



(Translation)

March 7, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of i-Tail Corporation Public Company Limited

Enclosed:

1. The Articles of Association concerning the Shareholders' Meeting (Pages 10-13)
2. Profiles of candidates nominated for election as directors of the Company (Pages 14-17)
3. Information for appointment of the Company's independent auditor (Pages 18-19)
4. Guideline for registration to attend the shareholders' meeting by electronic means (Pages 20-22)
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6. Profile of independent directors for proxy cases (Page 25)
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The Board of Directors Meeting No. 2/2023 of i-Tail Corporation Public Company Limited (“the Company”) unanimously resolved to convene the 2023 Annual General Meeting of Shareholders on Friday, April 5, 2024, at 2:00 p.m. via electronic means (E-AGM) only broadcast live from i-Tail Corporation Public Company Limited, SM Tower, Phaholyothin Road, Bangkok.

The Company announced on its website and through the Electronic Company Information Disclosure system of the Stock Exchange of Thailand to allow shareholders to propose important matters to be considered as agenda items between September 4, 2023, and January 5, 2024, in accordance with the principles of good corporate governance for listed companies. However, no shareholder proposed any agenda items for the 2024 Annual General Meeting of Shareholders during this period. Therefore, the Company would like to inform the meeting agenda for the 2024 Annual General Meeting of Shareholders in accordance with the Board of Directors' resolutions as follows:

Agenda 1 To consider and acknowledge the operating results for year 2023.

Background and Rationale: The Company's operating results for 2023 and other important information are presented in the 2023 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 the acknowledgement of the operating results for the year 2023 and the 2023 performance regarding the anti-corruption policy.

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

Agenda 2 To consider and approve the financial statements for the fiscal year ending December 31, 2023 and the independent auditor report.

Background and Rationale: The Company's financial statements for the fiscal year ending December 31, 2023 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 enclosure No.8 in Section 3 - Financial Statements of the 2023 Annual Report (56-1 One Report).

The summary details are as follows:

(Unit: THB Million)

Items	2023 (Current Proposal)	2022
Total Assets	25,431.25	25,749.59
Total Liabilities	2,312.39	3,143.45
Total Shareholders' Equity	23,118.86	22,606.14
Paid-up Capital	3,000.00	3,000.00
Total Revenue from Sales	15,576.93	22,528.47
Net profit attributable to owners of the parent	2,281.38	4,470.18
Total Net Profit	2,282.82	4,469.73
Earnings per share (Baht per share)	0.76	2.52

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, 2023, and the independent auditor report thereon. The financial statements were audited by the Company's independent auditor in accordance with Section 112 of the Public Limited Companies Act B.E. 2535. The proposed financial statements are accurate and comply with the generally accepted accounting principles. The report was also reviewed by the Audit Committee and endorsed by the Board of Directors' meeting.

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

Agenda 3 To consider and approve the allocation of net profit for 2023 operating results.

Background and Rationale: According to the audited operating results for the fiscal year ending December 31, 2023, the Company and its subsidiaries had a net profit attributable to owners of the parent of THB 2,281.38 million. Under Section 116 of the Public Limited Company Act B.E. 2535, the Company must appropriate to a reserve fund, from the annual net profit, at least five percent of the annual net profit less carried-forward accumulated losses (if any) until the reserve fund attains an amount of no less than 10 percent of the registered capital. The Company has fully set the legal reserve. Therefore, the Board of Directors proposed to the shareholders for dividend payment for the year 2023 of THB 1,800 million or the rate of THB 0.60 per share based on the registered and paid-up capital of 3,000 million shares, representing 78.90% of consolidated net profit attributable to owners of the parent.

However, The Board of Directors Meeting No.3/2023 held on July 27, 2023, approved an interim dividend payment from the operating result for the first half of 2023 (from January 1, 2023 - June 30, 2023) of THB 750 million or at the rate of THB 0.25 per share based on the registered and paid-up capital of 3,000 million shares. This interim dividend was fully paid to shareholders on August 25, 2023.

As a result, the remaining dividend payment from the operating results for the second half of 2023 (from July 1, 2023 – December 31, 2023) which the Board of Directors Meeting No.2/2024 held on February 15, 2024, endorsed the dividend payment of THB 1,050 million or at the rate of THB 0.35 per share based on the registered and paid-up capital of 3,000 million shares. The dividend will be paid on April 24, 2024. The dividend payment is derived from profit under BOI privilege, so it is not subject to withholding tax, and the shareholder is not eligible for a tax credit. However, the right to receive a dividend is still being determined and is subject to approval from the 2024 AGM on April 5, 2024.

