on March 21, 2022, approved an interim dividend payment from retained earnings as of February 28, 2022, of 2,880 million THB or at the rate of 80 THB per share for the registered and paid-up capital of 36 million shares of par value at 10 THB per share (or equivalent to interim dividend payment at the rate of 0.96 THB per share for the registered and paid-up capital of 3,000 million shares of par value at 1 THB per share). This interim dividend was fully paid on April 20, 2022.
- The Board of Directors' Meeting No.6/2022 held on August 5, 2022, approved an interim dividend payment from retained earnings as of June 30, 2022, of 600 million THB or at the rate of 0.25 THB per share and from net profit for the six months ended June 30, 2022, of 1,500 million THB or at the rate of 0.625 THB per share for the registered and paid-up capital of 2,400 million shares of par value at 1 THB per share. Therefore, the total interim dividend payment was 2,100 million THB or at the rate of 0.875 THB per share (or equivalent to interim dividend payment at the rate of 0.70 THB per share for the registered and paid-up capital of 3,000 million shares of par value at 1 THB per share). This interim dividend was fully paid on August 30, 2022.
- The Board of Directors' Meeting No.8/2022 held on October 25, 2022, approved an interim dividend payment from net profit for the nine months ended September 30, 2022, of 1,980 million THB or at the rate of 0.825 THB per share for the registered and paid-up capital of 2,400 million shares of par value at 1 THB per share (or equivalent to interim dividend payment at the rate of 0.66 THB per share for the registered and paid-up capital of 3,000 million shares of par value at 1 THB per share). This interim dividend was fully paid on November 4, 2022.

As a result, the Board of Directors Meeting passed a resolution on the remaining dividend payment in Q4 for the year 2022 as follows:

- The Board of Directors' Meeting No.1/2023 held on February 15, 2023, endorsed the final dividend payment from net profit for Q4 of the year 2022 (October 1 - December 31, 2022) of 600 million THB or at the rate of 0.20 THB per share for the registered and paid-up capital of 3,000 million shares of par value at 1 THB per share. The dividend will be paid on April 18, 2023. The dividend payment is derived from profit from BOI privilege, so it is not subject to withholding tax, and the shareholder is not eligible for a tax credit. However, the right to receive a dividend is still being determined and is subject to approval from the 2023 AGM on April 5, 2023.

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

Details of dividend payment	2022	2021	2020
1. Net profit attributable to owners of the parent (million THB)	4,470.18	1,598.68	1,779.84
2. Legal reserve as of December 31, (million THB)	300.00	36.00	36.00
3. Number of shares as of December 31, (shares)	3,000,000,000	36,000,000	36,000,000
4. Total dividend payment per share (THB per share)	2.52¹	40.00	28.00
4.1 Interim dividend payment from retained earnings (THB per share)	1.16¹	-	-
4.2 Interim dividend payment from operating results of Q1-Q3 (THB per share)	1.16¹	20.00 ²	13.00 ²
4.3 Final dividend from operating results of Q4 (THB per share)	0.20¹	20.00 ³	15.00 ³
5. Total Dividend Amount (Million THB)	7,560.00	1,440.00	1,008.00
6. Dividend payout ratio (percent)	169.12	90.07	56.63

Remark:

1. Interim dividend payment rate was calculated based on the registered and paid-up capital of 3,000 million shares with a par value of 1 THB per share.
2. Interim dividend payment was based on the first-half operating results of 2021 and 2020 (January 1 - June 30)
3. Final dividend payment was based on the second-half operating results of 2021 and 2020 (July 1 - December 31)

The dividend policy of the Company is to pay at least 50% of our net profit of the year, the dividend payments have complied with this policy. The dividend payout rate for the year 2022 was 169.12% consisting of a dividend payment derived from retained earnings totaling 3,480 million THB at a dividend payout ratio of 77.85% and a dividend payment derived from net profit totaling 4,080 million THB at a dividend payout ratio of 91.27%.

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

(1) Acknowledge the allocation of net profit to legal reserve of 264 million THB, equivalent to 5.91% of the year's net profit. The total legal reserve is THB 300 million, equivalent to 10% of registered capital, which is the amount required as a reserve according the laws and the Company's articles of association.

(2) Acknowledge the interim dividend payment from retained earnings and from operating results for the nine months ended September 30, 2022, totaling 6,960 million THB (or equivalent to interim dividend payment at the rate of 2.32 THB per share for the registered and paid-up capital of 3,000 million shares of par value at 1 THB per share). The interim dividends were fully paid during the year 2022.



(3) Approve the dividend payment from operating results for Q4 of the year 2022 (October 1 - December 31, 2022) totaling 600 million THB or at the rate of 0.20 THB per share for the registered and paid-up capital of 3,000 million shares with a par value of 1 THB per share. In this regard, the Company determined the record date for shareholders entitled to receive the dividend will be on March 1, 2023, and the dividend will be paid on April 18, 2023. The dividend payment is derived from profit under BOI privilege, and therefore not subject to withholding tax, and shareholders are not eligible for a tax credit.

However, the right to receive a dividend is still subject to approval at the 2023 Annual General Meeting of Shareholders.

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

Agenda 5 To consider and approve the election of the directors to replace those who retired by rotation.

Background and Rationale:

1. Article 21 of the Company's Articles of Association stipulates that "At each Annual General Meeting, one-third (1/3) of the directors must retire, or the number nearest to one-third (1/3) if the number of directors is not divisible by three. In the first and second years after incorporation, the selection of retiring directors shall be done by drawing lots. Starting from the third year, the director who has served the longest must retire. If there are more directors who have served the longest than the number to be retired, a drawing lots shall be used to determine which of them shall retire. However, the retiring director may be re-elected."
2. For the year 2023, the Board comprises of 11 existing directors and 4 directors who are due to retire from office, namely:
 - (1) Mr. Shue Chung Chan
 - (2) Mr. Thawee Tangchansiri
 - (3) Mr. Pichitchai Wongpiya
 - (4) Prof. Emeritus Teerachai Chantarojsiri
3. The Company has informed all shareholders of their right to nominate qualified person(s) for the director position ahead of the meeting through the Company's website and the Electronic Company Information Disclosure system of the Stock Exchange of Thailand between December 28, 2022 and February 3, 2023, for a total of 38 days. However, no proposals for director nominees were submitted to the Company.
4. The Board of Directors has considered the profiles and experiences of the 4 retiring directors, namely: Mr. Shue Chung Chan, Mr. Thawee Tangchansiri, Mr. Pichitchai Wongpiya, and Prof. Emeritus Teerachai Chantarojsiri, and deemed them fully qualified pursuant to the law. They possess knowledge, expertise, and experience in the business relating to the Company's management, which could help prove successful and make progress. If they were re-elected and continued for one more term of office, the continuity of the Company's operations could be affirmed.

The Board considered that Prof. Emeritus Teerachai Chantarojsiri who is nominated to be an independent director, is qualified as required by relevant laws and can provide his opinions independently.

The Board found it appropriate to nominate these 4 persons for re-election and to continue for one more term of office.

Details and profiles of persons that the Board deems appropriate to propose to the Meeting for consideration and election as directors are provided in Enclosure 3 (Pages 34-38).

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

Name of Director	Position	No. of years in a Position	Remarks
Mr. Shue Chung Chan	Non-Executive Director	1 year	Re-appointment for another term
Mr. Thawee Tangchansiri	Non-Executive Director	12 year	Re-appointment for another term
Mr. Pichitchai Wongpiya	Executive Director	1 year	Re-appointment for another term
Prof. Emeritus Teerachai Chantarojsiri	Independent Director	1 year	Re-appointment for another term

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

Agenda 6 To consider and approve the remuneration of the Board members abd sub-committees for the year 2023

Background and Rationale: The Board has considered the remuneration of directors and sub-committees for the year 2023 based on their duties and responsibilities, and under Article 31 of the Articles of Association of the Company, "Directors are entitled to receive remuneration from the Company in the form of salary, gratuity, meeting allowance, bonus, or other benefits, as well as any other allowances and welfare according to the regulations of the company or as determined by the Shareholders' Meeting." The criteria for consideration are as follows:

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

The Board proposed the remuneration package for the year 2023

Unit: THB

Proposal to consider	Year 2022	Proposed for Year 2023
(1) Board of Director		
- Retainer Fee for Chairman	45,000/month	45,000/month
- Retainer Fee for Executive Director	25,000/month	25,000/month
- Retainer Fee for Non-Executive Director	25,000/month	30,000/month
- Retainer Fee for Independent Director	25,000/month	30,000/month
- Meeting Allowance for Chairman	20,000/attendance	30,000/ attendance
- Meeting Allowance for Executive Director	10,000/attendance	20,000/ attendance
- Meeting Allowance for Non-Executive Director	10,000/attendance	20,000/ attendance
- Meeting Allowance for Independent Director	10,000/attendance	20,000/ attendance
(2) Audit Committee		
- Retainer Fee for Chairman of Audit Committee	30,000/month	30,000/month
- Retainer Fee for Member of Audit Committee	20,000/month	20,000/month
- Meeting Allowance for Chairman	-	25,000/ attendance
- Meeting Allowance for Member	-	20,000/ attendance
(3) Risk Management Committee		
- Retainer Fee for Chairman of Risk Management Committee	180,000 /year	180,000/year
- Retainer Fee for Executive Director	84,000/year	84,000/year
- Retainer Fee for Independent Director	120,000/year	120,000/year
- Meeting Allowance for Chairman	-	20,000/ attendance
- Meeting Allowance for Executive Director	-	10,000/ attendance
- Meeting Allowance for Independent Director	-	10,000/ attendance
(4) Other Benefits	None	None
(5) Directors' Bonus	None	None

Board of Director's Opinion: Deems it is appropriate to propose an increase in the remuneration of the directors and sub-committees for the year 2023 at the Annual General Meeting of Shareholders. This proposal takes into account the duties and responsibilities of these individuals, as well as a comparison of remuneration with other companies in the same industry and the Company's business operations and profit.