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

Details of dividend payment	2023	2022	2021
1. Net profit attributable to owners of the parent (THB million)	2,281.38	4,470.18	1,598.68
2. Legal reserve as of December 31 (THB million)	300.00	300.00	36.00
3. Number of shares as of December 31 (million shares)	3,000	3,000	36
4. Total dividend payment per share (THB per share)	0.60	2.52 ¹	40.00
4.1 Interim dividend payment from retained earnings (THB per share)	-	1.16 ¹	-
4.2 Interim dividend payment from the operating results for the first half of the year (THB per share)	0.25	-	20.00
4.3 Final dividend payment from the operating results for the second half of 2023 (THB per share)	0.35	-	20.00
4.4 Interim dividend payment from operating results of Q1-Q3 (THB per share)	-	1.16 ¹	-
4.5 Final dividend from operating results of Q4 (THB per share)	-	0.20 ¹	-
5. Total Dividend Amount (THB million)	1,800.00	7,560.00	1,440.00
6. Dividend payout ratio (percent)	78.90	169.12 ²	90.07

Remark:

1. 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. Dividend payout ratio for the year 2022 was 169.12% consisting of a dividend payment derived from retained earnings totaling THB 3,480 million at a dividend payout ratio of 77.85% and a dividend payment derived from net profit totaling THB 4,080 million at a dividend payout ratio of 91.27%.

The dividend policy of the Company is to pay at least 50% of our net profit for the year. The dividend payout rate for the year 2023 was 78.90%, which complied with this dividend policy.

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



- (1) Acknowledge the interim dividend payment from operating results for the first half of 2023 (from January 1, 2023 – June 30, 2023), totaling THB 750 million or at the rate of THB 0.25 per share based on the registered and paid-up capital of 3,000 million shares. The interim dividends were fully paid on August 25, 2023.
- (2) Approve the dividend payment from operating results for the second half of 2023 (from July 1, 2023 – December 31, 2023) totaling THB 1,050 million or at the rate of THB 0.35 per share for the registered and paid-up capital of 3,000 million shares. In this regard, the Company determined that the record date for shareholders entitled to receive the dividend will be on March 1, 2024, and the dividend will be paid on April 24, 2024. 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 2024 Annual General Meeting of Shareholders.

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

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

Background and Rationale:

1. The Public Limited Company Act B.E. 2535 and Article 21 of the Company's Articles of Association stipulates that "At each Annual General Meeting, one-third (1/3) of the directors must retire, or the number nearest to one-third (1/3). In the first and second years after incorporation, the selection of retiring directors shall be done by drawing lots. Starting from the third year, the director who has served the longest must retire. If there are more directors who have served the longest than the number to be retired, drawing lots shall be used to determine which of them shall retire. However, the retiring director may be re-elected.
2. Currently, the Board comprises 11 existing directors and 3 directors who are due to retire from office, namely:
 - (1) Ms. Anchalee Bunsongsikul Independent Director
 - (2) Mrs. Sawita Suwansawat Independent Director
 - (3) Mr. Werapong Goo Independent Director

**Mr. Werapong Goo has been appointed since January 2024 to replace Mr. Kaweewut Temphuwapat who resigned during the year. Thus, he holds the position for the remaining office term of Mr. Kaweewut Temphuwapat.*
3. The Company has informed all shareholders of their right to nominate a qualified person(s) for the director position ahead of the meeting through the Company's website and the Electronic Company Information Disclosure system of the Stock Exchange of Thailand between September 4, 2023, and January 5, 2024, for a total of 124 days. However, no proposals for director nominees were submitted to the Company.
4. The Board of Directors (excluding the directors who have an interest in this matter) has considered the profiles and experiences of the 3 retiring directors, namely Ms. Anchalee Bunsongsikul, Mrs. Sawita Suwansawat, and Mr. Werapong Goo, and deemed them fully qualified pursuant to the law. They possess knowledge, expertise, and experience in the



business which could help prove successful the Company's management. If they were re-elected and continued for one more term of office, the continuity of the Company's operations could be affirmed.

Furthermore, the Board considered that Ms.Anchalee Bunsongsikul, Mrs.Sawita Suwansawat, and Mr.Werapong Goo, who are nominated as independent directors, are qualified as required by relevant laws and can provide their opinions independently. Those 3 independent directors do not hold the position of director or executive which may have conflict of interest with the Company.