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

Agenda 7 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2023.

Background and Rationale: Under Section 120 of the Public Limited Company Act B.E. 2535 and Article 44 of the Company's Articles of Association. The appointment of auditors and determination of the auditing fee for the year 2023, require the shareholder meeting's approval. The information of this agenda is provided in Enclosure 4 (Pages 39-40).

Audit Committee's Opinion: The Audit Committee had the meetings with current independent auditors about the audit plan and acknowledged their work during the past working period. The Audit Committee also considered the qualifications of independent auditors from performance perspective, and their experience. Then, the committee proposes to the Board of Directors that the same team members be re-appointed to continue serving as the Company's independent auditors for the fiscal year 2023, namely:

- | | |
|------------------------------------|---------------|
| 1) Mr. Pongthavee Ratanakoses | CPA # 7795 or |
| 2) Mr. Chanchai Chaiprasit | CPA # 3760 or |
| 3) Ms. Amornrat Pearmpoonvatanasuk | CPA # 4599 |

from PricewaterhouseCoopers ABAS Limited ("PwC"), The audit fee was determined as follows:

Job Description	Audit Fee Year 2022	Increase (Decrease)	Percent	Audit Fee Year 2023
Quarterly review	1,106,170	44,247	4%	1,150,417
Statutory audit	1,342,115	53,685	4%	1,395,800
Assuring for special purposes (IPO) ⁽¹⁾	250,000	(250,000)	-	(250,000)
Total audit fee	2,698,285	(152,068)		2,546,217
Auditing on agreed-upon procedures in relation to BOI promotion certificates (per BOI certificate)	100,000	-	-	100,000

⁽¹⁾ This is a non-recurring activity for the Initial Public Offering (IPO) activities.

Audit Committee considered the performance, compared the audit fee with other audit firms, and found that the audit fee was appropriate.

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

- | | |
|------------------------------------|---------------|
| 1) Mr. Pongthavee Ratanakoses | CPA # 7795 or |
| 2) Mr. Chanchai Chaiprasit | CPA # 3760 or |
| 3) Ms. Amornrat Pearmpoonvatanasuk | CPA # 4599 |

from PwC, any one of the above-named auditors will be authorized to conduct the audit and express an opinion on the financial statements of the Company. In case of their absence,

PwC will propose another Certified Public Accountant from within the company to the Audit Committee for endorsement before carrying out the work with the same audit fee. The auditors will also conduct the quarterly review of the interim financial statements and the auditing on agreed-upon procedures in relation to BOI promotion certificates.

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

Agenda 8 To consider and approve the amendment of the Company's Articles of Association, Clause 4 relating to Company's Registrar

Background and Rationale: To comply with the appointment of the Company's Registrar, the Board of Directors has recommended a change in the Company's Registrar from "The Stock Exchange of Thailand" to "Thailand Securities Depository Co., Ltd." as follows:

Current Articles of Association	New Articles of Association (Proposed for Approval)
<p>4. All shares of the Company will have equal value and be paid-up ordinary shares with a designated name. Payment for these shares can be made using non-monetary assets. The Company's share certificates will follow the regulations prescribed by law and must be signed by at least one director and affixed with the corporate seal. Alternatively, the Board of Directors can assign the Share Registrar under the Law on Securities and Exchange to sign the certificates on its behalf without the corporate seal. If the Company designates <u>the Stock Exchange of Thailand</u> as the Share Registrar, the registration procedures will follow the guidelines set by the Share Registrar.</p> <p>In relation to the signing of share certificates or any other securities, directors, Share Registrars, or Security Registrars have the option to affix their signatures in person, using machines, computers, or any other methods that meet the criteria and procedures outlined in the laws governing securities and exchange.</p>	<p>4. All shares of the Company, <u>unless otherwise stated herein</u>, will have equal value and be paid-up ordinary shares with a designated name. Payment for these shares can be made using non-monetary assets. The Company's share certificates will follow the regulations prescribed by law and must be signed by at least one director and affixed with the corporate seal. Alternatively, the Board of Directors can assign the Share Registrar under the Law on Securities and Exchange to sign the certificates on its behalf without the corporate seal. If the Company designates <u>Thailand Securities Depository Company Limited (TSD)</u> as the Share Registrar, the registration procedures will follow the guidelines set by the Share Registrar.</p> <p>In relation to the signing of share certificates or any other securities, directors, Share Registrars, or Security Registrars have the option to affix their signatures in person, using machines, computers, or any other methods that meet the criteria and procedures outlined in the laws governing securities and exchange.</p>

Board of Directors' Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association, Clause 4, to reflect the appointment of the Company's Registrar in the current situation.

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

Agenda 9 To consider and approve the amendment of the Company's Articles of Association, Clause 38, 41, and 52, regarding utilizing electronic means for advertisement

Background and Rationale: According to the Notification of the Department of Business Development on Utilize Electronic Means for Advertisements (B.E. 2565), the notification specifies that the publication of listed companies can be posted on an electronic platform rather than in a newspaper. The Board of Directors' meeting endorsed amending the Company's Article of Association, Clause 38, 41, and 52.

Current Articles of Association	New Articles of Association (Proposed for Approval)
<p>38. When summoning a Shareholders' Meeting, whether in person or through electronic media, the Board of Directors is responsible for preparing an invitation that specifies the meeting's venue, date, time, and agenda, including matters to be proposed for acknowledgment, approval, or consideration, and opinions of the Board of Directors on such matters, together with any reasonable details. The invitation must be sent to shareholders and the Registrar not less than 7 (seven) days before the meeting date, and advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date.</p> <p>However, the sending of the invitation and disclosure of the meeting notification letter for regular meetings or meetings through electronic media must comply with terms, criteria, and related laws.</p> <p>The shareholders' meeting may be held at a location within or near the province where the Company's head office is located, as deemed appropriate by the Board of Directors.</p>	<p>38. When summoning a Shareholders' Meeting, whether in person or through electronic media, the Board of Directors is responsible for preparing an invitation that specifies the meeting's venue, date, time, and agenda, including matters to be proposed for acknowledgment, approval, or consideration, and opinions of the Board of Directors on such matters, together with any reasonable details. The invitation must be sent to shareholders and the Registrar not less than 7 (seven) days before the meeting date, and advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date.</p> <p><u>Alternatively, the Company may publish on electronic platforms under criteria prescribed by law. The electronic publication may be posted on a public website whose owner can be identified and on a website that is convenient to access without access limitations, such as the Company's website, online news website, or SET's website.</u></p> <p>However, the sending of the invitation and disclosure of the meeting notification letter for regular meetings or meetings through electronic media must comply with terms, criteria, and related laws.</p> <p>The Shareholders' Meeting may be held within or nearby a province where the Company's head office is located, as deemed appropriate by the chairman or the person appointed by the chairman.</p>



Current Articles of Association	New Articles of Association (Proposed for Approval)
<p>41. The Chairman of the Shareholders' Meeting shall be obliged to control the Meeting to be in accordance with the Articles of Association and to conduct the Meeting in the order of agenda prescribed in the invitation for the Meeting, except that the Meeting shall pass its resolution to change the order of meeting agenda with the votes equal to not less than two-thirds of the number of shareholders attending the Meeting.</p> <p>If a Meeting has not completed the consideration of matters in the order specified in the invitation, or has considered matters proposed by shareholders representing at least one-third of the issued shares and needs to postpone consideration, a new Meeting must be scheduled. The Board of Directors must then send an invitation to shareholders for the next Meeting, specifying the venue, date, time, and meeting agenda not less than 7 (seven) days before the meeting date. The invitation for the Meeting must also be advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date.</p>	<p>41. The Chairman of the Shareholders' Meeting shall be obliged to control the Meeting to be in accordance with the Articles of Association and to conduct the Meeting in the order of agenda prescribed in the invitation for the Meeting, except that the Meeting shall pass its resolution to change the order of meeting agenda with the votes equal to not less than two-thirds of the number of shareholders attending the Meeting.</p> <p>If a Meeting has not completed the consideration of matters in the order specified in the invitation, or has considered matters proposed by shareholders representing at least one-third of the issued shares and needs to postpone consideration, a new Meeting must be scheduled. The Board of Directors must then send an invitation to shareholders for the next Meeting, specifying the venue, date, time, and meeting agenda not less than 7 (seven) days before the meeting date. The invitation for the Meeting must also be advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date.</p> <p><u>The Company may publish on electronic platforms under criteria prescribed by law.</u></p>
<p>52. Dividends can only be paid from profits, and not from any other types of funds. If the Company still has accumulated losses, dividends cannot be distributed.</p> <p>However, the Board of Directors may pay interim dividends to shareholders from time to time, as long as the Company has reasonable profits to do so. After the payment of dividends, the Board of Directors must report to the Shareholders' Meeting for acknowledgment in the next meeting.</p> <p>Dividend payments must be made within one month from the date of the Shareholders' Meeting or the date when the Board of Directors passed the resolution, whichever is applicable. A written notice must be given to shareholders, and a notice of dividend payment must be advertised in newspapers.</p>	<p>52. Dividends can only be paid from profits, and not from any other types of funds. If the Company still has accumulated losses, dividends cannot be distributed.</p> <p>However, the Board of Directors may pay interim dividends to shareholders from time to time, as long as the Company has reasonable profits to do so. After the payment of dividends, the Board of Directors must report to the Shareholders' Meeting for acknowledgment in the next meeting.</p> <p>Dividend payments must be made within one month from the date of the Shareholders' Meeting or the date when the Board of Directors passed the resolution, whichever is applicable. A written notice must be given to shareholders, and a notice of dividend payment must be advertised in newspapers. <u>The Company may publish on electronic platforms under criteria prescribed by law.</u></p>



Board of Directors' Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association, Clause 38, 41, and 52 relating to comply with the Notification of the Department of Business Development on Utilize Electronic Means for Advertisements B.E. 2565, the notification specifies that the publication of listed companies can be posted on an electronic platform rather than in a newspaper.