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

Board of Directors' Opinion: Deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the election of the directors as recommended by the Board of Directors. 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
Ms. Anchalee Bunsongsikul	Independent Director	2 years	Re-appointment for another term
Mrs. Sawita Suwansawat	Independent Director	2 years	Re-appointment for another term
Mr. Werapong Goo	Independent Director	2 months	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 5 To consider and approve the remuneration of the Board members and sub-committees for the year 2024

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

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

The Board proposed the remuneration package for the year 2024 as follows:

Unit: THB

Proposal to consider	Proposed for Year 2024	Year 2023
<ul style="list-style-type: none"> • Board of Director <ul style="list-style-type: none"> - Retainer Fee for Chairman - Retainer Fee for Executive Director - Retainer Fee for Non-Executive Director - Retainer Fee for Independent Director - Meeting Allowance for Chairman - Meeting Allowance for Executive Director - Meeting Allowance for Non-Executive Director - Meeting Allowance for Independent Director 	<ul style="list-style-type: none"> 45,000/month 25,000/month 30,000/month 30,000/month 30,000/attendance 20,000/attendance 20,000/attendance 20,000/attendance 	<ul style="list-style-type: none"> 45,000/month 25,000/month 30,000/month 30,000/month 30,000/attendance 20,000/attendance 20,000/attendance 20,000/attendance
<ul style="list-style-type: none"> • Audit Committee <ul style="list-style-type: none"> - Retainer Fee for Chairman of Audit Committee - Retainer Fee for Member of Audit Committee - Meeting Allowance for Chairman - Meeting Allowance for Member 	<ul style="list-style-type: none"> 30,000/month 20,000/month 25,000/attendance 20,000/attendance 	<ul style="list-style-type: none"> 30,000/month 20,000/month 25,000/attendance 20,000/attendance
<ul style="list-style-type: none"> • Risk Management Committee (“RMC”) <ul style="list-style-type: none"> - Retainer Fee for Chairperson of RMC - Retainer Fee for Executive Director - Retainer Fee for Independent Director - Meeting Allowance for Chairperson of RMC - Meeting Allowance for Executive Director - Meeting Allowance for Independent Director 	<ul style="list-style-type: none"> 180,000/year 84,000/year 120,000/year 20,000/ attendance 10,000/ attendance 10,000/ attendance 	<ul style="list-style-type: none"> 180,000 /year 84,000/year 120,000/year 20,000/ attendance 10,000/ attendance 10,000/ attendance
<ul style="list-style-type: none"> • Nomination Remuneration and Corporate Governance (“NRCG”) (Appointed in 2024) <ul style="list-style-type: none"> - Retainer Fee for Chairman of NRCG - Retainer Fee for Non-Executive Director - Retainer Fee for Independent Director 	<ul style="list-style-type: none"> 180,000/year 120,000/year 120,000/year 	<ul style="list-style-type: none"> - - -



Proposal to consider	Proposed for Year 2024	Year 2023
- Meeting Allowance for Chairman of NRCG	20,000/ attendance	-
- Meeting Allowance for Non-Executive Director	10,000/ attendance	-
- Meeting Allowance for Independent Director	10,000/ attendance	-
• Other Benefits	None	None
• Directors' Bonus	None	None

Board of Director's Opinion: Deems it is appropriate to propose the remuneration of the directors and sub-committees for the year 2024 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 operating results.

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

Agenda 6 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2024.

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 2024 require the approval of the shareholder meeting.

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

Audit Committee's Opinion: The Audit Committee considered the qualifications, experience, price perspective, and reliability of audit firms for the independent auditors. The Audit Committee proposes to change the Company's independent auditor from PricewaterhouseCoopers ABAS Limited ("PwC") to KPMG Phoomchai Audit Company Limited ("KPMG") and endorsed the appointment of the Company's independent auditors for the fiscal year 2024, namely:

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

The audit fee was determined as follows:

Job Description (Unit: Baht)	Audit Fee Year 2023	Increase (Decrease)	Audit Fee Year 2024
Quarterly review	1,077,429	(777,429)	300,000
Statutory audit	1,468,787	531,216	2,000,000
Total audit fee	2,546,216	(246,216)	2,300,000



Job Description (Unit: Baht)	Audit Fee Year 2023	Increase (Decrease)	Audit Fee Year 2024
Auditing on agreed-upon procedures in relation to BOI promotion certificates (per BOI certificate)	100,000	-	100,000

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

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

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

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

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

Agenda 7 To consider other matters (if any)

Background and Rationale: This agenda item is for shareholders to ask questions and/or express their opinions (if any) to the Board of Directors, and/or for the Board of Directors to clarify or answer the questions asked by shareholders. There shall be no proposals of any other matters for consideration and approval at the meeting, nor shall there be any casting of votes under this agenda item.