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

The Company has fixed the list of shareholders who are entitled to attend the Shareholders' Meeting and receive dividends on March 1, 2023.

If the shareholders have any questions about the meeting agenda, please submit them in advance by March 30, 2023, through the following channels, so that the Board of Directors or the management can prepare the information for clarification.

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

Shareholders are invited to register to attend the Meeting via electronic meeting platform on the specified date and time.

Yours sincerely,

i-Tail Corporation Public Company Limited

-Mr. Cheng Niruttinanon-
Chairman



Enclosure 1

The Articles of Association
of
I-TAIL CORPORATION PUBLIC COMPANY LIMITED

Section 4
Board of Directors

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

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

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

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

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



Enclosure 1

Section 5 Shareholders' Meeting

35. The Board of Directors shall convene the Annual General Meeting of Shareholders within four months (4) from the last date of the Company's accounting period. Any Meetings held in addition to this shall be called an "Extraordinary Meeting".

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

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

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

37. A Shareholders' Meeting may be convened through electronic media; and in such Shareholders' Meeting through electronic media, it shall be in accordance with the laws, rules, notifications, terms, or any related criteria, including those available for the time being and to be amended in the future.
38. When summoning a Shareholders' Meeting, whether in person or through electronic media, the Board of Directors is responsible for preparing an invitation that specifies the Meeting's venue, date, time, and agenda, including matters to be proposed for acknowledgment, approval, or consideration, and opinions of the Board of Directors on such matters, together with any reasonable details. The invitation must be sent to shareholders and the Registrar not less than 7 (seven) days before the meeting date, and advertised in newspapers for 3 (three) consecutive days, not less than 3 (three) days before the meeting date. However, the sending of the invitation and disclosure of the meeting notification letter for regular meetings or meetings through electronic media must comply with terms, criteria, and related laws.

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

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



Enclosure 1

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

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

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

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

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

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

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

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

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



Enclosure 1

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



Enclosure 2

Copy of Minutes of 2022 Annual General Meeting of Shareholders

of

i-Tail Corporation PCL.

Time & Place:

The Meeting was held on March 31, 2022, at 9:00 a.m. at JohnWest Meeting Room, M Floor, SM Tower, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok.

Four shareholders attended the Meeting in person and by proxy, representing a total of 35,840,869 shares or 99.55% of the total number of shares of i-Tail Corporation PCL. ("the Company"). This Annual General Meeting of Shareholders is the 2022 meeting that was postponed from the original 2022 Annual General Meeting held on March 23, 2022, due to insufficient quorum as required under the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments), Section 103, as notified to the shareholders in the notice of the 2022 Annual General Meeting dated March 23, 2022.

As this Annual General Meeting of Shareholders is the final meeting, as per Section 103 of the Public Limited Companies Act B.E. 2535 (and its amendments), a quorum is not required, and the meeting may proceed.

Meeting Procedure:

Mr. Cheng Niruttinanon, Chairman of the Board, was the Chairman of the Meeting.

Directors Attended the Meeting:

- | | |
|--|--|
| 1. Mr. Cheng Niruttinanon | Chairman of the Board of Directors |
| 2. Mr. Thiraphong Chansiri | Vice Chairman of the Board of Directors |
| 3. Mr. Chaiwat Charoenruttanont | Chief Financial Officer and
Member of the Risk Management Committee |
| 4. Mr. Thawee Tangchansiri | Non-Executive Director |
| 5. Prof. Emeritus Teerachai Chantarosiri | Independent Director and
Chairman of the Audit Committee |

Directors Attended the Meeting via Electronic Means: showing themselves through electronic devices, such as Microsoft Teams Meeting, before the start of the meeting. Recording during the meeting was also permitted.

- | | |
|------------------------------|--|
| 1. Mr. Chan Tin Shu | Chief Executive Officer and
Member of Risk Management Committee |
| 2. Mr. Chan Shue Chung | Non-Executive Director |
| 3. Ms. Anchalee Bunsongsikul | Independent Director,
Member of the Audit Committee, and
Chairwoman of the Risk Management Committee |
| 4. Mrs. Sawita Suwansawat | Independent Director,
Member of the Audit Committee, and
Member of the Risk Management Committee |
| 5. Mr. Kawewut Temphuwapat | Independent Director, and
Member of the Risk Management Committee |

Absent Directors at the Meeting:

- | | |
|----------------------------|---|
| 1. Mr. Pichitchai Wongpiya | Chief Commercial Officer
on an obligation to a business in the United States |
|----------------------------|---|



Enclosure 2

Mr. Cheng Niruttinanon, Chairman of the Meeting, welcomed the shareholders for their attendance to the Meeting. The Chairman proceeded with the businesses on the agendas as follows.

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022

The Meeting took place on January 24, 2022, at 10:00 a.m. in JohnWest Meeting Room, M Floor, SM Tower, located at Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok. The minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 can be found in the Invitation to the Annual General Meeting of Shareholders on pages 13-14.

The Chairman invited the shareholders to raise a question or provide comments: Nil

This agenda shall not be determined by votes since it was only a report for shareholders' certification.

Agenda 2 To consider and acknowledge the Company's operating results and the 2021 Annual Report for the past year

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, report to the Meeting.

The Company's sales in 2021 amounted to 7,108 million THB, which represents a 2.17% increase compared to 2020. The net profit of 1,576 million THB, however, decreased from the previous year due to higher expenses related to managing the COVID-19 epidemic. Nonetheless, the Company had a net profit margin of 22.17% and earnings per share of 44.41 THB per share.

The Chairman invited the shareholders to raise questions or provide comments: Nil

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

Agenda 3 To consider and approve the financial statements for the fiscal year ended December 31, 2021, and the auditor report

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed to the Meeting that the financial statements for the year ended December 31, 2021, and the auditor report, as shown in the 2021 Annual Report, had been audited by a certified public accountant and had been endorsed by the Board of Directors and the Audit Committee.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the financial statements for the fiscal year ended December 31, 2021, and the auditor's report.

Resolution

After due consideration, the Meeting approved the financial statements for the fiscal year ended December 31, 2021, and the auditor report through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Enclosure 2

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Agenda 4 To consider and approve the allocation of net profit for 2021's operational results

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, informed to the Meeting on the audited operating results for the year ended December 31, 2021, of the Company and its subsidiaries. The net profit after deduction of non-controlling interests according to the financial statements was 1,598.68 million THB or 44.41 THB per share. Considering this, it was proposed to allocate dividends to shareholders in the amount of 1,440 million THB (equivalent to 40 THB per share), representing 90.07% of net profit. However, due to the interim dividend payment for the six-month operating results ended June 30, 2021, approved by the resolution of the Board of Directors' Meeting No. 3/2021 on August 6, 2021, in the amount of 720 million THB (equivalent to 20 THB per share), which was paid on September 6, 2021, the remaining dividend payment balance is equal to 720 million THB or at the rate of 20 THB per share for the registered and paid-up capital of 36,000,000 shares.

- The dividend of 20 THB per share derived from profit under non-BOI privilege. Shareholders will be subject to a 10% withholding tax, amounting to 2 THB per share, resulting in a total net dividend of 18 THB per share.
- Dividend Payment Schedule for April 18, 2022:

Comparison of Three-Year Dividend Payouts	Year 2019	Year 2020	Year 2021
1. Net Profit after Deduction of Non-Controlling Interests (Million THB)	1,072.45	1,779.84	1,598.68
2. Number of Shares as of December 31,	36,000,000	36,000,000	36,000,000
3. Total Dividend Payment per share (THB: Share)	17.00	28.00	40.00
3.1 Interim Dividend (THB: Share)	5.00	13.00	20.00
3.2 Annual Dividend (THB: Share)	12.00	15.00	20.00
4. Total Dividend Amount (Million THB)	612.00	1,008.00	1,440.00
5. Dividend Payout Ratio (%)	57.07	56.63	90.07

The Company has a policy to pay dividends to shareholders at a rate of not less than 50% of net profit each year. Thus, the dividend payout ratio (%) is in accordance with the Company's dividend policy.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the allocation of net profit.

Enclosure 2

Resolution

After due consideration, the Meeting approved the allocation of net profit through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Agenda 5 To consider and approve the election of the Company's directors to replace those who retired by rotation

The Chairman proposed that Mr. Chan Shue Chung, the Company's director, report to the Meeting.

Mr. Chan Shue Chung, Director of the Company, informed to the Meeting that according to Article 11 of the Company's Articles of Association, there were four directors who retired by rotation from a total of 11 directors, named as follows:

- (1) Mr. Cheng Niruttinanon
- (2) Mr. Thiraphong Chansiri
- (3) Mr. Chan Tin Shu
- (4) Mr. Chaiwat Charoenrujitanon

For details regarding age, proportion of shareholding in the Company, educational background, work experience, and other information, please refer to the details attached to the agenda for considering the election of directors, which can be found on pages 20 to 25 of the Invitation to the Annual General Meeting of Shareholders.

All four directors who retired by rotation were considered by the Board of Directors, and based on their qualifications, knowledge, ability, and experience in the business, they were deemed fully qualified as required by law to help manage the business with efficiency and orderliness. The Board believes that their re-election will ensure the continuity of the Company's operations. Therefore, it was deemed appropriate to nominate all four individuals for re-election at the Annual General Meeting of Shareholders.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the appointment of directors to replace those who retired by rotation.

- 1) Requesting shareholders to vote for the re-election of Mr. Cheng Niruttinanon as a director for another term.

After due consideration, shareholders voted in favor of Mr. Cheng Niruttinanon's renewed directorship, through the majority of shareholders attending and cast their votes at the Meeting with the voting results as set forth in the table below:

Enclosure 2

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

2) Requesting shareholders to vote for the re-election of Mr. Thiraphong Chansiri as a director for another term.

After due consideration, shareholders voted in favor of Mr. Thiraphong Chansiri's renewed directorship, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

3) Requesting shareholders to vote for the re-election of Mr. Chan Tin Shu as a director for another term.

After due consideration, shareholders voted in favor of Mr. Chan Tin Shu's renewed directorship, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

4) Requesting shareholders to vote for the re-election of Mr. Chaiwat Charoenrujitanon as a director for another term.

After due consideration, shareholders voted in favor of Mr. Chaiwat Charoenrujitanon's renewed directorship, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

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Agenda 6 To consider and approve the remuneration of the Board members for the year 2022

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed the Meeting that the Board of Directors, in Meeting No. 1/2022 on February 22, 2022, considered the remuneration of directors for the year 2022, considering the responsibilities and duties of the Board of Directors. The details of the remuneration are as follows.

Board Member	Retainer Fee (Monthly payment) (THB/person)	Meeting Allowance (THB/person/time)	Retainer Fee (Yearly payment) ⁽²⁾ (THB/person)
Board of Directors ⁽¹⁾			
- Chairman	45,000	20,000	-
- Director	25,000	10,000	-
Audit Committee ⁽¹⁾			
- Chairman	30,000	-	-
- Director	20,000	-	-
Risk Management Committee ⁽²⁾			
- Chairman	-	-	150,000
- Independent Director	-	-	100,000
- Executive Director	-	-	70,000

⁽¹⁾ The Board of Directors and the Audit Committee commenced their duties in February 2022, and the remuneration has been paid since then.

⁽²⁾ The remuneration for the Risk Management Committee is paid on an annual basis, and as the Risk Management Committee began performing its duties in March 2022, remuneration payments commenced from that month (March - December 2022).

The Board of Directors proposed to the shareholders' meeting to approve the remuneration of directors and sub-committees for the year 2022.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the remuneration of directors and sub-committees for the year 2022 with a vote of not less than two-thirds of the shareholders who attend the Meeting and are eligible to vote.

Resolution

After due consideration, the Meeting approved the said remuneration proposal for the year 2022 by not less than two-thirds (2/3) of the shareholders who attend the Meeting and are eligible to vote at the Meeting with the voting results as set forth in the table below:

Enclosure 2

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	percentage	-
Voided ballot	number	-	vote(s)	percentage	-

Agenda 7 To consider and approve the appointment of the Company's independent auditor and fix the auditing fee for the year 2022

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed to the Meeting that, as per Section 120 of the Public Limited Company Act B.E. 2535, the Company has the option to re-appoint the same auditor for the upcoming year.

The Board has considered and deemed it appropriate to nominate PricewaterhouseCoopers ABAS Ltd. ("PwC") to be the Company's certified auditor for the year 2022, as PwC's audit performance has been satisfactory, and the Company has a network covering many countries that is internationally accepted. The proposal to appoint PricewaterhouseCoopers ABAS Limited as the Company's certified auditor was made to the Annual General Meeting of Shareholders for approval, as follows:

- 1) Mr. Pongthavee Ratanakoses Certified Public Accountant Registration No. 7795 or
- 2) Mr. Chanchai Chaiprasit, Certified Public Accountant Registration No. 3760 or
- 3) Ms. Amornrat Permpoonwattanasuk Certified Public Accountant Registration Number 4599

They are certified public accountants, allowing any one person to audit and express opinions on the Company's financial statements. If the appointed auditor is unable to perform their duties, PwC shall be able to procure another auditor from PwC. The determination of audit fee, quarterly review, annual audit and audit on agreed-upon procedures in relation to BOI promotion certificates, are as follows:

Job Description	Audit Fee Year 2021	Increase (1)	Increase (2)	Increase (3)	Audit Fee Year 2022
Quarterly Reviewed Financial Statements	1,005,990	30,180	70,000	-	1,106,170
Annual Financial Statements	1,186,520	35,595	120,000	250,000	1,592,115
Total Audit Fee	2,192,150	65,775	190,000	250,000	2,698,285
Auditing on agreed-upon procedures in relation to BOI promotion certificates (per BOI certificate)	100,000	-	-	-	100,000

- (1) The annual fee is increased by 3% per year.
- (2) For quarterly financial statements: The quarterly review fees increased in 2022 due to an additional reporting fee that was not included in 2021.

For the annual financial statements: The audit fees increased in 2022 due to additional work for listed companies on the Stock Exchange of Thailand related to disclosures in the annual report, 56-1, 56-2.

Enclosure 2

- (3) Non-recurring expenses pertain to the initial public offering (“IPO”), such as preparing a working paper for the Securities and Exchange Commission (“SEC”) review, consulting with a financial advisor, and the SEC in the IPO process.

The Audit Committee has determined that the audit fee remains at an appropriate level. Moreover, the aforementioned auditors have no affiliation or vested interest with the Company, its subsidiaries, executives, major shareholders, or any related parties. Hence, they are deemed independent in conducting audits and providing opinions on the Company's financial statements.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the appointment of the Company's independent auditor and fix the auditing fee for the year 2022.

Resolution

After due consideration, the Meeting approved the appointment of the Company's independent auditor and fix the auditing fee for the year 2022 through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100%
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Agenda 8 To consider and approve the list shares of i-Tail Corporation PCL. on the Stock Exchange of Thailand

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, informed to the Meeting that the Company plans to expand its business and make investments to support future growth and meet the needs of its customers. The Company aims to enhance its potential and increase its visibility to investors, which will result in greater confidence in the Company's business and attract more trading partners and investors. To achieve this, the Company intends to raise funds through the issuance and initial public offering of newly issued ordinary shares, and to list the Company's shares on the Stock Exchange of Thailand ("SET").

Therefore, the proposal is to consider and approve the Company's plan to issue and offer for newly issued ordinary shares to the public and subsequently list them as securities on the Stock Exchange of Thailand.

The Chairman invited the shareholders to raise questions or provide comments: There was a shareholder asking questions as follows.

Question: Mr. Bunjerd Sathavanont inquired whether the plan to list the Company on the Stock Exchange of Thailand would be realized within the current year.

Answer: Mr. Chaiwat Charoenrujitanon clarified to Mr. Bunjerd Sathavanont that the Company plans to list the Company's shares on the Stock Exchange of Thailand within this year.

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Resolution

After due consideration, the Meeting approved the list shares of the Company on the Stock Exchange of Thailand, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Agenda 9 To consider and approve the amendment of the par value of the Company's ordinary shares, from the original par value of 10 THB per share to a par value of 1 THB per share

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed to the Meeting that, in order to add liquidity to the trading of the Company's shares, and according to the plan to list the Company's shares on the SET, it is deemed appropriate to propose that the Company consider changing the par value of the Company's shares. The proposed change is from the original par value of 10 THB per share to 1 THB per share. The result of such change in par value will not affect the registered capital of the Company in any way but will result in the total number of shares in the Company changing from the original amount of 36,000,000 shares to 360,000,000 shares.

The Chairman invited the shareholders to raise a question or provide comments: Nil

The Chairman requested the Meeting to approve the amendment of the par value of the Company's ordinary shares, from the original par value of 10 THB per share to a par value of 1 THB per share.

Resolution

After due consideration, the Meeting approved the amendment of the par value of the Company, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Enclosure 2

Agenda 10 To consider and approve the proposal to increase the Company's registered capital by 2,640,000,000 THB from the existing registered capital of 360,000,000 THB to 3,000,000,000 THB. This will be done by issuing an additional 2,640,000,000 ordinary shares at a par value of 1 THB per share. The proposal also includes the amendment to Clause 4 of the Company's Memorandum of Association on registered capital to reflect the change in the par value of the Company's ordinary shares, which was approved under Agenda 9.

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed to the Meeting that the Company plans to restructure its capital by increasing its registered capital. For the purpose of (a) expanding the capital base to increase liquidity in preparation for the listing of the Company's shares on the SET; (b) rewarding and motivating the directors, executives and/or employees of the Company and its subsidiaries to work with the company, retaining talent competent personnel for long-term employment (ESOP); and (c) raise funds through the issuance and initial public offering (IPO) of newly issued ordinary shares.

Therefore, the proposal is to consider and approve the increase of the Company's registered capital in the amount of 2,640,000,000 THB from the existing registered capital of 360,000,000 THB to 3,000,000,000 THB by issuing an additional 2,640,000,000 ordinary shares with a par value of 1 THB per share. The shares will be offered for sale in the following manners, with details to be specified in Agenda 11-13.

- Offering to existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering)
- Offering to directors, executives and/or employees of the Company and its subsidiaries (ESOP), and
- Initial public offering and listing all shares of the Company on the Stock Exchange of Thailand (IPO)

The proposal also is to consider and approve the amendment to Clause 4 of the Memorandum of Association to reflect the increase of the Company's registered capital and to specify the new par value of the Company's shares as approved in Agenda 9. The person authorized by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce will have the power to amend and add wording as necessary to comply with the registrar's order. The proposal is subject to the approval of the Meeting.