Board of Directors Opinion: This agenda item is for shareholders to ask questions (if any) and/or for the Board of Directors to clarify or answer the questions asked by shareholders.

The Company has determined the date to record the names of shareholders who are entitled to attend the Shareholders' Meeting and receive dividends on March 1, 2024.

If the shareholders have any questions about the meeting agenda, please submit them in advance April 1, 2024, through the following channels, so that the Board of Directors or the management can prepare the information for clarification.

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



The Company, therefore, invites the shareholders to attend the Meeting on April 5, 2024, at 2.00 p.m., via electronic means only in accordance with the rules stipulated in the law relating to electronic meetings. The guidelines for registration to attend the Shareholders' Meeting via electronic means are provided in Enclosure No. 4.

If a Shareholder or proxy, who is not an independent director of the Company, intends to attend the meeting via electronic means, the shareholders may register or appoint a proxy via e-Request system according to the guidelines for registration to attend the Shareholders' Meeting via electronic means in Enclosure No. 4. The system will be available from March 29, 2024, at 08.30 a.m. until the Meeting is adjourned on April 5, 2024.

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

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

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

For shareholder who intends to appoint an independent director of the Company as a proxy, as detailed in Enclosure No. 6, the shareholder may appoint a proxy via e-Request system according to the guidelines for registration to attend the Shareholders' Meeting via electronic means in Enclosure No.4 or the shareholder can post the document for the appointment of proxy via registered mail with return receipt, to Company Secretary Office, i-Tail Corporation Public Company Limited, No. 979/92-94, 29th Floor, S.M.Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok, Thailand, 10400. However, the proxy posted via registered mail must be arrived at the Company by April 1, 2024 at 5.00 p.m.

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

On the date of the Meeting, the shareholder or proxy (in the case of a proxy), is requested to attend the Meeting via the link, and fill in the username and password that the shareholders received via the email address as notified to the Company. The Company shall allow the shareholder and proxy to register to attend the Meeting via electronic means on April 5, 2024, from 12.00 p.m. onwards, and the Meeting shall start at 2.00 p.m.

The Company prepared the 2023 Annual Report (56-1 One Report) in QR Format as shown in Enclosure No. 8 to combat global warming. However, if the shareholders would like to receive a hard copy of 56-1 One Report, they may request to complete the requisition form in Enclosure No. 8 and return it to the Company via email to itail_compliance@thaiunion.com or by post to the Office of Company Secretary, i-Tail Corporation Public Company Limited, No. 979/92-94, 29th Floor, S.M.Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok, Thailand, 10400. The Company will then send the hard copy of the 2023 Annual Report (56-1 One Report) to you.

Yours faithfully,

i-Tail Corporation Public Company Limited

-Mr. Cheng Niruttinanon-
Chairman



The Articles of Association Concerning the Shareholders' Meeting

Section 4 Board of Directors

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

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

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

20. Regarding the casting of votes in the director election, one shareholder shall have 1 (one) vote per 1 (one) share held; and each shareholder shall use all votes to elect one or several person(s) as director(s), but the votes may not be divided to any person. Persons who have received the respective maximum votes of approval shall be elected as directors equal to the number of directors to be elected at such time. If the number of votes for candidates in descending order is tied, which would cause the number of directors to exceed in that election, the 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.



Section 5 Shareholders' Meeting

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

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

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

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

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

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

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

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

39. Any shareholder who is unable to attend the Meeting in person may authorize a person of legal age to attend the Meeting and cast a vote on their behalf. The authorization must be made in writing, signed by the shareholder, and given to the 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. The company may publish on electronic platforms under criteria prescribed by law.