“Clause 4	Registered Capital	3,000,000,000	THB	(three billion THB only)
	Amount divided into	3,000,000,000	shares	(three billion shares)
	Par Value	1	THB	(one THB)
	Divided into			
	Common Stock	3,000,000,000	shares	(three billion shares)
	Preferred Stock	-	Share	(- share)”

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the proposal to increase the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association on registered capital to reflect the change in the par value of the Company's ordinary shares, with a vote of not less than three-fourths of the shareholders who attend the Meeting and are eligible to vote.

Enclosure 2

Resolution

After due consideration, the Meeting approved the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association on registered capital to reflect the change in the par value of the Company's ordinary shares, through a vote of not less than three-fourths of the total number of votes of shareholders who attend at the Meeting and are eligible to vote with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	percentage	-
Voided ballot	number	-	vote(s)	percentage	-

Agenda 11 To consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 2,040,000,000 shares at a price of 1 THB per share to be offered to existing shareholders in proportion to their shareholding (Rights Offering).

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed that in order to be in line with the Company's capital restructuring plan to expand the capital base to increase the liquidity of shares in preparation for listing the Company's shares on the SET.

Therefore, the proposal is to allocate up to 2,040,000,000 shares at a par value of 1 THB per share, and offer them to existing shareholders through a Rights Offering at a price of 1 THB per share. Shareholders will be offered 1 existing share for 5.66667 newly issued ordinary shares. Any fractions of shares resulting from this ratio will be discarded.

If any shares remain after the allocation to existing shareholders according to their shareholding, or if some shareholders choose not to subscribe for newly issued shares according to their rights, the Company will allocate the remaining newly issued ordinary shares to shareholders who have expressed their interest to subscribe for shares beyond their rights (oversubscription).

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the allocation of newly issued ordinary shares in the amount not exceeding 2,040,000,000 shares at a price of 1 THB per share to be offered to existing shareholders in proportion to their shareholding (Rights Offering).

Resolution

After due consideration, the Meeting approved the allocation of up to 2,040,000,000 ordinary shares with a par value of 1 THB per share and a price of 1 THB per share, to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 1 existing share per 5.66667 newly issued ordinary shares, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

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Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Agenda 12 To consider and approve the allocation of up to 5,000,000 newly issued ordinary shares for offering to the directors, executives, and/or employees of the Company and its subsidiaries as part of an Employee Stock Option Plan (ESOP)

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, informed the Meeting that the Company intends to issue and offer newly issued ordinary shares to its directors, executives, and/or employees as part of an Employee Stock Option Plan (ESOP). The plan is designed to incentivize the Company's personnel to work with the Company for the long term and to retain competent personnel, while also involving employees in the ownership and co-building of the Company to achieve efficient and sustainable growth. The Company plans to offer up to 5,000,000 newly issued ordinary shares, representing no more than 0.17 percent of the total number of shares sold by the Company after the issuance and offering of newly issued ordinary shares under the IPO plan. These shares will be offered during the same period of IPO plan and at a price equal to the initial public offering price (IPO price).

The Executive Committee of the Company is authorized to consider the allocation of the newly issued ordinary shares to directors, executives, and/or employees of the Company and its subsidiaries. The committee will consider factors such as the appropriateness of the employee's position, duties, and responsibilities toward the Company and its subsidiaries, their years of work, experiences, abilities, potential, and work efficiency, as well as their work results and the benefits that they could bring to the Company in the future.

The issuance and offering of newly issued ordinary shares under the ESOP program will not be allocated to any directors, executives, and/or employees for more than 5.0% of the total number of shares under the ESOP program. The newly issued ordinary shares will be allocated to the Company's directors in accordance with the following details:

Name List	Position	Number of Shares Allocated (not more than)	Percentage of Shares Offered for Sale
1. Mr. Cheng Niruttinanon	Chairman	200,000	4
2. Mr. Thiraphong Chansiri	Director	100,000	2
3. Mr. Chan Tin Shu	Director	100,000	2
4. Mr. Chan Shue Chung	Director	100,000	2
5. Mr. Thawee Tangchansiri	Director	100,000	2
6. Mr. Pichitchai Wongpiya	Director	100,000	2
7. Mr. Chaiwat Charoenrujitanon	Director	100,000	2
8. Mr. Teerachai Chantarojsiri	Independent Director	100,000	2

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Name List	Position	Number of Shares Allocated (not more than)	Percentage of Shares Offered for Sale
9. Ms. Anchalee Bunsongsikul	Independent Director	100,000	2
10. Mrs. Sawita Suwansawat	Independent Director	100,000	2
11. Mr. Kaweewut Tempuwapat	Independent Director	100,000	2

The Executive Committee of the Company shall have the power to consider the allocation of the newly issued ordinary shares to the Company's directors as appropriate. The exercise price for the subscription rights will be offered at the same price as the initial public offering price (IPO Price).

If there are any remaining ordinary shares after the offering to the Company's directors, executives, and/or employees under the ESOP scheme, not more than 5,000,000 ordinary shares shall be allocated for IPO plan as per Agenda 13.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the allocation of up to 5,000,000 newly issued ordinary shares for offering to the directors, executives, and/or employees of the Company and its subsidiaries as part of an Employee Stock Option Plan (ESOP), with a majority vote of at least three-fourths of shareholders who attend the Meeting and are eligible to vote, and that no shareholder holding shares representing more than 10 percent of the total voting right of the shareholders who attend the meeting and cast voted against the proposal.

Resolution

After due consideration, the Meeting approved the allocation of not more than 5,000,000 ordinary shares to the directors, executives, and/or employees of the Company and its subsidiaries, with a majority vote of at least three-fourths of the total number of votes of eligible shareholders who attend the Meeting and are eligible to vote, and that no shareholder holding shares representing more than 10 percent of the total voting right of the shareholders who attend the meeting and cast voted against the proposal, as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	percentage	-
Voided ballot	number	-	vote(s)	percentage	-

Agenda 13 To consider and approve the allocation of newly issued ordinary shares up to 595,000,000 shares, as well as any remaining newly issued ordinary shares from the allocation under Agenda 12, for the first-time offering to the public (IPO)

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, informed the Meeting that the Company plans to implement its fundraising plan and list its shares on the SET. To achieve this, the Company intends to offer for sale not more than 595,000,000 newly issued ordinary shares, as well as any remaining newly issued ordinary shares from the allocation under Agenda 12, for the first-time offering to the general public (IPO). Since the Company is a subsidiary of Thai Union Group PCL. ("TU"), the IPO and listing of the Company on the SET



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will have a dilution effect on TU's shareholding proportion in the Company. To address this, the Company proposes to offer pre-emptive rights to TU's existing shareholders to be allocated shares of the Company in proportion to their shareholding in TU ("Pre-emptive Rights), up to a maximum of 20.00 percent of the total number of ordinary shares offered for sale to the public under the IPO, including any shares TU offers for sale at the same time. If any ordinary shares remain after the offering to TU's existing shareholders in proportion to their shareholding in TU, up to their pre-emptive rights, the remaining shares shall be allocated for the IPO.

Therefore, the proposal is to consider and approve the initial public offering of the Company's ordinary shares (IPO) and the plan to list the Company's shares on the Stock Exchange of Thailand.

Furthermore, to make the share allocation process specified in Agendas 11 to 13 above more convenient and flexible, the Company proposed that the Meeting consider and approve the delegation of authority to the Executive Committee, or the person authorized by such committee, to have the power to consider and take actions related to the share allocation, including the following actions:

- a) To offer for sale and/or allotment of shares for the above purposes, whether in whole or in part, which may be issued and offered for sale in full amount or divided and offered for sale or sold from time to time.
- b) To authorize the power to take any action necessary and in connection with (1) the offer for sale of all types of such newly-issued ordinary shares, including the determination of and/or change details or conditions relating to the issuance and offering of newly issued ordinary shares as well as the exact number of shares to be allocated; and (2) the public offering, conditions, subscription periods, offering proportion, offering price, payment method, allocation method, subscription method, proportion of offering, allocation of shares remaining from subscription as well as perform any other necessary and related actions in relation to the issuance and offering of newly issued ordinary shares.
- c) To appoint the underwriters and/or other relevant consultants including entering into negotiations, agreeing, and signing related documents and contracts.
- d) To contact, negotiate, proceed, prepare, amend, change, sign a request or contract or obligation or authorization; and/or documents, certifying, requesting a waiver, requesting permission to provide information and submit documentary evidences to (1) the Office of the SEC, (2) the Stock Exchange of Thailand, (3) the Ministry of Commerce and/or any other organizations or agencies including service providers or any other parties related to the issuance and offering of such shares as well as to take any actions that are necessary or relevant in all respects.
- e) To carry out or take all actions necessary or in connection with the above actions; and delegate or remove the authorization from any representatives to complete the objectives of the issuance and initial public offering.

The Chairman invited the shareholders to raise questions or provide comments: There was a shareholder asking questions as follows.

Question: *Mr. Bunjerd Sathavanont* inquired whether the 20% referred to in the proposal is compared to the total number of shares or not, and how the remaining shares would be allocated.

Answer: *Mr. Chaiwat Charoenrujitanon* clarified to Mr. Bunjerd Sathavanont that up to a maximum of 20.00 percent of the total number of ordinary shares offered for sale to the public under the IPO will be allocated for offer to the existing shareholders of TU who are entitled to the allotment of shares in proportion to their shareholding in TU (Pre-emptive Rights). The remaining shares from the allotment to TU's shareholders will be offered to the public.