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

- (1) In normal cases, the resolution shall be based on the majority votes of shareholders attending the Meeting and casting votes. In the event of a tie, the 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 acknowledgment of the Annual Report of the Board of Directors
 - b) Consideration and approval of balance sheets and profit and loss account
 - c) Consideration and approval of allocation of profits and payment of dividends
 - d) Consideration and election of replacement director and director compensation
 - e) Consideration and appointment of the auditor and determination of the Company's audit fees
 - f) Consideration of other businesses (if any)

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

1. Ms. Anchalee Bunsongsikul

Independent Director, Member of Audit Committee, Chairwomen of Risk Management Committee

Nationality : Thai

Age: 53 years old

Education

- Bachelor of Business Administration, Chulalongkorn University, Thailand
- Master of Science in Finance, Saint Louis University, USA

Date of Appointment as Director: 24 August 2022

No. of year in this position : 2 years 3 months

Meeting attendance in 2023: 5/5 (100%)

Meeting attendance for sub-committees in 2023: Audit Committee 6/6 (100%),
Risk Management Committee 4/4 (100%)



Family Relationship among Directors and Executives: None

Shareholdings: -0- shares as of December 28, 2023 (Including spouse and minor children)

Positions in other listed companies:

- 2017 – Present: Managing Director, Standard Chartered Bank (Thai) PCL.
- 2019 – Present: Independent Director and Member of The Audit Committee, Proud Real Estate PCL.

Positions in other organizations: None

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

Training/Seminar Course related to Directorship:

- Directors Accreditation Program (DAP 163/2019), organized by Thai Institute of Directors Association
- National Defence Course (NDC), Class 63, National Defence College

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

2. Mrs. Sawita Suwansawat

Independent Director, Member of the Audit Committee, Member of the Risk Management Committee

Nationality: Thai

Age: 40 years

Education:

- Bachelor of Laws Degree, Thammasat University, Thailand
- Master of International Trade Law, Essex University, United Kingdom
- Master of Public and Private Management, National Institute of Development Administration, Thailand

Date of Appointment as Director: 24 January 2022

No. of year in this position : 2 years 3 months

Meeting attendance in 2023: 5/5 (100%)

Meeting attendance for sub-committees in 2023: Audit Committee 6/6 (100%),
Risk Management Committee 4/4 (100%)

Family Relationship among Directors and Executives: None

Shareholdings: 100,000 shares as of December 28, 2023 (including spouse and minor children)

Positions in other listed companies: None

Positions in other organizations:

- 2019 – Present: Founder and Executive Officer, MSC International Law Office Co., Ltd.
- 2020 – Present: Director, Ramsia 2020 Co., Ltd.
- 2020 – Present: Director, Spideration Co., Ltd.
- 2020 – Present: Director, Do Day One Co., Ltd.
- 2021 – Present: Director, Clean&Go Co., Ltd.
- 2022 – Present: Director, MSC Auction Co., Ltd.

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

Training/Seminar Course related to Directorship

- Directors Accreditation Program (DAP 168/2020), organized by Thai Institute of Directors Association
- Directors Certification Program (DCP 292/2020), organized by 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 : None

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



3. Mr. Werapong Goo

Independent Director, Member of the Risk Management Committee

Nationality: Thai

Age: 38 years

Education:

- B.Sc. in Biomedical Engineering and Mechanical Engineering, Duke University
- M.Sc. and Ph.D. in Bioengineering, Stanford University

Date of Appointment as Director: 23 January 2024

No. of year in this position : 2 months

Meeting attendance in 2023: Appointed to replace directors who resigned in 2024.

Meeting attendance for sub-committees in 2023: Appointed to replace directors who resigned in 2024.

Family Relationship among Directors and Executives: None

Shareholdings: -0- shares as of December 28, 2023 (including spouse and minor children)

Positions in other listed companies: None

Positions in other organizations:

- 2023 – Present Director, Laundry You Co., Ltd.
- 2019 – 2023 Chief Executive Officer, Lazada Company (Thailand)
- 2014 – 2019, Project Leader, the Boston Consulting Group

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

Training/Seminar Course related to Directorship:

- Conducting the Training Directors Certification Program (DCP), organized by Thai Institute of Directors Association (expected to be completed in March 2024)

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 : None

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





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 6)

KPMG Phoomchai Audit Company Limited

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

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

Proposed Remuneration for the Company's Independent Auditor

	<u>2022</u>	<u>2023</u>	<u>2024</u>
The quarterly review of the interim financial statements (3 quarters)	1,106,170	1,077,429	300,000
Audit fee for the annual financial statements	1,342,115	1,468,787	2,000,000
Total audit fee	2,448,285	2,546,216	2,300,000
% Increase (Decrease)	10%	4%	(10%)
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 (Decrease)	0%	0%	0%

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

Remuneration for the Company and its subsidiaries' Independent Auditor

1) Audit fee

In the fiscal year 2023, the Company and its subsidiaries paid an audit fee to PricewaterhouseCoopers ABAS Limited., the auditing firm to which independent auditors are attached, in the amount of THB 4.73 million.



Enclosure 3

2) Non-audit fee

In the fiscal year 2023, the Company paid a non-audit fee to PricewaterhouseCoopers ABAS Limited., the auditing firm to which independent auditors are attached, for auditing on agreed-upon procedures in relation to BOI promotion certificates, assuring for special purposes, in the amount of THB 0.24 million.

Independent Auditors' of the Company in the past 10 years

The auditor of the Company from 2013 to 2023 are listed below:

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

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

Auditor's Service for Subsidiaries in 2024

The auditors from KPMG Phoomchai Audit Company Limited are:

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


KPMG Phoomchai Audit Company Limited will be the auditor for overseas subsidiaries for the year 2024, and The Board of Directors will ensure that the financial statements are prepared in a timely manner.

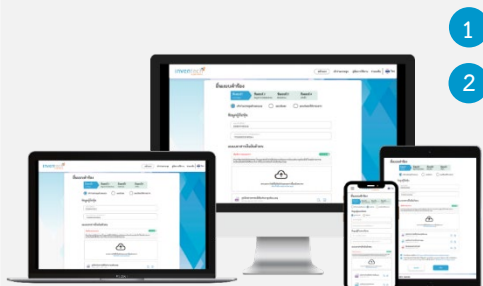
Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

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

<https://con.inventech.co.th/ITC172384R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 29 March 2024 at 8:30 a.m. and shall be closed on 5 April 2024 until the end of the meeting.
3. The electronic conference system will be available on 5 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the identification documents of the shareholder to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 1 April 2024 at 5.00 p.m.

Company Secretary office
i-Tail Corporation Public Company Limited
979/92-94, 29th Floor, S.M. Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District,
Bangkok Thailand, 10400

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



02-931-9137



@inventechconnect



The system available during 29 March – 5 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

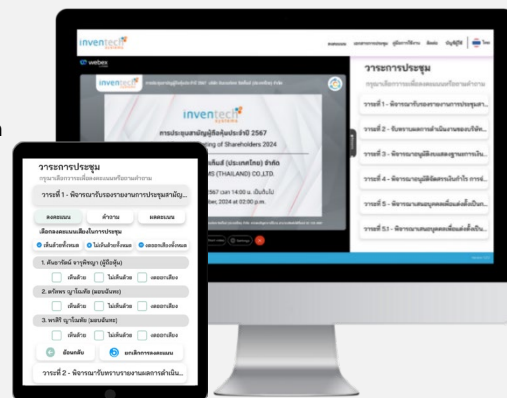


Report a problem

@inventechconnect

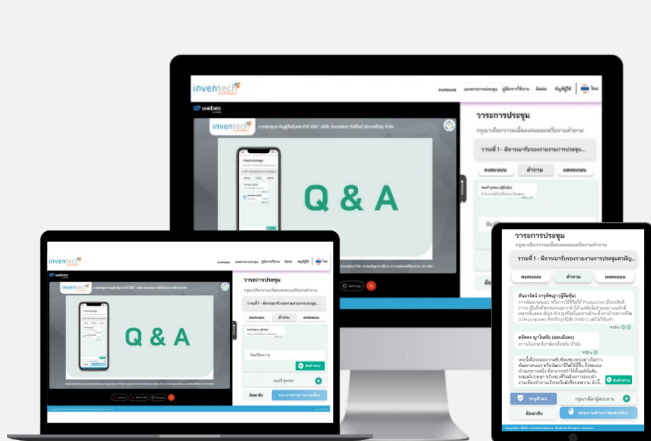
Step voting process (e-Voting)