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The Chairman requested the Meeting to approve the allocation of newly issued ordinary shares up to 595,000,000 shares, as well as any remaining newly issued ordinary shares from the allocation under Agenda 12, for the first-time offering to the public (IPO).

Resolution

After due consideration, the Meeting approved Agenda 13, which includes the allocation of not more than 595,000,000 newly issued ordinary shares and the remaining newly issued ordinary shares from the allocation under Agenda 12 to the public for the first time (IPO), along with the authorization of the Executive Committee, through the majority of shareholders attending and casting their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

Agenda 14 To consider and approve the cancellation of the existing Articles of Association of the Company and the introduction of new regulations

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, Chief Financial Officer, informed that in order to align with the provisions of the Public Limited Companies Act B.E. 2535 (as amended) and other relevant laws, he proposed that the shareholders' meeting consider and approve the cancellation of the Company's existing Articles of Association in its entirety and replace it with new regulations. This change is necessary to align with the plan to list the Company's shares on the SET, as specified in the Invitation to the Annual General Meeting of Shareholders on pages 30-40.

The Chairman invited the shareholders to raise questions or provide comments: Nil

The Chairman requested the Meeting to approve the cancellation of the current Articles of Association of the Company and the introduction of new regulations with a majority vote of not less than three-fourths of the total voting right of shareholders who attend the Meeting and are eligible to vote.

Resolution

After due consideration, the Meeting approved the cancellation of the original Articles of Association of the Company in full and to use the new Articles of Association, with a majority vote of not less than three-fourths of the total voting right of shareholders who attend the Meeting and are eligible to vote, as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	percentage	-
Voided ballot	number	-	vote(s)	percentage	-

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Agenda 15 To consider and approve the change in the Company's objectives and to amend Clause 3 of the Company's Memorandum of Association with respect to the objectives

The Chairman proposed that Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, report to the Meeting.

Mr. Chaiwat Charoenrujitanon, the Chief Financial Officer, informed to the Meeting that it was proposed to consider and approve the amendment to the Company's objectives to align with the plan to list the Company's shares on the stock market. The details are as per pages 41-44 of the Invitation to the Annual General Meeting of Shareholders, and the amendment to Clause 3 of the Company's Memorandum of Association regarding the objectives, to be consistent with the change in the Company's objectives, as follows:

Clause 3 The objectives of the Company are 53 items.

The Chairman invited the shareholders to raise a question or provide comments: Nil

The Chairman requested the Meeting to approve with a majority vote of not less than three-fourths of the total number of votes of shareholders attending the Meeting and are eligible to vote.

Resolution

After due consideration, the Meeting has resolved to approve the change in the objectives of the Company and to amend Clause 3 of the Company's Memorandum of Association regarding the objectives, through the majority of shareholders attending and are eligible to vote at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	percentage	-
Voided ballot	number	-	vote(s)	percentage	-

Agenda 16 To consider other business (if any):
Consider and approve the allocation of ordinary shares to cornerstone investors

During the Meeting, a shareholder holding shares equivalent to not less than one-third of the total shares sold requested that the Meeting consider and vote on the allocation of ordinary shares to cornerstone investors, in addition to the matters specified in the invitation letter.

After considering the Company's plan to offer new ordinary shares to foreign investors, the Meeting acknowledged the importance of offering shares to cornerstone investors. The allocation of ordinary shares to cornerstone investors will be included in the initial public offering of ordinary shares (IPO) according to Agenda 13.

Therefore, the proposal is to approve the Executive Committee to offer and allocate newly issued ordinary shares to cornerstone investors by setting aside some shares that the shareholders' meeting resolved to issue new ordinary shares. The offering and allocation will be done in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 29/2561 regarding Approval of Offering



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for Sale of Newly Issued Shares Through Private Placement for the Purpose of Initial Public Offering of Newly Issued Shares dated March 13, 2018 (as may be amended).

The Chairman invited the shareholders to raise questions or provide comments: There was a shareholder asking questions as follows.

Question: *Mr. Bunjerd Sathavanont* inquired about the number of shares that are proposed to be allocated under this agenda.

Answer: *Mr. Chaiwat Charoenrujitanon* clarified to Mr. Bunjerd Sathavanont that the Company is currently in the process of studying the feasibility to determine the proportion of private placement offering cornerstone investors and has engaged a financial advisor to consider this matter.

The Chairman requested the Meeting to approve the allocation of ordinary shares to cornerstone investors.

Resolution

After due consideration, the Meeting approved the Executive Committee to offer and allocate newly issued shares to cornerstone investors by setting aside some of the shares that the shareholders' meeting resolved to issue new ordinary shares, through the majority of shareholders attending and cast their votes at the Meeting with the voting results as set forth in the table below:

Approval	number	35,840,869	vote(s)	percentage	100%
Disapproval	number	-	vote(s)	percentage	-
Abstention	number	-	vote(s)	Not constituted as votes	
Voided ballot	number	-	vote(s)	Not constituted as votes	

The Chairman invited the shareholders to raise questions or provide comments: Nil

No other issues were raised.

The Chairman declared the Meeting adjourned at 10.15 a.m.

(Signed) - Mr. Cheng Niruttinanon -
Chairman of the Meeting

**Profiles of Candidates Nominated for Election as Directors of the Company
(Document Accompanying Agenda 5)**

1. Mr. Shue Chung Chan

Director

Nationality : Chinese

Age : 47 years

Education

- Bachelor of construction engineering and management, Oregon State University, USA
- Master of Business Administration, Bangkok University, Thailand

Date of Appointment as Director: 13 August 2021

No. of year in this position : 1 year

Meeting attendance in 2022: 9/9 (100%)

Meeting attendance for sub-committees in 2022: None

Family Relationship among Directors and Executives: None

Shareholdings: 451,358 shares as of December 30, 2022 (Including spouse and minor children)

Positions in other listed companies:

- 2001 – Present Executive Director/ Member of Risk Management Committee/ Member of Sustainability Development Committee, Thai Union Group PCL.
- 2002 – Present Executive Director, Thai Union Feedmill PCL.

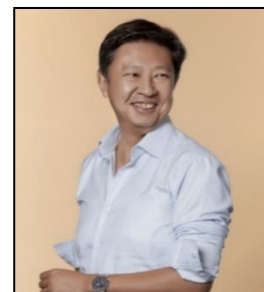
Positions in other organizations:

- 2014 – Present Executive Director, Thai Union Graphic Co., Ltd.
- 2018 – Present Executive Director, EHS Training and Services Co., Ltd.
- 2020 – Present Executive Director, Thai Union South East Asia Pte. Ltd. (Singapore)
- 2021 – Present Executive Director, Thai Union Lifescience Co., Ltd.
- 2015 – Present Director, Thai Union Seafood Co., Ltd.
- 2017 – Present Director, Thoon Thanasiri Co., Ltd.
- 2018 – Present Director, Biz Dimension Co., Ltd.
- 2018 – Present Director, Thoon Thanasiri (Songkhla) Co., Ltd.
- 2021 – Present Director, Thai Union Manufacturing Co., Ltd.

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

Training/Seminar Course related to Directorship:

- Directors Certification Program (DCP 16/2002), Thai Institute of Directors Association
- Executive Development Program (EDP 1/2009), Thai Listed Companies Association
- Ethical Leadership Program (ELP 6/2016), Thai Institute of Directors Association & Thai CAC



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2. Mr. Thawee Tangchansiri

Director

Nationality: Thai

Age : 47 years

Education:

- Bachelor of Economics Program, Thammasat University, Thailand
- Master of Economics Program, University of Colorado at Denver, USA

Date of Appointment as Director : 19 January 2011

No. of year in this position : 12 year

Meeting attendance in 2022: 9/9 (100%)

Meeting attendance for sub-committees in 2022: None

Family Relationship among Directors and Executives: None

Shareholdings: 395,000 shares as of December 30, 2022 (including spouse and minor children)

Positions in other listed companies: None

Positions in other organizations:

- 2010 - Present Director and General Manager, Thai Union Manufacturing Co., Ltd.
- 2012 - Present Director, Thai Union Seafood Co., Ltd.

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

Training/Seminar Course related to Directorship

- Directors Accreditation Program (DAP 188/2021), Thai Institute of Directors Association



Enclosure 3

3. Mr. Pichitchai Wongpiya

Director, Chairman of Executive Committee,

Member of the Risk Management Committee

Nationality: Thai

Age : 57 years

Education

- Bachelor of Economics Program, Thammasat University, Thailand
- Master of Business Administration, University of Hartford, USA

Date of Appointment as Director: 13 August 2021

No. of year in this position : 1 year

Meeting attendance in 2022: 8/9 (88.89%)

Meeting attendance for sub-committees in 2022: Executive Committee 22/22 (100%)

Risk Management Committee 4/4 (100%)

Family Relationship among Directors and Executives: None

Shareholdings : 111,716 shares as of December 30, 2022 (including spouse and minor children)

Positions in other listed companies: None

Positions in other organizations:

- 2010 – Present Director, U.S. Pet Nutrition LLC.
- 2021 – Present Director, Japan Pet Nutrition Co., Ltd. (Japan)
- 2021 – Present Director, i-Tail Americas, Inc. (USA)
- 2022 – Present Director, i-Tail Europe B.V.