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



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

Step to ask questions via Inventech Connect



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

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

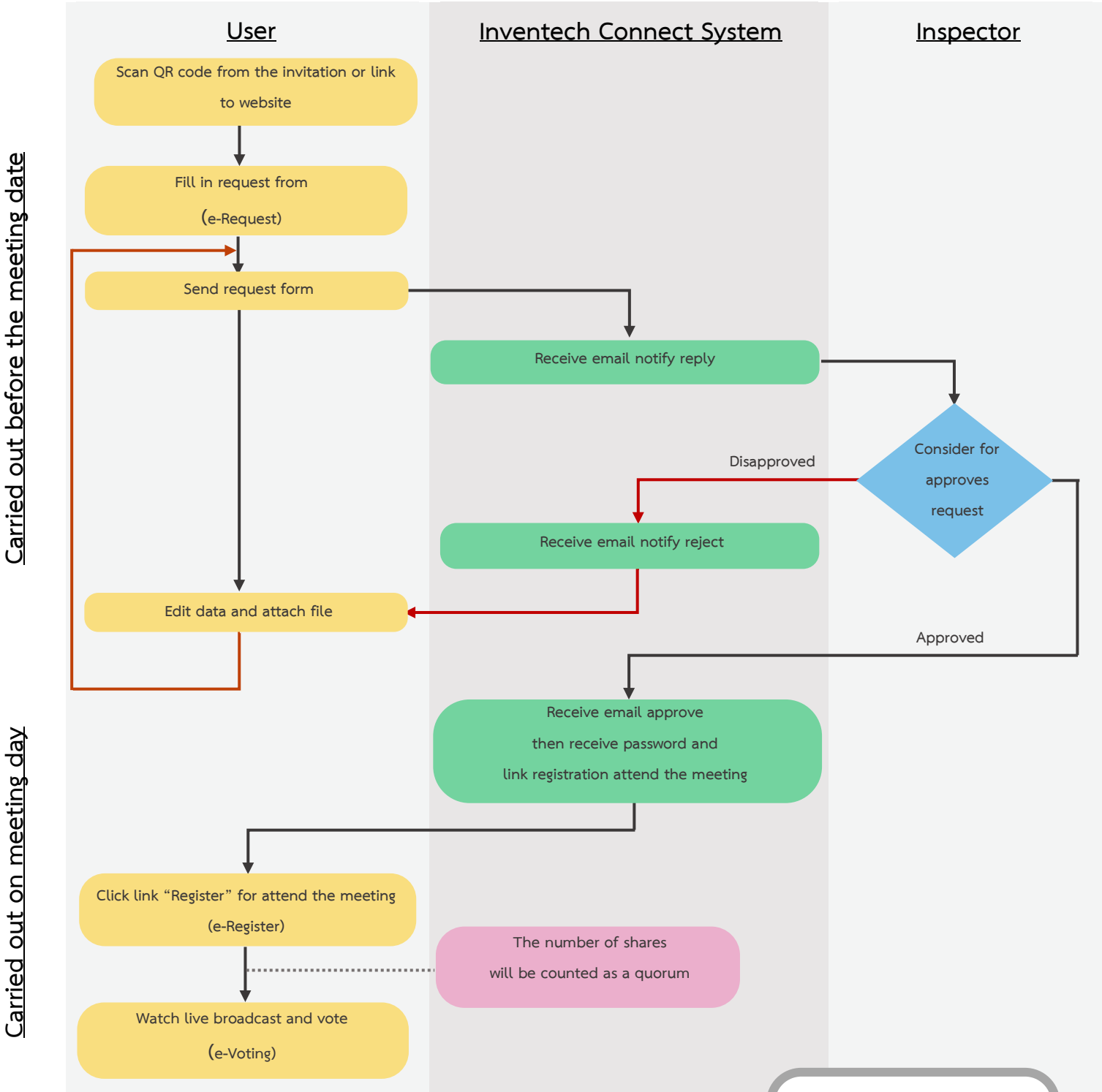


Video of using Inventech Connect

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

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

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

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

In case Exit the meeting

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



IDENTIFICATION DOCUMENTS TO VERIFY RIGHT TO ATTEND

THE SHAREHOLDERS' MEETING

Documents required to attend the meeting

1. Shareholder as an individual

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

2. Shareholder as a juristic person registered in Thailand

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



Enclosure 5

Remark: Regarding shareholders registered as juristic persons overseas.

- A copy of the certificate of incorporation issued by the regulatory body of the country where the juristic person is domiciled. The certification of incorporation shall be notarized by a Notary Public no longer than 12 months.
- The document with the original copy written in 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.

Profiles of Independent Directors Acting as Shareholder Proxies

Name	Age	Position	Address	*Any conflict of interest* in the proposed agenda
1. Prof.Emeritus Teerachai Chantarojanasiri	74	Independent Director/ Chairman of the Audit Committee / Chairman of Nomination Remuneration and Corporate Governance Committee	979/92-94, 29th Floor, S.M.Tower, Phaholyothin Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok 10400	No conflict of interest in Agenda 1-7
2. Ms.Anchalee Bunsongsikul	53	Independent Director/ Member of the Audit Committee/ Chairwoman of the Risk Management Committee / Member of Nomination Remuneration and Corporate Governance Committee		Have conflict of interest in Agenda 4 To consider and approve the election of the directors to replace those who retired by rotation
3. Mrs. Sawita Suwansawat	40	Independent Director/ Member of the Audit Committee/ Member of the Risk Management Committee		
4. Mr. Werapong Goo	39	Independent Director/ Member of the Risk Management Committee		

Remark: The details of the Independent Directors' profiles can be found in the Attachment 1 Detail of Directors section of the 2023 Annual Report (56-1 One report) and the directors' profiles are also disclosed on the Company's website <https://www.i-tail.com/en/leadership>



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 2024 Annual General Meeting of Shareholders on April 5, 2024, at 2:00 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.