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

Training/Seminar Course related to Directorship:

- Directors Accreditation Program Organized (DAP 188/2021), Thai Institute of Directors Association



Enclosure 3

4. Prof. Emeritus Teerachai Chantarojsiri

Independent Director, Chairman of Audit Committee

Nationality: Thai

Age : 71 years

Education:

- Bachelor of Clinical Science (pediatrics) , Mahidol University, Thailand
- Certificate in Anesthesiology and Critical Care Medicine (Pediatrics), The Johns Hopkins University School of Medicine, USA

Date of Appointment as Director: 24 January 2022

No. of year in this position : 1 Year

Meeting attendance in 2022: 8/9 (88.89%)

Meeting attendance for sub-committees in 2022: Audit Committee 7/7 (100%)

Family Relationship among Directors and Executives: None

Shareholdings: 100,000 shares as of December 30, 2022 (including spouse and minor children)

Positions in other listed companies:

- 2018 – Present Chairman and Chairman of the Audit Committee, Bangkok Dec-Con PCL.

Positions in other organizations:

- 1981 – Present Director, Bhumirajanagarindra Kidney Institute Hospital
- 2022 – Present Director, Professional Genome Company Limited

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

Training/Seminar Course related to Directorship:

- Directors Accreditation Program Organized (DAP 147/2018), Thai Institute of Directors Association

Additional Information to Consider for Independent Director Election

(Having the following interests in the Company, parent company, subsidiaries, affiliates, or any legal entities that may have conflicts at present or in the past 2 years.)

Being a director who takes part in the management and/or employee, staff member, advisor who receives regular salary : None

Being professional services provider, e.g., auditor, legal advisor, financial advisor : None

Having material business relationship which affects directors' independence : None

Being an entrepreneur or a director who takes part in the management and/or employee, staff member, advisor who receives a regular salary or holding more than one percent of the total number of voting shares of the company which operating under similar business nature and significant competition to the Company or its subsidiaries : None





Enclosure 3

Qualifications of independent directors

1. Must hold shares equal to not exceeding 1% of the total voting shares of the Company, parent company, subsidiaries, associated companies, majority shareholders, or the authorized controller of the Company, including related parties of such independent directors.
2. Must not be or have been an executive director, worker, employee, consultant with regular income, or the authorized controller of the Company, parent company, subsidiaries, associated companies, subsidiaries ranking pari passu, majority shareholders or authorized controller of the Company unless released from such position for not less than 2 years before the date of submitting an application for a license to the Office of the Securities and Exchange Commission. This prohibition does not apply to a member of the Audit Committee who used to be a civil servant or consultant of a government agency that is the majority shareholder or authorized controller of the Company.
3. Must not be a person with blood relationship or legal registration as a parent, spouse, sibling, or child, including spouse of the child or of another director, executive, majority shareholder, authorized controller, or person who shall be nominated as a director, executive, authorized controller of the Company or its subsidiaries.
4. Must have no previous business relationship with the Company, parent company, subsidiaries, associated companies, majority shareholders, or authorized controller of the Company in the manner that may obstruct the exercise of independent discretion of such director; and must not be or have been a significant shareholder or authorized controller of a person who has business relationship with the Company, parent company, subsidiaries, associated companies, majority shareholders, or authorized controller of the Company, unless released from such position for not less than 2 years before the date of appointment.
5. Must not be or have been the auditor of the Company, parent company, subsidiaries, associated companies, majority shareholders, authorized controller of the Company; and must not be a significant shareholder, authorized controller, or partner of an audit firm which employs the auditor of the Company, parent company, subsidiaries, associated companies, majority shareholders, or authorized controller of the Company, unless released from such position for not less than 2 years before the date of appointment.
6. Must not be or have been a professional service provider, including a legal or financial consultant, who has received service fees exceeding 2 million THB per year from the Company, parent company, subsidiaries, associated companies, majority shareholders, or authorized controller of the Company. Must also not be or have been a significant shareholder, authorized controller, or partner of such a professional service provider, unless having been released from such position for not less than 2 years before the date of appointment.
7. Must not be a director appointed as a representative of director of the Company, the majority shareholder, or a shareholder related to the majority shareholder.
8. Must not operate a business with similar conditions and significant competition with the business of the Company or its subsidiaries, nor be a significant partner in a partnership or an executive director, worker, employee, consultant with regular income, or holding shares exceeding 1% of the total voting shares of another company operating a similar business with significant competition with the business of the Company or its subsidiaries.
9. Must not have any other characteristics that would prevent the presentation of independent opinions regarding the Company's operations.

Information for Appointment of the Company's Independent Auditor**(Document Accompanying Agenda 7)****Profile – PricewaterhouseCoopers ABAS Ltd.**

Registered no. : 0105541040328

Type : Company Limited

Registered date : June 30, 1998

Address : 179/74-80 Bangkok City Tower, 15th Floor, South Sathorn Road, Tung Mahamek, Sathorn, Bangkok

Tel. : 02-3441000 Fax. 02 2865050

Business Objective : Audit services, Consulting services, etc.

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

Proposed Remuneration for the Company's Independent Auditor

Unit : THB	<u>2021</u>	<u>2022</u>	<u>2023</u>
Audit fee for the annual financial statements	1,186,520	1,342,115	1,395,800
% Increase		13%	4%
The quarterly review of the interim financial statements (altogether 3 quarters)	1,005,990	1,106,170	1,150,417
% Increase		10%	4%
Assuring for special purposes (IPO) ⁽¹⁾	-	250,000	-
% Increase (Decrease)		100%	(100%)
Auditing on agreed-upon procedures in relation to BOI promotion certificates (per Certificate)	100,000	100,000	100,000
% Increase		-	-

⁽¹⁾ This is a non-recurring expense for the Initial Public Offering (IPO) activities.



Enclosure 4

Remuneration for the Company's Independent Auditor

1) Audit fee

In the fiscal year 2022, the Company and its subsidiaries paid an audit fee to the auditing firm, where independent auditors are attached, in the amount of 4.71 million THB.

2) Non-audit fee

In the fiscal year 2022, the Company and its subsidiaries paid for the non-audit fee to PricewaterhouseCoopers ABAS Co., Ltd., which independent auditors are attached to, auditing on agreed-upon procedures in relation to BOI promotion certificates, assuring for special purposes, and expressing an opinion on information relating to international offering (comfort letter) at total 9.32 million THB.

Independent Auditor's Service Period for the Company

The auditor of the Company from 2012 to 2022 are listed below:

Year 2012 – 2014	Audited by Mr. Sophon Permsirivallop; CPA (Thailand) No. 3182 from EY Office Limited
Year 2015	Audited by Ms. Rosaporn Decharkom; CPA (Thailand) No. 5659 from EY Office Limited
Year 2016 – 2017	Audited by Mr. Somchai Jinnovart; CPA (Thailand) No. 3271 from PricewaterhouseCoopers ABAS Limited.
Year 2018 – 2022	Audited by Mr. Pongthavee Ratanakoses; CPA (Thailand) No. 7795 from PricewaterhouseCoopers ABAS Limited.

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

Auditor's Service for Subsidiaries

The auditors from PricewaterhouseCoopers ABAS Limited are:

- 1) Mr. Pongthavee Ratanakoses, CPA (Thailand) No. 7795 or
- 2) Mr. Chanchai Chaiprasit, CPA (Thailand) No. 3760 or
- 3) Ms. Amornrat Pearmpoonvatanasuk, CPA (Thailand) No. 4599

The Board of Directors has selected PricewaterhouseCoopers ABAS Limited as the auditor for the overseas subsidiaries for the year 2023, and will ensure that the financial statements are prepared in a timely manner.

Enclosure 5

Regulations for attending the shareholders' meeting by electronic meeting (E-AGM) - Conference system

1. Shareholders or proxy holders who will attend the E-AGM, please fill the registration form for the E-AGM through Electronic Platform via <https://itc.foqus.vc/registration/> or scan QR Code below. The system will be available to access during 15 – 30 March 2023.
2. When logging into the system, the shareholders or proxy holders must fill out the following information on the system: (The information must be the same as that obtained from the Thailand Securities Depository Co., Ltd. as of the record date.)
 - Securities holder registration number
 - Identification Card Number/ Passport Number/ Registration Number for juristic person
 - E-Mail address for receiving the WebLink, Username and Password for attending the Meeting
 - Mobile Phone Number
 - Additional documents specified under topic **“Identification documents to confirm the shareholder or a representative of the shareholder must be attached into the system”**.
3. When the Company receives documents listed in item 2 and thoroughly verifies them, the Company will send a username and password, as well as a WebLink for Attending the E-AGM and user manual. In case the request is rejected, the shareholder will receive an e-mail with the details and reason for rejection, then the shareholder can resubmit the documents through the system.

Please keep your username and password confidential. In the case your username and password are lost or you have not received it by **April 3, 2023**, please immediately contact the Company.
4. Please read the manual for using the E-AGM meeting system that will be e-mailed to you, or scan the QR code below for such manual. The system will be available 60 minutes prior to the meeting so the shareholder can register to attend. However, the live broadcast will begin at 1.00 pm.
5. For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either “approve”, “disapprove”, or “abstain” from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approved”.
6. If you encounter with any technical problems in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM. The Company will specify a contact to Quidlab Company Limited in the email that provides your username and password.



Registration form for the E-AGM



User Manual for Systems



Enclosure 5

**IDENTIFICATION DOCUMENTS TO CONFIRM THE SHAREHOLDER
OR A REPRESENTATIVE OF THE SHAREHOLDER**

Documents required to attend the meeting

1. Shareholder being an individual

- 1.1 Shareholder attending the meeting by himself/herself is requested to provide a certified true copy of the documents of the shareholder issued by governmental authorities, e.g., identification card, government officer identification card, or passport (in case of a foreigner).
- 1.2 Proxy holder attending the meeting
 - a) The completed proxy form and duly signed by both shareholder and the proxy together with 20 Baht stamp duty;
 - b) A certified true copy of the document of the shareholder issued by governmental authorities e.g., identification card, government officer identification card, or passport (in case of a foreigner).
 - c) A certified true copy of the document of the proxy holder issued by governmental authorities e.g., identification card, government officer identification card, or passport (in case of a foreigner).
 - d) The completed proxy form together with required documents are required to submit to the system.

2. Shareholder being a juristic person registered in Thailand

- 2.1 Shareholder attending the meeting by themselves
 - a) A certified true copy of the document of the authorized signatory of the shareholder issued by governmental authorities e.g., identification card, government officer identification card, or passport (in case of a foreigner).
 - b) A copy of the corporate affidavit, issued within 30 days by Department of Business Development, the Ministry of Commerce not more than 3 months prior to the Meeting date and certified by the authorized signatory of such juristic person. Please see the remark for shareholder being a juristic person registered overseas.
- 2.2 Proxy holder attending the meeting
 - a) The completed proxy form and duly signed by both the proxy holder and the authorized signatory of the shareholder together with the company seal affixed (if any), and 20 Baht stamp duty.
 - b) A copy of the corporate affidavit, issued within 30 days by Department of Business Development, the Ministry of Commerce not more than 3 months prior to the Meeting date and certified by the authorized signatory of such juristic person. Please see the remark for shareholder being a juristic person registered overseas.
 - c) A certified true copy of the document of the authorized signatory of the shareholder issued by governmental authorities e.g., identification card, government officer identification card, or passport (in case of a foreigner).
 - d) A certified true copy of the document of the proxy holder issued by governmental authorities e.g., identification card, government officer identification card, or passport (in case of a foreigner).
 - e) The completed proxy form together with required documents are required to submit to the system.



Enclosure 5

Remark: Shareholder being a juristic person registered overseas

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

Enclosure 6

Profiles of Independent Directors Acting As Shareholder Proxies

(Excluding the director who retired by rotation)

Name	Age	Position	Address	*Special conflict of interest* in the proposed agenda
1.Ms.Anchalee Bunsongsikul	52	Independent Director/ Member of the Audit Committee/ Chairwoman of the Risk Management Committee	979/92-94, 29th Floor, S.M.Tower, Phaholyothin Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok 10400	No special conflict of interest in Agenda 1-9
2.Mrs. Sawita Suwansawat	39	Independent Director/ Member of the Audit Committee/ Member of the Risk Management Committee		
3.Mr. Kaweewut Temphuwapat	38	Independent Director/ Member of the Risk Management Committee		

Remark: The details of the Independent Directors' profiles can be found in the Attachment 1 Detail of Directors section of the 2022 Annual Report (56-1 One report) which has been disclosed on the Company's website (<https://www.i-tail.com/en/investor-relations/document/annual-reports>)

*The disclosure of any special interest specified in the AGM Checklist Form pertains to the disclosure of information specifically related to any special interest that an independent director, acting as proxy for the shareholders, may have in any matters on the agenda. This includes any special interest in the election of directors due to being a nominee for re-election.



อากรแสตมป์

20 บาท

Duty Stamp

20 Baht

Enclosure 7

Proxy Form A

Written At

Date.....

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

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

Common stock ownedshares Eligible for voting shares

Preferred stock owned shares Eligible for voting shares

(3) Hereby authorize

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

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

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

As only one to be my proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders on April 5, 2023, at 1:00 p.m. by electronic meeting platform (E-AGM) which will be broadcast from i-Tail Corporation Public Company Limited or such other dates, time and places as may be adjourned.

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

Signature of shareholder

(.....)

Signature of proxy

(.....)

Signature of proxy

(.....)

Signature of proxy

(.....)

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



Enclosure 7

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20 บาท

Duty Stamp

20 Baht

Proxy Form B

Written At

Date.....

(1) I,, a nationality, who resides at:

House No....., Road, Tambon / Sub-district,

Amphur / District....., Province....., Postal Code

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

Common stock ownedshares Eligible for voting shares

Preferred stock owned shares Eligible for voting shares

(3) Hereby authorize

(3.1) Name age years, who resides at: House No.,

Road, Tambon / Sub-district, Amphur / District,

Province....., Postal Code E-mail, or

(3.2) Name age years, who resides at: House No.,

Road, Tambon / Sub-district, Amphur / District,

Province....., Postal Code E-mail, or

(3.3) Name age years, who resides at: House No.,

Road, Tambon / Sub-district, Amphur / District,

Province....., Postal Code E-mail

As only one to be my proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders on April 5, 2023, at 1:00 p.m. by electronic meeting platform (E-AGM) which will be broadcast from i-Tail Corporation Public Company Limited or such other dates, time and places as may be adjourned.

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

Agenda 1 To certify the minutes of the 2022 annual general meeting of shareholders

[] (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

[] (b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve

() Disapprove

() Abstain

Agenda 2 To consider and acknowledge the Company's 56-1 One report and the operational results for the year 2022.

* This agenda is for acknowledgement. Voting is not required.*



Enclosure 7

Agenda 3 To consider and approve the financial statements for the fiscal year ending December 31, 2022, and the independent auditor report.

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the allocation of retained earnings and net profit for 2022 operational results

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve the election of the directors to replace those who retired by rotation.

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

- Nomination of the Whole Board

☐ Approve ☐ Disapprove ☐ Abstain

- Nomination of Individual Director

5.1 Name of Director... **Mr. Shue Chung Chan**.....

☐ Approve ☐ Disapprove ☐ Abstain

5.2 Name of Director ... **Mr. Thawee Tangchansiri**.....

☐ Approve ☐ Disapprove ☐ Abstain

5.3 Name of Director ... **Mr. Pichitchai Wongpiya**.....

☐ Approve ☐ Disapprove ☐ Abstain

5.4 Name of Independent director ... **Prof. Emeritus Teerachai Chantarojsiri**.....

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the remuneration of the board members and sub-committee for the year 2023

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2023

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain



Enclosure 7

Agenda 8 To consider and approve the amendment of the Company's Articles of Association clause 4, the Company's registrar.

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 To consider and approve the amendment of the Company's Articles of Association clauses 38, 41, and 52; regarding utilizing electronic means for advertisements.

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

Signature of shareholder
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

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

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



Enclosure 7

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20 บาท

Duty Stamp

20 Baht

Proxy Form C

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

Written At

Date.....

(1) I,, a nationality, who resides at:

House No....., Road, Tambon / Sub-district,
Amphur / District....., Province....., Postal Code

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

Common stock ownedshares Eligible for voting shares

Preferred stock owned shares Eligible for voting shares

(2) Hereby authorize

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

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

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

As only one to be my proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders on April 5, 2023, at 1:00 p.m. by electronic meeting platform (E-AGM) which will be broadcast from i-Tail Corporation Public Company Limited or such other dates, time and places as may be adjourned.

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

☐ I grant the total amount of shares holding and entitled to vote

☐ I grant partial shares of

Common stock of shares, with authority to cast vote for votes

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

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

Agenda 1 To certify the minutes of the 2022 annual general meeting of shareholders

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve

☐ Disapprove

☐ Abstain



Enclosure 7

Agenda 2 To consider and acknowledge the Company's 56-1 One report and the operational results for the year 2022.

* This agenda is for acknowledgement. Voting is not required.*

Agenda 3 To consider and approve the financial statements for the fiscal year ending December 31, 2022, and the independent auditor report.

[] (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

[] (b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve () Disapprove () Abstain

Agenda 4 To consider and approve the allocation of retained earnings and net profit for 2022 operational results

[] (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

[] (b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve () Disapprove () Abstain

Agenda 5 To consider and approve the election of the directors to replace those who retired by rotation.

[] (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

[] (b) Proxy is allowed to execute my votes as per my intention set forth below:

- Nomination of the Whole Board

() Approve () Disapprove () Abstain

- Nomination of Individual Director

5.1 Name of Director... **Mr. Shue Chung Chan**.....

() Approve () Disapprove () Abstain

5.2 Name of Director ... **Mr. Thawee Tangchansiri**.....

() Approve () Disapprove () Abstain

5.3 Name of Director ... **Mr. Pichitchai Wongpiya**.....

() Approve () Disapprove () Abstain

5.4 Name of Independent director ... **Prof. Emeritus Teerachai Chantarojsiri**.....

() Approve () Disapprove () Abstain

Agenda 6 To consider and approve the remuneration of the board members and sub-committee for the year 2023

[] (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

[] (b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve () Disapprove () Abstain



Enclosure 7

Agenda 7 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2023

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 To consider and approve the amendment of the Company's Articles of Association clause 4, the Company's registrar.

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 To consider and approve the amendment of the Company's Articles of Association clauses 38, 41, and 52; regarding utilizing electronic means for advertisements.

☐ (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

☐ (b) Proxy is allowed to execute my votes as per my intention set forth below:

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

Signature of shareholder
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)



Enclosure 7

Remarks:

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



Enclosure 8

Request Form for the 2022 Annual Report (56-1 One Report) in Hard Copy

To Shareholder,

ITC has already prepared the 2022 Annual Report (56-1 One Report) which contains the information as in compliance with the regulations of the Securities and Exchange Commission in QR Code format to be delivered to the shareholders together with this invitation letter to the meeting. However, any shareholder who would like to receive the 2022 Annual Report (56-1 One Report) in hard copy containing the same content as appeared in QR Code, please provide details in the below form.

.....
I am (Mr./Mrs./Ms./Company)

Address

.....

.....

Telephone/Mobile No.

Receive the 2022 Annual Report (56-1 One Report): Kindly mark in the following bracket ()

() Thai hard copy

() English hard copy

Privacy Notice

Annual General Meeting of Shareholders for 2023 (“AGM”)

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

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

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

2.1 Legal basis

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

2.2 Legitimate interest

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

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

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

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

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