อากรแสตมป์
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 2024 Annual General Meeting of Shareholders on April 5, 2024, at 2:00 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 consider and acknowledge the operating results for the year 2023.

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

Agenda 2 To consider and approve the financial statements for the fiscal year ending December 31, 2023, and the independent auditor report.

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

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

() Approve () Disapprove () Abstain



Enclosure 7

Agenda 3 To consider and approve the allocation of retained earnings and net profit for 2023 operational results

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

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

Approve Disapprove Abstain

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

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

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

- Election of the whole set of nominated directors

Approve Disapprove Abstain

- Election of Individual Director

4.1 Name of Independent Director ... **Ms. Anchalee Bunsongsikul**

Approve Disapprove Abstain

4.2 Name of Independent Director ... **Mrs. Sawita Suwansawat**

Approve Disapprove Abstain

4.3 Name of Independent Director ... **Mr. Werapong Goo**

Approve Disapprove Abstain

Agenda 5 To consider and approve the remuneration of the board members and sub-committee for the year 2024

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

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

Approve Disapprove Abstain

Agenda 6 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2024

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

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

Approve Disapprove Abstain

Agenda 7 To consider other matters (if any)

This agenda will be no vote due to not providing details to shareholders in advance

(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.



Enclosure 7

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

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

(2.2) Nameage 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 2024 Annual General Meeting of Shareholders on April 5, 2024, at 2:00 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 cast a vote on my behalf at this meeting as follows:

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

[] Authorize partial shares of

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

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

Total voting rightsvotes

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

Agenda 1 To consider and acknowledge the operating results for the year 2023.

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



Enclosure 7

Agenda 2 To consider and approve the financial statements for the fiscal year ending December 31, 2023, and the independent auditor report.

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

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

() Approve () Disapprove () Abstain

Agenda 3 To consider and approve the allocation of net profit for 2023 operating results.

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

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

() Approve () Disapprove () Abstain

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

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

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

- Election of the whole set of nominated directors

() Approve () Disapprove () Abstain

- Election of Individual Director

4.1 Name of Independent Director ... **Ms. Anchalee Bunsongsikul**

() Approve () Disapprove () Abstain

4.2 Name of Independent Director ... **Mrs. Sawita Suwansawat**

() Approve () Disapprove () Abstain

4.3 Name of Independent Director ... **Mr. Werapong Goo**

() Approve () Disapprove () Abstain

Agenda 5 To consider and approve the remuneration of the board members and sub-committee for the year 2024

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

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

() Approve () Disapprove () Abstain

Agenda 6 To consider and approve the appointment of the Company's independent auditors and fix the auditing fee for the year 2024.

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

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

() Approve () Disapprove () Abstain

Agenda 7 To consider other matters (if any)

This agenda will be no vote due to not providing details to shareholders in advance



Enclosure 7

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

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

Signature of shareholder
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

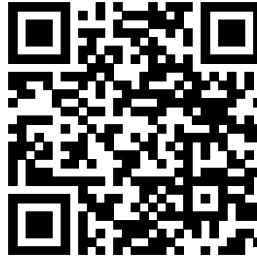
Remarks:

1. The 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).

Request Form for the 2023 Annual Report (56-1 One Report) in Hard Copy

To Shareholder,

ITC has already prepared the 2023 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.



However, any shareholder who would like to receive the 2023 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 2023 Annual Report (56-1 One Report): Kindly mark in the following bracket ()

() Thai hard copy

() English hard copy

Privacy Notice

2024 Annual General Meeting of Shareholders (“AGM”)

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

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

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

2.1 Legal basis

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

2.2 Legitimate interest

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

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

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

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

6. Rights of Data Owners: As the data owner, you have the right to receive a copy of your personal data, correct any mistakes in it, have it erased, and withhold consent for it to be used for any purpose other than the AGM as stated above. To exercise any of these rights, please contact the Company via email at itail_compliance@thaiunion.com 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.